

## NOTICE

Notice is hereby given that the 17<sup>th</sup> Annual General Meeting of the members of Loyal Equipments Limited will be held Friday, 13<sup>th</sup> day of September, 2024 at 11.00 A.M. through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') to transact the following business:

### ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**
2. **To re-appoint the Statutory Auditor of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution; and**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant the recommendation of the Audit Committee, M/s A Y and Company, Chartered Accountants, Jaipur (Registration no.020829C), be and is hereby re-appointed as the Statutory Auditor of the Company, to hold office for a period of five (5) consecutive years commencing from the conclusion of this 17<sup>th</sup> Annual General Meeting till the conclusion of 22<sup>nd</sup> Annual General Meeting to be held in the financial year 2028-29 of the Company at such remuneration as may be determined by the Board in consultation with the auditors in addition to reimbursement of all out-of-pocket expenses to be incurred by them in connection with the audit.”

3. **To appoint a director in place of Ms. Helena Alkeshkumar Patel (DIN-09296895) who retires by rotation and, being eligible, offers herself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Ms. Helena Alkeshkumar Patel (DIN-09296895) who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

### SPECIAL BUSINESS:

4. **To approve the issue of Equity Shares of the Company on Preferential Basis:**

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as Special **Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the Act”) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (“SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (“SEBI Listing Regulations”), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Foreign Exchange Management Act, 1999, , as amended or restated (“FEMA”), the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (the “Stock Exchange”) on which equity shares of the Company is listed and/ or any other competent authorities (hereinafter collectively referred to as “Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to create, offer, issue and allot upto 6,00,000 (Six Lacs Only) Equity Shares having a face value of Rs. 10/- (Rupee Ten Only) to the Promoter, Promoter Group and

Public at an issue price of Rs. 211/- (Rupees Two Hundred and Eleven Only) per Equity Share [including premium of Rs. 201/- (Rupees Two Hundred and One Only) per Equity Share], aggregating to Rs. 12,66,00,000 /- (Rupees Twelve Crore and Sixty-Six Lakhs Only) (“Consideration”) by way of preferential allotment to the below mentioned persons (“Proposed Allottees”) for a Cash at a price not less than the price determined in accordance with Chapter V of SEBI ICDR Regulations.”

The details of the Proposed Allottees and the maximum number of equity shares of the Company proposed to be allotted are set forth in the below table:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be allotted	Consideration (Amount in INR)
1	Alkesh Rameshchandra Patel	Promoter	50,000	1,05,50,000
2	Hema Maheshkumar Patel	Promoter Group	50,000	1,05,50,000
3	Sandeep Singh	Public	67,000	1,41,37,000
4	Amit R Agarwal	Public	45,000	94,95,000
5	Vicco Laboratories Goa	Public	45,000	94,95,000
6	Rajesh Kumar Singla	Public	35,000	73,85,000
7	Rakesh Loria	Public	24,000	50,64,000
8	Heena Parth Shah	Public	23,000	48,53,000
9	Innovest Ventures	Public	21,000	44,31,000
10	Deepak Gugnani	Public	11,000	23,21,000
11	Saurabh Tripathi	Public	11,000	23,21,000
12	Sumit Gupta	Public	11,000	23,21,000
13	Madhu Pant	Public	11,000	23,21,000
14	Vijaya Sharma	Public	11,000	23,21,000
15	Rahul Sehgal	Public	11,000	23,21,000
16	Ridhima Sethi	Public	11,000	23,21,000
17	Archana Garg	Public	11,000	23,21,000
18	Shalin Trivedi	Public	11,000	23,21,000
19	Suresh Kumar Agarwal	Public	10,000	21,10,000
20	Ashok Raj Singhee	Public	10,000	21,10,000
21	Aditya Haresh Parekh	Public	10,000	21,10,000
22	Mohit Kumar	Public	10,000	21,10,000
23	Pooja Dayaldas Khemani	Public	10,000	21,10,000
24	Kirti Deep	Public	10,000	21,10,000
25	Nikhil Rungta	Public	10,000	21,10,000
26	Manish Lalwani HUF	Public	10,000	21,10,000
27	Jasmeet Singh Budhiraja	Public	10,000	21,10,000
28	Zoeb Musaji kachwala	Public	10,000	21,10,000
29	Ankur Gupta	Public	10,000	21,10,000
30	Navin Haresh Mahtani	Public	10,000	21,10,000
31	Kaushal Pravinchandra Mehta	Public	7,000	14,77,000
32	Aadesh Jain	Public	7,000	14,77,000
33	Praveen Kumar	Public	7,000	14,77,000
<b>Total</b>			<b>6,00,000</b>	<b>12,66,00,000</b>

“RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for the purpose of determining floor price of Equity Shares shall be Wednesday, 14<sup>th</sup> August, 2024, being the date 30 days prior to the date of Annual General Meeting of the Company is being held i.e. 13<sup>th</sup> September, 2024.”

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

- a. The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b. The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- c. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals.
- d. The Investor shall be required to bring in the entire consideration for the Equity Shares to be allotted to such Investor, on or before the date of allotment thereof.
- e. The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor.
- f. The Equity Shares shall be allotted in dematerialised form only within a maximum period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions.

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Act & Rules, the name of the Subscribers be recorded for the issue of invitation to subscribe to the Equity Shares and that the private placement offer-cum application letter in Form No. PAS-4 be issued to the Subscribers inviting the Subscriber to subscribe to the Equity Shares, and the terms and conditions stated therein and the consent of the Company is hereby accorded to the issuance of the same.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Section 42, 62(1) (c) and any other related provisions of the Act and rules and regulations made thereunder, the shareholders hereby accord their approval to the record of private placement offer to be maintained by the Company in Form PAS-5 with details of the Proposed Allottees to whom Equity Shares are proposed to be offered on a preferential allotment basis by way of private placement.”

**“RESOLVED FURTHER THAT** the monies to be received by the Company from the Subscribers for application of the securities pursuant to this private placement shall be kept by the Company in a separate bank account and shall be utilized by the Company only after filing of Form PAS-3 with the Registrar of Companies, Ahmedabad (“ROC”) in accordance with Section 42 of the Companies Act and rules made thereunder and such consideration shall be deemed to be considered as Warrant application money and the same may be applied towards allotment of equity shares stated above;

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution including making application to BSE for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, Ahmedabad (“ROC”), National Securities Depository Limited Central Depository Services (India) Limited (“CDSL”) and/ or such other authorities as may be necessary for the purpose,

and to take all such steps as may be necessary for the issuance of Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Investors, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

**By order of the Board of Directors  
For Loyal Equipments Limited**

**Sd/-**

**Neha Jangid  
Company Secretary  
M. No. 56820**

**Place – Gandhinagar, Gujarat  
Date – August 20, 2024**

**NOTES:**

1. An Explanatory Statement under Section 102(1) of the Companies Act, 2013, in respect of the Special Business to be transacted at the meeting is annexed hereto
2. 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. However, since this AGM is being held through VC/ OAVM, whereby physical attendance of Shareholders has been dispensed with, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDER IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately herein below).
3. The Annual Report including Notice of the 17<sup>th</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled. Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the said Circulars issued by MCA and said SEBI Circular, the Annual Report including Notice of the 17<sup>th</sup> AGM of the Company will also be available on the website of the Company at [www.loyalequipments.com](http://www.loyalequipments.com). The same can also be accessed from the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of RTA i.e. [www. linkintime.co.in](http://www.linkintime.co.in).
4. Brief Resume of the Director(s) seeking re-appointment, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 {SEBI (LODR) Regulations, 2015} and Secretarial Standard on General Meeting (SS-2) as amended issued by the Institute of Company Secretaries of India (ICSI) is annexed hereto and forms part of Notice.
5. The Shareholders can join the AGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned herein below in the Notice.
6. The attendance of the Shareholders attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. Members joining the meeting through VC who have not already cast their vote by means of remote e-voting shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

8. The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 07, 2024 to Friday, September 13, 2024 (both days will be inclusive).
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited ('the RTA') to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the RTA.

