



Date: 30th January, 2026

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:Submission of Postal Ballot Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Board of Directors of Lloyds Luxuries Limited has approved the Postal Ballot Notice dated 30th January 2026, which is being sent today through electronic mode to the shareholders whose e-mail addresses are registered with the Depositories / Registrar and Share Transfer Agent of the Company as on the cut-off date i.e. Friday, 23rd January 2026, for seeking approval of the Members by way of remote electronic voting (Postal Ballot) in respect of the following resolutions:

1. Approval for Increase in the Authorised Share Capital and Consequent Alteration of Capital Clause of the Memorandum of Association
2. Approval for Lloyds Luxuries Limited Employees Stock Option Scheme - 2026
3. Approval for Grant of Stock Options to the Employees of Group Company including Subsidiary Company or its Associate Company, in India or outside India or of a Holding Company of the Company Under Lloyds Luxuries Limited Employees Stock Option Scheme - 2026.
4. Approval for Provision of Money by the Company for the Purchase of its Own Shares by the Trust / Trustees for the benefit of employees under Lloyds Luxuries Limited Employees Stock Option Scheme - 2026.

The remote e-voting period shall commence on Saturday, 31st January 2026 at 9:00 a.m. (IST) and shall end on Sunday, 1st March 2026 at 5:00 p.m. (IST).

The results of the Postal Ballot shall be declared within two (2) working days from the conclusion of the remote e-voting period and shall be communicated to the Stock Exchange(s) in accordance with applicable provisions of the SEBI LODR Regulations.



LLOYDS
LUXURIES LIMITED

The Postal Ballot Notice along with the Explanatory Statement is also being made available on the Company's website at www.lloydsluxuries.in and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

The above intimation is given to you for your record. Kindly take the note of the same.

Thanking you,

For and on behalf of Lloyds Luxuries Limited

Rajalakshmi Thevar
Digitally signed by
Rajalakshmi Thevar
Date: 2026.01.30
14:45:13 +05'30'

Rajalakshmi Thevar
Company Secretary & Compliance Officer
ACS: 64317

Place: Mumbai



LLOYDS
LUXURIES LIMITED

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 read with Section 108 of the Companies Act, 2013, Rules 20 & 22 of Companies (Management and Administration) Rules, 2014 and Circulars issued by the Ministry of Corporate Affairs, Government of India]

| VOTING STARTS ON | VOTING ENDS ON |
|---|--|
| Saturday, January 31, 2026 at 9:00 a.m. (IST) | Sunday, March 01, 2026, at 5:00 p.m. (IST) |

**To
The Members,
Lloyds Luxuries Limited**

NOTICE is hereby given that pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions of the Companies Act, 2013 (“the Act”), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and other applicable laws and regulations, the approval of the Members of Lloyds Luxuries Limited (“the Company”) is sought by way of Ordinary Resolution(s) and Special Resolution(s), as set out below, through Postal Ballot by means of remote e-voting (“Postal Ballot / E-voting”).

Your consideration and approval are sought for the Resolutions annexed herewith. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with rules made thereunder, setting out the material facts and the reasons for the Proposed Resolutions, is also annexed hereto.

In accordance with the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”), including General Circulars issued from time to time, and pursuant to the provisions of the Companies Act, 2013, read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Company is sending the Postal Ballot Notice only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Accordingly, physical copies of the Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelopes are not being dispatched, and the Members are required to communicate their assent or dissent only through the remote e-voting system.

You are requested to peruse the proposed resolutions by means of the Postal Ballot through voting by electronic means only (“**remote e-voting**”). The Members are requested to read the instruction in the notes under the section “**Instruction for Voting through Electronic Means.**”

SPECIAL BUSINESS

1. APPROVAL FOR INCREASE IN THE AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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



LLOYDS
LUXURIES LIMITED

“RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(a), 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Management and Administration) Rules, 2014, including Rule 20 and Rule 22, the Companies (Share Capital and Debentures) Rules, 2014, the Articles of Association of the Company, Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), and subject to applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and in accordance with the circulars, notifications and clarifications issued by the Ministry of Corporate Affairs (“MCA”) and the Securities and Exchange Board of India (“SEBI”) from time to time, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force, approval of the Members be and is hereby accorded for increasing the Authorised Share Capital of the Company from ₹25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value of ₹10/- (Rupees Ten only) each to ₹40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of face value of ₹10/- (Rupees Ten only) each by creation of additional 1,50,00,000 (One Crore Fifty Lakh) Equity Shares of face value of ₹10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT pursuant to the aforesaid increase in the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted with the following:

“V. The Authorised Share Capital of the Company is ₹40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of ₹10/- (Rupees Ten only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee thereof or any Director or Key Managerial Personnel authorised by the Board) be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, expedient or incidental for giving effect to this resolution, including but not limited to filing of e-Form SH-7 and other applicable forms with the Registrar of Companies, making necessary entries in statutory registers, and resolving any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Director(s), Chief Financial Officer and the Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of this resolution for all purposes, including filing with the Registrar of Companies, submission to Stock Exchanges, Depositories, Banks, Statutory Authorities and any other authority or person as may be required in connection with or incidental to the implementation of this resolution.”

2. APPROVAL FOR LLOYDS LUXURIES LIMITED EMPLOYEES STOCK OPTION SCHEME – 2026:

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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, Regulation 6(1) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity)



Regulations, 2021 (“SEBI (SBEB & SE) Regulations, 2021”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Memorandum and Articles of Association of the Company, and in accordance with the circulars, guidelines and notifications issued by the Ministry of Corporate Affairs and SEBI from time to time, and subject to such other approvals, consents, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded for the approval and adoption of “Lloyds Luxuries Limited Employees Stock Option Scheme – 2026” (“ESOP Scheme 2026” or “Scheme”).

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, constituted by the Board to exercise its powers) be and is hereby authorised to create, grant, offer, issue and allot, under the Scheme, in one or more tranches, not exceeding 11,04,000 (Eleven Lakhs Four Thousand) Employee Stock Options (“Options”), convertible into an equal number of Equity Shares of face value ₹10/- (Rupees Ten only) each, on such terms and conditions as may be decided by the Board / Committee in accordance with applicable laws and the provisions of the Scheme.

RESOLVED FURTHER THAT the Scheme shall be implemented through Trust Route, and an irrevocable trust to be known as “Lloyds Luxuries Employees Welfare Trust” (“Trust”) be and is hereby approved, which shall acquire equity shares of the Company by way of fresh allotment and transfer such shares to eligible grantees upon valid exercise of Options, following the cash mechanism, in accordance with the provisions of the Scheme and applicable laws.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby designated as the Compensation Committee for the purposes of the SEBI (SBEB & SE) Regulations, 2021, and shall have all powers to administer and implement the Scheme.

RESOLVED FURTHER THAT the equity shares issued and allotted pursuant to exercise of Options under the Scheme shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting standards, disclosure requirements and valuation norms, as prescribed under the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws.

RESOLVED FURTHER THAT the Board / Committee be and is hereby authorised to modify, amend, vary, suspend or terminate the Scheme, subject to compliance with applicable laws, and to do all such acts, deeds, matters and things as may be necessary for effective implementation of the Scheme.

RESOLVED FURTHER THAT the Director(s), Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of this resolution for all purposes.”

3. APPROVAL FOR GRANT OF STOCK OPTIONS TO THE EMPLOYEES OF GROUP COMPANY INCLUDING SUBSIDIARY COMPANY OR ITS ASSOCIATE COMPANY, IN INDIA OR OUTSIDE INDIA OR OF A HOLDING COMPANY OF THE COMPANY UNDER LLOYDS LUXURIES LIMITED EMPLOYEES STOCK OPTION SCHEME – 2026.



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

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 6(3)(c) and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“SEBI (SBEB & SE) Regulations, 2021”), the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), the Memorandum of Association and Articles of Association of the Company, and in accordance with the circulars, guidelines and notifications issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time, and subject to such other approvals, consents, permissions and sanctions as may be necessary from the appropriate regulatory authority(ies) or institution(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee, constituted by the Board to exercise its powers) to extend the benefits of “Lloyds Luxuries Limited Employees Stock Option Scheme – 2026” (“ESOP Scheme 2026” or “Scheme”), including the grant of Employee Stock Options (“Options”) and issuance/allotment of equity shares (“Shares”) thereunder, to or for the benefit of employees and directors of the Group Company, Subsidiary Company, Associate Company or Holding Company of the Company, whether in India or outside India, and to such other persons as may be permitted under applicable laws, on such terms and conditions and in such manner as may be decided by the Board / Committee in accordance with the provisions of the applicable laws and the Scheme.