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 demat accounts.

10. The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having their office at C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400083.
11. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
12. In case of joint holders attending the AGM, 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.
13. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
14. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13.

15. **DOCUMENTS OPEN FOR INSPECTION:**

- (i) All the documents referred to in the accompanying notice and the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 shall be available for inspection through electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members are requested to write to the Company for inspection of said documents; and
- (ii) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the members during the AGM, upon login to <https://instameet.linkintime.co.in>
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. There is no record date for the purpose of Dividend as the same is not recommended by the Board of Directors for the financial year 2023-24.
18. **Electronic dispatch of Annual Report and process for registration of email id for obtaining copy of Annual Report:** In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Share Transfer Agent/Depository Participant. Members may note that the Notice of the AGM and Annual Report 2023-24 will also be available on the Company's website [www.loyalequipments.com](http://www.loyalequipments.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of Link Intime India Private Limited <https://www.linkintime.co.in>.



**VOTING THROUGH ELECTRONIC MEANS:**

19. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by ICSI, the Company is offering e-voting facility to the shareholders to enable them to cast their votes electronically on the items mentioned in the Notice. The e-voting services shall be provided by Link Intime India Private Limited (LI IPL) (RTA of the Company) on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
20. The facility for voting, either through electronic voting system or polling paper shall also be made available at the AGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the AGM.
21. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

**22. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins Tuesday, September 10, 2024 from 9.00 A.M and ends on Thursday, September 12, 2024 at 5.00 P.M. During this period shareholders of the Company, as on the cut-off date Friday, September 06, 2024 may cast their vote electronically.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**
**Individual Shareholders holding securities in demat mode with NSDL:**

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>“
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL:**

METHOD 1 – From Easi/Easiest

Users who have registered/ opted for Easi/Easiest

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users not registered for Easi/Easiest

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).



4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### **Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

#### STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

#### STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
    - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
  - b. 'Investor's Name - Enter full name of the entity.
  - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
  - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

#### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select 'View' icon for 'Company's Name / Event number'. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholders holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

**User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

**User ID for Shareholders holding shares in NSDL demat account** is 8 Character DP ID followed by 8 Digit Client ID

**User ID for Shareholders holding shares in CDSL demat account** is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

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

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### 23. Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

▶ Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

• Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

• Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

• Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

▶ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

### Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

1. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at <https://instavote.linkintime.co.in>, under help section or write an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)
2. Any person who acquired shares of the company and becomes shareholders of the company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. Friday, September 06 , 2024, may obtain the login ID and password by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) of Issuer/RTA.
3. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, September 06, 2024
4. The board of directors has appointed Mr. Arpit Gupta (Membership No. - 421544), Practicing Chartered Accountants, Partner of M/s A Y & Company (Formerly Known as M/s Arpit R Gupta & Company) (505, Fifth Floor, ARG Corporate Park, Ajmer Road, Gopalbari Jaipur-302006, Rajasthan, India) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
5. The Scrutinizer shall after the conclusion of voting at the general meeting will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e- voting in the presence of at least two witnesses not in the employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report

of the total votes cast in favor or against, if any to the chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

6. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.loyalequipments.com](http://www.loyalequipments.com) and on the website of Link Intime immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to Stock Exchange.
7. The entire Annual Report is also available on the Company's website [www.loyalequipments.com](http://www.loyalequipments.com).

**By order of the Board of Directors  
For Loyal Equipments Limited**

**Sd/-  
Neha Jangid  
Company Secretary  
M.No. 56820**

**Place – Dahegam, Gandhinagar  
Date – August 20, 2024**



**BRIEF RESUME OF THE DIRECTOR(S) SEEKING RE-APPOINTMENT AT THE 17<sup>TH</sup> ANNUAL GENERAL MEETING TO BE HELD AT SEPTEMBER 13, 2024.**

Pursuant to Regulation 36 (3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI)

<b>Particulars</b>	Ms. Helena Alkeshkumar Patel
Date of Birth	18/03/1997
Date of First Appointment on the Board Appointment	28/08/2021
Qualifications	Mechanical Engineering
Expertise in specific functional areas	Ms. Helena Alkeshkumar Patel (DIN:09296895) is the Whole-Time Director of our Company. She is having sound and rich experience of our Industry and she looks after overall administration and co-ordination of the Company
Directorships held in other listed companies (excluding foreign companies and Section 8 companies)	None
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	None
Chairperson/ Members of the Statutory Committee (s) of Board of Directors of the Company as on date	None
Number of shares held in the Company	NIL
Relationships with other Directors, Manager and other Key Managerial personnel	The appointee and Managing Director related to each other as Daughter and Father and appointee with Whole Time Director as Grand-Daughter and Grand Mother.
Details of remuneration paid / sought to be paid	NIL
Details of proposed remuneration	Rs. 2,00,000/- per month
Number of meetings of the Board attend during the year	The number of meetings of the Board attended during the year are mentioned in the Corporate Governance Report forming part of Annual Report of the Company for the financial year 2023-24
DIN	09296895
Terms and conditions of Appointment-Re-appointment	Whole-Time Director liable to retire by rotation
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The capabilities required for being the director is having vast experience in the industry in which the company operates. She is having sound and rich experience of our Industry.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with section 110 of the Companies Act, 2013.)

### ITEM NO. 2

The incumbent auditors M/s. A Y & Company, Chartered Accountants, Jaipur (Firm Registration No. 020829C) were appointed u/s 139 as Statutory Auditors of the Company in the financial year 2018-19 to hold office from the conclusion of the 12<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting to be held in the financial year 2023-24 and whose term of appointment has expired by virtue of the Companies Act, 2013, at the conclusion of this 17<sup>th</sup> AGM. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. M/s. A Y & Company is eligible for reappointment for a further period of five years.

Considering the evaluation of the past performance, experience, and expertise of M/s. A Y & Company and based on the recommendation of the Audit Committee, it is proposed to appoint M/s. A Y & Company as Statutory Auditors of the Company for a second term of five consecutive years in terms of the aforesaid provisions.

In view of the same and on the recommendation of Audit Committee and the Board of Directors, the Company requires to re-appoint M/s A Y & Company, Chartered Accountants, Jaipur (Firm Registration No. 020829C) as the Statutory Auditors of the Company in the ensuing Annual General Meeting for the period of 5 years commencing from the conclusion of the 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting of the Company. Further, the Company has received consent and an eligibility certificate from M/s. A Y & Company, Chartered Accountants, to the effect that their appointment, if made, would be in accordance with the Companies Act, 2013 and the Rules framed there under and they satisfy the criteria provided in section 141 of the Companies Act, 2013.

The Members are requested to consider re-appointment of M/s. A Y & Company, Chartered Accountants, Jaipur for the office of the Statutory Auditors of the Company to hold the office from the conclusion of the 17<sup>th</sup> Annual General Meeting till the conclusion of the 22<sup>nd</sup> Annual General Meeting. The Board recommends the re-appointment of the Statutory Auditor of the Company for the period of five years and to pass the resolution as set out in Item No. 2 of the Notice as Ordinary Resolution(s).

None of the Directors, Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 2 of the Notice.

### ITEM NO. 4

The Board of Directors of the Company, in its meeting held on Tuesday, August 20, 2024 subject to the approval of the members of the Company by way of passing a special resolution and such other necessary approvals as may be required, approved the proposal for raising funds by way issuance and allotment of up to 6,00,000 (Six Lacs Only) Equity Share of face value of Rs. 10/- (Rupees Ten) each (“Subscription Shares”), at a price of Rs. 211/- (Rupees Two Hundred and Eleven Only) per Equity Share including a premium of Rs. 201/- (Rupees Two Hundred and One Only) per Equity Share, aggregating upto Rs. 12,66,00,000/- (Rupees Twelve Crore and Sixty-Six Lakhs Only) to the Proposed Allottee on preferential issue basis in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”).