RESOLVED FURTHER THAT the equity shares to be issued and allotted by the Company pursuant to exercise of Options under the Scheme shall rank pari-passu in all respects with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Company shall comply with the applicable accounting standards, accounting policies, disclosure requirements and guidelines, as may be prescribed under the SEBI (SBEB & SE) Regulations, 2021 and other applicable laws from time to time.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee be and is hereby authorised to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, expedient or incidental for the effective implementation and administration of the Scheme, including making applications to the appropriate authorities for requisite approvals and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to nominate and appoint one or more persons to carry out any or all acts, deeds and matters that the Board is authorised to do for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Director(s), Chief Financial Officer and the Company Secretary & Compliance Officer of the Company be and are hereby severally authorised to issue certified true copies of this resolution for all purposes.”



4. APPROVAL FOR PROVISION OF MONEY BY THE COMPANY FOR THE PURCHASE OF ITS OWN SHARES BY THE TRUST / TRUSTEES FOR THE BENEFIT OF EMPLOYEES UNDER LLOYDS LUXURIES LIMITED EMPLOYEES STOCK OPTION SCHEME - 2026.

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

“RESOLVED THAT pursuant to the provisions of Section 67(3), 62(1)(b) of the Companies Act, 2013, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any amendment thereto or re-enactment thereof), the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [**“SEBI (SBEB & SE) Regulations, 2021”**], the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**“SEBI (LODR) Regulations”**], relevant provisions of Memorandum of Association and Articles of Association of the Company and subject further to such other approval(s), permission(s) and sanction(s) as may be necessary from the appropriate regulatory authority(ies)/ institution(s) and such conditions and modifications as may be prescribed/ imposed by the appropriate regulatory authority(ies)/ institution(s) while granting such approval(s), consent(s), permission(s) and/ or sanction(s), the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the **“Board of Directors”** which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee, which the Board of Directors has constituted to exercise its powers, including the powers, conferred by this resolution) to grant loan, to provide guarantee or security in connection with a loan granted or to be granted to Lloyds Luxuries Limited Employees Welfare Trust (**“Trust”**), in one or more tranches not exceeding 5% (Five percent) of the aggregate of the Paid-Up share capital and Free Reserves, or other limit as prescribed under the applicable laws, from time to time, for the purpose of subscription and/or purchase of Equity Shares of the Company by the Trust / Trustees, in one or more tranches, subject to the ceiling of Equity Shares (**“Shares”**) as may be prescribed under Lloyds Luxuries Limited Employees Stock Option Scheme - 2026 (**“Scheme”**) or any other share based Employee benefit plan which may be introduced by the Company from time to time (**“Employee Benefit Scheme(s)”**), with a view to subscribe and/or purchase such Shares in line with contemplated objectives of the Scheme or for any other purpose(s) as permitted under and in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021, the Companies Act, 2013 and any other applicable laws and regulations;

RESOLVED FURTHER THAT the above prescribed limit shall be taken on a consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time;

RESOLVED FURTHER THAT any loan provided by the Company shall be interest free and shall be repayable by the Trust by utilizing the funds received pursuant to the exercise of employee stock options by the Grantees and the accruals of the Trust during the tenure of the Scheme and in accordance with the relevant provisions of the applicable laws & regulations;

RESOLVED FURTHER THAT the Trustees of the Trust shall ensure compliance of the provisions of the SEBI (SBEB & SE) Regulations, 2021, Companies Act, 2013 and all other applicable laws at all times in connection with dealing with the Shares of the Company including but not limited to maintenance of proper books of account, records and documents as prescribed;



LLOYDS
LUXURIES LIMITED

RESOLVED FURTHER THAT the Board of Directors be and is hereby also authorized to nominate and appoint one or more persons for carrying out any or all of the activities that the Board of Directors is authorized to do for the purpose of giving effect to this resolution.”

An explanatory statement pursuant to Section 102 of the Act and other applicable provisions of the Act (**“Explanatory Statement”**), pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

Pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company vide resolution dated 19th January, 2026 has appointed Mr. Hemant Maheshwari of M/s. H. Maheshwari & Associates, Practising Company Secretary (Membership No.: 10245) as the scrutinizer (**“Scrutinizer”**) for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.

The Company has availed electronic voting platform of National Securities Depository (India) Limited (**“NSDL”**), for facilitating remote e-voting.