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to Specified Investors (collectively called the “Investors”).

List of specified investors to which the Equity Shares to be offered is provided here under:

Sr. No.	Name of the Proposed Allottees	Category	Maximum Number of Equity Shares to be allotted
1	Alkesh Rameshchandra Patel	Promoter	50,000
2	Hema Maheshkumar Patel	Promoter Group	50,000
3	Sandeep Singh	Public	67,000
4	Amit R Agarwal	Public	45,000
5	Vicco Laboratories Goa	Public	45,000
6	Rajesh Kumar Singla	Public	35,000

7	Rakesh Loria	Public	24,000
8	Heena Parth Shah	Public	23,000
9	Innovest Ventures	Public	21,000
10	Deepak Gugnani	Public	11,000
11	Saurabh Tripathi	Public	11,000
12	Sumit Gupta	Public	11,000
13	Madhu Pant	Public	11,000
14	Vijaya Sharma	Public	11,000
15	Rahul Sehgal	Public	11,000
16	Ridhima Sethi	Public	11,000
17	Archana Garg	Public	11,000
18	Shalin Trivedi	Public	11,000
19	Suresh Kumar Agarwal	Public	10,000
20	Ashok Raj Singhee	Public	10,000
21	Aditya Haresh Parekh	Public	10,000
22	Mohit Kumar	Public	10,000
23	Pooja Dayaldas Khemani	Public	10,000
24	Kirti Deep	Public	10,000
25	Nikhil Rungta	Public	10,000
26	Manish Lalwani HUF	Public	10,000
27	Jasmeet Singh Budhiraja	Public	10,000
28	Zoeb Musaji kachwala	Public	10,000
29	Ankur Gupta	Public	10,000
30	Navin Haresh Mahtani	Public	10,000
31	Kaushal Pravinchandra Mehta	Public	7,000
32	Aadesh Jain	Public	7,000
33	Praveen Kumar	Public	7,000
<b>Total</b>			<b>6,00,000</b>

It may be noted that;

- All equity shares of the Company are already made fully paid up as on date. Further, all equity shares to be allotted by way of preferential issue shall be made fully paid up at the time of the allotment;
- The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the Company are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the SEBI thereunder;
- The Company has obtained the Permanent Account Numbers of the proposed allottees.
- The Proposed Allottees have represented and declared to the Company that they have not sold nor transferred any equity Shares of the Company during the 90 trading days preceding the relevant date.

In terms of Section 102 of the Act, this Statement sets out all the material facts in respect of aforementioned business. The following disclosure is made in accordance with Section 42 and 62(1)(c) of the Act read with Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended thereof (hereinafter referred to as “SEBI (ICDR) Regulations”) The relevant details and other material facts in connection thereto are provided hereunder:

**1) Particulars of the offer including date of passing of Board resolution, kind of securities offered, class of persons, maximum number of securities to be issued and the Issue Price:**

The Board of Directors in its meeting held on August 20, 2024 had subject to the approval of the Members of the Company by way of special resolution and such other approvals as may be required, approved to offer, issue and allot upto 6,00,000 (Six Lacs Only) Equity Share of face value of Rs. 10/- (Rupees Ten) each (“Subscription Shares”), at a price of Rs. 211/- (Rupees Two Hundred and Eleven Only) per Equity Share including a premium of Rs. 201/- (Rupees Two Hundred and One Only) per Equity Share, aggregating upto Rs.

12,66,00,000/- (Rupees Twelve Crore and Sixty-Six Lakhs Only) (being not less than the price calculated in terms of ICDR Regulations) to Promoter/Promoter Group and Public Investors on a preferential basis for cash consideration.

**2) The object / purpose of the preferential issue:**

Our company is in the business of manufacturing, supply and erection/commissioning of process Equipments like Pressure Vessels, Air Cooled Heat Exchanger, Shell & Tube Heat Exchanger, Storage Tanks, Pressure Receivers, Chimney, Heavy Structural Items, Skids, Base Plates and other items for Oil/Gas, Petroleum, Chemical, Sugar, Steel, Fertilizers and Power Plant sector. We aim to continue investing in our existing plant & machinery to maintain competitiveness, improve operational efficiency, and support growth.

The Company is undertaking an issue and allotment of up to 6,00,000 (Six Lacs Only) Equity Share, the proceeds i.e. ₹ 12,66,00,000/- will be primarily used to meet the Business Development Requirement of the Company. The Details of which is as follows:

1. Capital expenditure for setting-up new workshop including purchase of plant and machinery

As part of such investment, the capital expenditure for building new workshop including purchase of plant and machinery will enhanced the existing capacity of our Company.

*Tentative timeline for utilisation of issue proceeds:*

The intended use of the Proceeds of the Issue is as under: -

Particulars	Financial year 2024-25	Financial year 2025-26
Capital expenditure for setting-up new workshop including purchase of plant and machinery	₹800.00 Lakhs	₹466.00 Lakhs

*Interim Use of Proceeds*

Our Company, in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds. Pending utilization of the Issue Proceeds for the purposes described above, our Company intends to deposit the Issue Proceeds only with scheduled commercial banks included in the second schedule of the Reserve Bank of India Act, 1934 or deploy funds for such businesses opportunities as may be allowed by the Board from time to time.

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

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, to allottees, the price of Rs. 10/- each of the equity shares to be issued and allotted to the proposed allottees has been determined taking into account the valuation report dated August 17, 2024 issued by Neha Bhandari (Registered Valuer-SFA), independent registered valuer (IBBI Regd. No. IBBI/RV/16/2021/14449), having office at Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India, in accordance with Regulation 166A of the ICDR Regulations (“Valuation Report”). Pursuant to the said Valuation Report, the price of Rs. 210.03/- per equity share has been determined. The Valuation Report shall be available for inspection by the members at registered office of the Company during business hours and the same may be accessed on the Company’s website at the [www.loyalequipments.com](http://www.loyalequipments.com)

The equity shares of the company are listed on BSE Limited and are frequently traded in accordance with regulation 164 of the ICDR Regulations and BSE being the only Stock Exchange where the Equity Shares of the Company are listed, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The equity shares of the Company are frequently traded in accordance with regulation 164(5) of the SEBI ICDR Regulations. In terms of the regulation 164(1) of SEBI ICDR Regulations, the price at which Equity Shares will be allotted shall not be less than higher of the following:

- 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 202.07/- per Equity Share.
- 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company quoted on BSE preceding the Relevant Date: Rs. 210.03/- per Equity Share

Provided that if the Articles of Association of the issuer provide for a method of determination which results in a floor price higher than that determined under these regulations, then the same shall be considered as the floor price for equity shares to be allotted pursuant to the preferential issue.

It is to be noted that the Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations. The Articles of Association of the Company provide that the price of such shares to be determined by the valuation report of a registered valuer, which has been considered in the present case.

Further, in terms of regulation 166A of SEBI ICDR Regulations, the floor price shall be higher of the floor price determined under regulation 164(1) of the SEBI ICDR Regulations or the price determined under the valuation report from the independent registered valuer or the price determined in accordance with the provisions of the Articles of Association of the issuer.

Considering the above, the minimum price at which the Equity Shares on Preferential basis can be issued comes to Rs. 210.03/- each as per Regulation 166A read with Regulation 164(1) of the SEBI ICDR Regulations. However, on the recommendation of the Board of Directors in their meeting held on August 20, 2024, it has been decided to issue Equity Shares at the price of Rs. 211.00/- per equity Shares which is above the floor price determined in accordance with SEBI ICDR Regulations.