The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 31st January, 2026 and will end at 5:00 p.m. (IST) on Sunday, 01st March, 2026, when the remote e-voting will be blocked and voting shall not be allowed beyond the said time. Upon completion of the process, the Scrutinizer will submit his report to the Chairman or any other person authorised by the Chairman. The results of the Postal Ballot shall be announced within two (2) working days from the conclusion of the remote e-voting period

The declared results, along with the Scrutinizer’s report, will be available forthwith on the Company’s website www.lloydsluxuries.in and will also be forwarded to National Stock Exchange of India Limited where the Company’s shares are listed. NSDL which has been engaged by the Company for facilitating e-voting will also display the results on its website www.evoting.nsdl.com.

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

Sd/-
Rajalakshmi Thevar
Company Secretary & Compliance Officer
ACS: 64317

Date: 30th January, 2026
Place: Mumbai



LLOYDS
LUXURIES LIMITED

Notes:

1. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the Resolutions in the accompanying Notice, is annexed hereto.
2. The Company has made and shall continue to make disclosures to the Stock Exchanges in accordance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the matters covered under this Postal Ballot Notice.
3. In compliance with Section 110 read with Section 108 of the Act and Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically through e-voting facility provided by NSDL. The instructions for Voting through electronic means are annexed to this Notice.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 23rd January, 2026 (“cut-off date”). In conformity with the applicable regulatory requirements only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date, the Postal Ballot Notice is being sent only through electronic mode and only those Members will be entitled to cast their votes by remote e-voting.

The remote e-voting period commences at 09:00 a.m. (IST) on Saturday, 31st January, 2026 and will end at 05:00 p.m. (IST) on Sunday, 01st March, 2026, when 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 dematerialised form, as on the cut-off date i.e., Friday, 23rd January, 2026, may cast their vote electronically. Once the member casts the vote on the Resolutions, he or she will not be allowed to change it subsequently.

5. Mr. Hemant Maheshwari of M/s. H. Maheshwari & Associates, Practicing Company Secretary (Membership Number: 10245) 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.
6. 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.
7. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.lloydsluxuries.in, websites of National Stock Exchange of India Limited at www.nseindia.com. Also, the Notice shall be displayed on website of NSDL at www.evoting.nsdl.com.
8. All material documents referred to in the accompanying Notice and the explanatory statement are open for inspection without any fee by the Members at the Registered Office of the Company during business hours on any working day, excluding Saturday, up to closure of remote e-voting on Sunday, 01st March, 2026.



LLOYDS
LUXURIES LIMITED

9. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Sunday, 01st March, 2026.
10. 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.

Instructions for voting through electronic means:

1. The voting period begins on Saturday, 31st January, 2026 at 09:00 a.m. (IST) and ends on Sunday, 01st March, 2026 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., Friday, 23rd January, 2026 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 13th, 2020, the General Circular No. 22/2020 dated June 15th, 2020, the General Circular No. 33/2020 dated September 28th, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23rd, 2021 and the General Circular No. 20/2021 dated 08th December, 2021 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, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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:



LLOYDS
LUXURIES LIMITED

Step 1: Access to NSDL e-Voting system

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

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

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

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal |



LLOYDS
LUXURIES LIMITED

Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



App Store



Google Play



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
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.



LLOYDS
LUXURIES LIMITED

| | |
|--|--|
| | <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. |

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

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

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911 |



LLOYDS
LUXURIES LIMITED

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 :

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.



LLOYDS
LUXURIES LIMITED

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.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.



LLOYDS
LUXURIES LIMITED

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 hemant@hmassociates.co.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.
3. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
4. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (AVP) at 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 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.
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.



3. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e.

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

1. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
2. 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 (“the Act”)

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

ITEM NO: 1

The present Authorised Share Capital of the Company is ₹25,00,00,000/- (Rupees Twenty Five Crores only) divided into 2,50,00,000 (Two Crore Fifty Lakh) Equity Shares of face value of ₹10/- each.

The Board of Directors of the Company, at its meeting held on Monday, 19 January 2026, considered and approved, subject to the approval of the Members, the proposal to increase the Authorised Share Capital of the Company to ₹40,00,00,000/- (Rupees Forty Crores only) divided into 4,00,00,000 (Four Crores) Equity Shares of face value of ₹10/- each.

The proposed increase in the Authorised Share Capital is primarily intended to create an adequate pool of equity shares for the grant of stock options to eligible employees under the Employee Stock Option Scheme, as proposed under Item No. 2 of this Postal Ballot Notice, in accordance with Section 62(1)(b) of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, and to ensure sufficient authorised capital for issuance of equity shares pursuant thereto. In addition to implementation of the ESOP Scheme, the increase in the authorised share capital of the Company will enable the Company to meet future capital requirements, if any, as and when required, subject to compliance with applicable laws.