**4) Name and address of Valuer who performed valuation:**

According to Regulation 166A of SEBI (ICDR), Regulation, any preferential issue, which may result in a change in control or allotment of more than 5% of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price:

As the regulation is applicable to proposed issue, the company has taken valuation report from Mrs. Neha Bhandari (Registered Valuer-SFA), independent registered valuer (IBBI Regd. No. IBBI/RV/16/2021/14449), having office at Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India and the same report is available on the website of Company at [www.loyalequipments.com](http://www.loyalequipments.com)

**5) Amount which the Company intends to raise by way of issue of Equity Shares:**

The proposed Preferential Issue of Equity Shares shall be an aggregate amount up to Rs. 12,66,00,000/- (Rupees Twelve Crore Sixty-Six Lakhs Only)

**6) Relevant date with reference to which the price has been arrived at:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential issue of equity shares is Wednesday, August 14, 2024, being the date thirty days prior to the date of Annual General Meeting (AGM), scheduled to be held on Friday, September 13, 2024.

**7) The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Issue of Equity Shares is proposed to be allotted to the following allottees:

Sr. No.	Name of the Proposed Allottees	Category	Number of Equity Shares
1	Alkesh Rameshchandra Patel	Promoter	50,000
2	Hema Maheshkumar Patel	Promoter Group	50,000
3	Sandeep Singh	Public	67,000
4	Amit R Agarwal	Public	45,000
5	Vicco Laboratories Goa	Public	45,000
6	Rajesh Kumar Singla	Public	35,000
7	Rakesh Loria	Public	24,000
8	Heena Parth Shah	Public	23,000



9	Innovest Ventures	Public	21,000
10	Deepak Gugnani	Public	11,000
11	Saurabh Tripathi	Public	11,000
12	Sumit Gupta	Public	11,000
13	Madhu Pant	Public	11,000
14	Vijaya Sharma	Public	11,000
15	Rahul Sehgal	Public	11,000
16	Ridhima Sethi	Public	11,000
17	Archana Garg	Public	11,000
18	Shalin Trivedi	Public	11,000
19	Suresh Kumar Agarwal	Public	10,000
20	Ashok Raj Singhee	Public	10,000
21	Aditya Haresh Parekh	Public	10,000
22	Mohit Kumar	Public	10,000
23	Pooja Dayaldas Khemani	Public	10,000
24	Kirti Deep	Public	10,000
25	Nikhil Rungta	Public	10,000
26	Manish Lalwani HUF	Public	10,000
27	Jasmeet Singh Budhiraja	Public	10,000
28	Zoeb Musaji kachwala	Public	10,000
29	Ankur Gupta	Public	10,000
30	Navin Haresh Mahtani	Public	10,000
31	Kaushal Pravinchandra Mehta	Public	7,000
32	Aadesh Jain	Public	7,000
33	Praveen Kumar	Public	7,000
<b>Total</b>			<b>6,00,000</b>

**8) The intention / proposal of the Promoters, Directors and Key Managerial Personnel of the Company to subscribe to the proposed preferential issue:**

Except as following, none of the promoters, directors or key management personnel of the issuer intent to subscribe to the offer.

Sr. No.	Name of the Proposed Allottees	Promoter/ Director/ KMP	Maximum Number of Equity Shares proposed to be Allotted
1.	Alkesh Rameshchandra Patel	Promoter and Chairman cum Managing Director	50,000
2.	Hema Maheshkumar Patel	Promoter Group	50,000
<b>Total</b>			<b>1,00,000</b>

The terms and conditions subject to which the Mr. Alkesh Rameshchandra Patel and Mrs. Hema Maheshkumar Patel will be subscribing the proposed Equity Shares are same at which the other prospective investors will be subscribing the proposed Equity shares.

**9) The proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Equity Shares pursuant to Preferential Issue shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this special resolution provided that where the issue and allotment of Equity Shares are pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last of such approvals.