Pursuant to Section 61(1)(a) of the Companies Act, 2013, a company limited by shares may increase its authorised share capital by passing an Ordinary Resolution, provided such increase is authorised by its Articles of Association. The Articles of Association of the Company presently authorise the Company to increase its authorised share capital.

Accordingly, the approval of the Members is being sought by way of an Ordinary Resolution through Postal Ballot by remote e-voting, in compliance with Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI LODR Regulations, and the applicable MCA and SEBI circulars and notifications, as amended from time to time.

A copy of the Memorandum of Association of the Company, along with the proposed alteration, shall be available for inspection by the Members through electronic mode during business hours on all working days up to the last date of remote e-voting.

The Board is of the opinion that the proposed increase in the Authorised Share Capital is in the best interest of the Company and recommends the resolution for approval by the Members.



None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in this resolution, except to the extent of their respective shareholding in the Company.

ITEM NO: 2 AND 3:

Equity-based remuneration is an effective tool to align the interests of employees with the long-term objectives of the Company by providing them an opportunity to participate in the ownership of the Company. The Board of Directors of the Company believes that such ownership based incentives help in attracting, motivating and retaining talented employees and directors and in fostering a culture of long-term value creation.

Accordingly, the Board of Directors of the Company, at its meeting held on Monday, 19 January 2026, approved, subject to the approval of the Members, the Lloyds Luxuries Limited Employees Stock Option Scheme - 2026 ("ESOP Scheme - 2026" or "Scheme") for the benefit of eligible employees and directors of the Company and its Group Companies, including its Subsidiary, Associate and Holding Companies, whether in India or outside India, in accordance with applicable laws.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with the rules made thereunder and Regulation 6(1) of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), the issue of equity shares pursuant to an employee stock option scheme requires approval of the shareholders by way of a Special Resolution.

Further, in terms of Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, a separate approval of shareholders by way of Special Resolution is required for granting stock options to employees and directors of the Company's Group Company, Subsidiary Company, Associate Company or Holding Company. Accordingly, approval of the Members is sought under this Item for extending the benefits of the ESOP Scheme - 2026 to such eligible persons.

The approval sought under Item No. 1 of this Postal Ballot Notice for increase in the authorised share capital of the Company is primarily intended to create an adequate pool of equity shares for implementation of the ESOP Scheme - 2026. The enhanced authorised share capital will also provide flexibility to the Company to meet future capital requirements, including fund-raising, as and when required, subject to applicable laws and necessary approvals.

The main features and other details of the Scheme as per Regulation 6(2) of the SEBI (SBEB & SE) Regulations are as under:

1. Brief Description of the Scheme:

The Scheme shall be called as Lloyds Luxuries Limited Employees Stock Option Scheme – 2026.

The purpose of the Scheme includes the followings:

- a) To attract new talent into the Company to drive its growth plans.



- b) To motivate the employees to contribute to the growth and profitability of the Company.
- c) To retain the employees and reduce the attrition rate of the Company.
- d) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.
- e) To create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come, and
- f) To provide deferred rewards to employees.

2. The total number of Stock Options to be granted under the Scheme:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 11,04,000 (Eleven Lakhs Four Thousand) Options which shall be convertible into an equal number of Shares. The Trust will acquire Shares by the way of fresh allotment and upon valid exercise of Options, the Trust will transfer Shares to the grantees.

If any Option granted under the Scheme lapses or is forfeited or surrendered under any provision of the Scheme, such Option shall be available for further Grant under the Scheme unless otherwise determined by the Committee.

Further, the maximum number of Options that can be granted and the Shares arising upon exercise of these Options shall stand adjusted in case of Corporate Actions. Provided that any modification resulting in an increase in the ESOP pool shall be subject to prior approval of the shareholders of the Company.

3. Identification of classes of Employees entitled to participate in the Scheme:

- a. An Employee as designated by the Company, who is exclusively working in India or outside India; or
- b. A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or
- c. An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Companies, in India or outside India or of a Holding Company of the Company.

but does not include

- a) An Employee who is a Promoter or a person belonging to the Promoter Group; or
- b) A Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.

4. Requirement of Vesting and period of Vesting:



LLOYDS
LUXURIES LIMITED

Vesting Period shall commence from the Grant Date subject to minimum of 1 (One) year from the Grant Date and a maximum of 5 (Five) years from the Grant Date, at the discretion of and in the manner prescribed by the Nomination and Remuneration Committee (*hereinafter referred to as the "Committee"*) and set out in the Grant Letter.

Vesting of Options can vary from Grantee to Grantee as per the discretion of the Committee whose decision shall be final and binding.

The Vesting would be subject to the continued employment of the Grantee and may further be linked with the certain performance and other criteria's, as determined by the Committee and mentioned in the Grant Letter.

5. Maximum period within which the Options shall be vested:

Maximum period within which the Options shall be vested is 5 (Five) years from the Date of Grant.

6. Exercise Price or Pricing Formula:

The Committee may, at its discretion, provide a suitable discount on the Exercise Price, subject to compliance with Applicable Law. Provided that the Exercise Price shall not, in any event, be lower than the face value of the Equity Shares of the Company.

7. Exercise period and process of Exercise:

After Vesting, Options can be exercised, either wholly or partially, within a maximum period of 5 (Five) years from the date of respective vesting, through Cash Mechanism after submitting the Exercise application to the Lloyds Luxuries Employees Welfare Trust/ Company along with payment of the Exercise Price, applicable taxes and other charges, if any. The mode and manner of the Exercise shall be communicated to the Grantees individually.

8. Appraisal process for determining the eligibility of the Employees to the scheme:

The Committee may on the basis of all or any of the following criteria, decide on the Employees who are eligible for the grant of Options under the Scheme, the number of Options to be granted and the terms and conditions thereof.

- **Longevity of Service:** It will be determined on the basis of tenure of employment of an Employee in the Company / Group Company (ies) / Subsidiary Company (ies) / Associate Company (ies)/ Holding Company (ies).
- **Performance of Employee:** Employee's performance during the financial year in the Company / Group Company (ies) / Subsidiary Company (ies) / Associate Company (ies)/ Holding Company (ies) on the basis of decided parameters.
- **Performance of Company:** Performance of the Company as per the standards to be set by the Board of Directors from time to time.



- Any other criteria as decided by the Committee in consultation with the Board of Directors from time to time.

9. The Maximum number of Options to be granted per Employee and in aggregate:

The maximum number of Options that may be granted pursuant to this Scheme shall not exceed 11,04,000 (Eleven Lakhs and Four Thousand) Options which shall be convertible into equal number of Shares.

Subject to availability of Options in the pool under the Scheme, the maximum number of Options that can be granted to any eligible Employee during any one year shall not be equal to or exceed 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. The Committee may decide to Grant such number of Options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) to any eligible Employee as the case may be, subject to the separate approval of the Shareholders in a general meeting.

10. The Maximum quantum of benefits to be provided per Employee under the scheme:

The maximum quantum of benefits that will be provided to every eligible employee under the Scheme will be the difference between the market value of the Company's share on the recognized stock exchanges as on the Date of Exercise of Options and the Exercise Price paid by the Employee.

11. Whether the Scheme(s) is to be implemented and administered directly by the Company or through a Trust:

The Scheme shall be implemented through Trust Route wherein the Trust shall acquire the Shares by the way of fresh Allotment from the Company.

Subject to Applicable Laws and the framework laid down by the Board of Directors, the Scheme shall be administered by the Committee which shall delegate some or all of its administrative powers to the Trust or any other committee or Person(s), as per the Applicable Laws, for proper administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

The Scheme shall be implemented by trust route wherein the Company will allot fresh equity shares to the trust over a period of time which will subsequently be transferred to the Grantees as and when the Options are exercised.

13. The amount of loan to be provided for implementation of the Scheme by the Company to the Trust, its tenure, utilization, repayment terms, etc.:

For the purpose of acquisition of Shares by the said Trust, the Trust may be funded by the Company, either through interest free loan or any other form of financial assistance permissible under



Applicable Laws. Further, the Trust may take loan from banks or any other person/ source under Applicable Laws.

The amount of interest free loan to be provided for implementation of the Scheme by the Company to the Trust shall not exceed the maximum limit prescribed under Applicable Laws, from time to time, presently not exceeding 5% of the paid-up capital and free reserves as provided in Companies Act, 2013. The tenure of such loan shall be the point where the objects of the Trust are accomplished or the repayment of loan is made, whichever is earlier. The utilization of such loan shall be for the objects of the Trust as mentioned in the trust deed including the implementation of the Scheme wherein it will purchase the Shares of the Company through fresh allotment from the Company. The Trust shall repay the loan to the Company by utilising the proceeds realised from Exercise of Options by the Grantees and the accruals of the Trust during the tenure of the Scheme or termination of the Scheme.

Provided that the above limit of 5% shall be taken on consolidated basis for all Employee Benefit Scheme(s) as may be undertaken by the Company from time to time.

14. The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purposes of the Scheme:

Not Applicable

15. Disclosure and accounting policies:

The Company shall comply with the disclosures requirements and the accounting policies prescribed under Regulation 15 of the SEBI (SBEB & SE) Regulations, 2021 or as may be prescribed by regulatory authorities from time to time.

16. The method which the Company shall use to value its Options:

The Company shall make all the necessary disclosures required under the provisions of the SEBI (SBEB & SE) Regulations, 2021 and other Applicable Laws. The Company shall comply with the requirements of Accounting Standards and shall use Fair value method and the fair value of Options would be calculated as per the prescribed method under the applicable regulations.

17. Statement with regard to Disclosure in Director's Report:

As the company is adopting fair value method, presently there is no requirement for disclosure in director's report. However, if in future, the Company opts for expensing of share based employee benefits using the intrinsic value, then the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report.

18. Period of lock-in:



The Shares transferred to the Grantees pursuant to Exercise of Options will not be subject to any lock-in period and can be freely sold by the Grantee.

19. Terms & conditions for buyback, if any, of specified securities:

The Committee will determine the procedure for buy-back of Options granted under the Scheme, if to be undertaken at any time by the Company, and the applicable terms and conditions in accordance with the Applicable Laws.

The Members may note that while the Board / Committee is authorised to administer the ESOP Scheme, any increase in the ESOP pool beyond the number of Options approved under this resolution shall require fresh approval of the shareholders by way of a Special Resolution, in accordance with applicable law. Any decrease in the ESOP pool may be carried out by the Committee without further shareholder approval.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the approval of the Shareholders is sought by way of Special Resolution for the approval of the Lloyds Luxuries Limited Employees Stock Option Scheme – 2026 (“Scheme”).

The Board of Directors of the Company recommends the Special resolutions as set out at the agenda item no 2 & 3 for approval by members.

None of the Directors and Key Managerial Personnel of the Company, and any relatives of such Director and Key Managerial Personnel are in any way concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options may be granted under the Scheme.

Lloyds Luxuries Limited Employees Stock Option Scheme – 2026 (“Scheme”) and other documents referred to in the aforesaid resolutions are available for inspection in physical mode during the business hours except on holidays at the registered offices of the Company.

Item No. 04

In order to execute Lloyds Luxuries Limited Employees Stock Option Scheme – 2026 through Trust Route, the company needs to make provision of funds to the existing Employees Trust so as to enable it to purchase the Shares of the Company.

In terms of the provisions of Section 67 of the Companies Act, 2013, read with Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, the Company will provide provision of money to the to the existing Employees Trust in accordance with the Scheme, subject to the approval of the shareholders through special resolution, for the purchase of, or subscription for, fully paid-up shares in the Company, if the purchase of, or the subscription for, the equity shares held by trustees for the benefit of the employees.

Therefore, the Board recommends the Special Resolution set out in Item No. 4 approval by the members.

The disclosures as per Rule 16 of Companies (Share Capital and Debentures) Rules, 2014, are as under:



LLOYDS
LUXURIES LIMITED

| | | |
|----|--|--|
| 1. | The class of Employees for whose benefit the Scheme is being implemented and money is being provided for purchase of or subscription to Shares. | <p>a) An Employee as designated by the Company, who is exclusively working in India or outside India; or</p> <p>b) A Director of the Company, whether a Whole Time Director or not, including a Non – Executive Director who is not a Promoter or member of the Promoter Group, but excluding an Independent Director; or</p> <p>c) An Employee as defined in sub-articles (a) or (b), of a Group Company including Subsidiary or its Associate Companies, in India or outside India or of a Holding Company of the Company.</p> <p>but does not include</p> <p>a. An Employee who is a Promoter or a person belonging to the Promoter Group; or</p> <p>b. A Director who either himself or through his relative or through any body corporate directly or indirectly, holds more than ten percent of the outstanding equity shares of the Company.</p> |
| 2. | The particulars of the Trustee or Employees in whose favor such Shares are to be registered. | <p>Name of the Trust: Lloyds Luxuries Employees Welfare Trust.</p> <p>Name of the Trustees:</p> <ol style="list-style-type: none">Mr. P.R. Ravi Ganesan, S/o P. S. Ramayya, residing at 5, Narmada CHS, Plot No.24-A, Sector -14, Vashi, Navi Mumbai, Maharashtra – 400703;Mr. Sandeep Singhanian, S/o Anil Singhanian, residing at A-903, Mahalaxmi Heights, K. K. Marg, Near New Shirin Cinema, Satrasta, Jacob Circle, Mumbai 400011; andMr. Anuj Joshi, S/o Chiranjilal Joshi, residing at Chiranjilal Gograj Joshi, 303 to 305 - 959, Madhukunj, Sai Bhakti Marg Off. Sayani Road, Khed Gully, Prabhadevi, Near Ravindra Natya Mandir, Prabhadevi, Mumbai 400025. |
| 3. | Particulars of Trust. | <p>Name of the Trust: Lloyds Luxuries Employees Welfare Trust.</p> <p>Address of the Trust: B-2, Unit No. 3, 2nd Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel Mumbai 400013 or at such other place in India as the Trustees may from time to time decide, in consultation with the Settlor.</p> |



LLOYDS
LUXURIES LIMITED

| | | |
|----|--|--|
| 4. | Name, Address, Occupation and Nationality of Trustees. | <p>1. Name: Mr. P.R. Ravi Ganesan Address: 5, Narmada CHS, Plot No.24-A, Sector -14, Vashi, Navi Mumbai, Maharashtra – 400703</p> <p>Occupation: Professional</p> <p>Nationality: India</p> <p>2. Name: Mr. Sandeep Singhania Address: A-903, Mahalaxmi Heights, K. K. Marg, Near New Shirin Cinema, Satrasta, Jacob Circle, Mumbai 400011</p> <p>Occupation: Business</p> <p>Nationality: India</p> <p>3. Name: Mr. Anuj Joshi Address: Chiranjilal Gograj Joshi, 303 to 305 - 959, Madhukunj, Sai Bhakti Marg Off Sayani Road, Khed Gully, Prabhadevi, Near Ravindra Natya Mandir, Prabhadevi, Mumbai 400025</p> <p>Occupation: Professional</p> <p>Nationality: India</p> |
| 5. | Relationship of Trustees with Promoters, Directors or Key Managerial Personnel, if any. | None |
| 6. | Any interest of Key Managerial Personnel, Directors or Promoters in such Scheme or Trust and effect thereof. | Promoters are not eligible to participate in the Scheme and do not have any interest in the Scheme or in the Trust. The Key Managerial Personnel and Non-promoter Directors (other than the Independent Directors) may be covered under the Scheme in accordance with the SEBI (SBEB & SE) Regulations and, therefore, may be considered to be interested in the Scheme or the Trust to the extent of options which may be granted to them under the Scheme. |
| 7. | The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme | <p>a) To attract new talent into the Company to drive its growth plans.</p> <p>b) To motivate the employees to contribute to the growth and profitability of the Company.</p> <p>c) To retain the employees and reduce the attrition rate of the Company.</p> <p>d) To achieve sustained growth and the creation of shareholder value by aligning the interests of the Employees with the long-term interests of the Company.</p> |



LLOYDS
LUXURIES LIMITED

| | | |
|----|---|--|
| | | <p>e) To create a sense of ownership and participation amongst the employees to share the value they create for the Company in the years to come, and</p> <p>f) To provide deferred rewards to employees</p> <p>Further, the Employees will be entitled to exercise the options granted to them at the exercise price during the exercise period pursuant to Scheme.</p> |
| 8. | <p>The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the scheme would be exercised</p> | <p>The Trust would be considered as the registered Shareholder of the Company till the date of transfer of Shares to the Employees.</p> <p>However, the Trustees will not have any right to vote on the Equity Shares held by the Trust.</p> <p>Once the shares are transferred to the Employees upon their Exercise, then the Employees will be treated as the Shareholder of the Company and shall exercise the right to vote in respect of such shares.</p> |

In terms of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, the approval of the Shareholders is sought by way of Special Resolution for the approval for the provisioning of money to the Trust to fulfil the requirements of Lloyds Luxuries Limited Employees Stock Option Scheme – 2026.

Therefore, your Board of Directors recommends the Resolutions as set out at item no. 4 for your approval by way of Special Resolution.

None of the Directors, Key Managerial Personnel of the Company, and any relatives of such Director, Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in these resolutions except to the extent of Equity Shares held by them in the Company or the Options that may be granted under the said Scheme.

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

**Sd/-
Rajalakshmi Thevar
Company Secretary & Compliance Officer
ACS: 64317**

**Date: 30th January, 2026
Place: Mumbai**