**10) The identity of the Proposed Allottee, maximum number of Equity Shares proposed to be issued and the percentage of post issue capital that may be held by the Proposed Allottees:**

Sr. No.	Name of the Proposed Allottees	Category	Holding Pre-Preferential Issue		No of Equity Shares proposed to be allotted	Holding Post-Preferential Issue	
			No. of Shares	In % of Pre-Preferential Shareholding		No. of Shares	In % of Post-Preferential Shareholding
1	Alkesh Rameshchandra Patel	Promoter	20,99,940	20.59	50,000	21,49,940	19.91
2	Hema Maheshkumar Patel	Promoter Group	15	0.00	50,000	50,015	0.46
3	Sandeep Singh	Public	--	--	67,000	67,000	0.62
4	Amit R Agarwal	Public	--	--	45,000	45,000	0.42
5	Vicco Laboratories Goa	Public	--	--	45,000	45,000	0.42
6	Rajesh Kumar Singla	Public	--	--	35,000	35,000	0.32
7	Rakesh Loria	Public	--	--	24,000	24,000	0.22
8	Heena Parth Shah	Public	--	--	23,000	23,000	0.21
9	Innovest Ventures	Public	--	--	21,000	21,000	0.19
10	Deepak Gugnani	Public	--	--	11,000	11,000	0.10
11	Saurabh Tripathi	Public	--	--	11,000	11,000	0.10
12	Sumit Gupta	Public	--	--	11,000	11,000	0.10
13	Madhu Pant	Public	--	--	11,000	11,000	0.10
14	Vijaya Sharma	Public	--	--	11,000	11,000	0.10
15	Rahul Sehgal	Public	--	--	11,000	11,000	0.10
16	Ridhima Sethi	Public	--	--	11,000	11,000	0.10
17	Archana Garg	Public	--	--	11,000	11,000	0.10
18	Shalin Trivedi	Public	--	--	11,000	11,000	0.10
19	Suresh Kumar Agarwal	Public	--	--	10,000	10,000	0.09
20	Ashok Raj Singhee	Public	--	--	10,000	10,000	0.09
21	Aditya Haresh Parekh	Public	--	--	10,000	10,000	0.09
22	Mohit Kumar	Public	--	--	10,000	10,000	0.09
23	Pooja Dayaldas Khemani	Public	--	--	10,000	10,000	0.09
24	Kirti Deep	Public	--	--	10,000	10,000	0.09
25	Nikhil Rungta	Public	--	--	10,000	10,000	0.09
26	Manish Lalwani HUF	Public	--	--	10,000	10,000	0.09
27	Jasmeet Singh Budhiraja	Public	--	--	10,000	10,000	0.09
28	Zoeb Musaji kachwala	Public	--	--	10,000	10,000	0.09
29	Ankur Gupta	Public	--	--	10,000	10,000	0.09
30	Navin Haresh Mahtani	Public	--	--	10,000	10,000	0.09
31	Kaushal Pravinchandra Mehta	Public	--	--	7,000	7,000	0.06
32	Aadesh Jain	Public	--	--	7,000	7,000	0.06
33	Praveen Kumar	Public	--	--	7,000	7,000	0.06

**11) The change in control, if any, in the Company that would occur consequent to the preferential issue:**

There will not be any change in control / management, consequent to this preferential issue.

**12) The Number of persons to whom allotment on preferential basis has been made during the year in terms of number of securities as well as price:**

The Company has not made any preferential issue of securities during the year.

**13) Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:**

Not Applicable

**14) Pre and Post Issue Shareholding pattern of the Company:**

Sr. No.	Category of shareholding	Pre issue#		Post issue	
		Total No. of shares	% of Total No. of Shares	Total No. of shares	% of Total No. of Shares
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group</b>				
<b>1</b>	<b>Indians</b>				
	Individuals / Hindu Undivided Family	74,99,985	73.53	7599985	70.37
	Bodies Corporate	--	--	--	--
	Sub Total (A)(1)	74,99,985	73.53	7599985	70.37
<b>2</b>	<b>Foreign</b>				
	Individuals (Non-Resident Individuals /Foreign Individuals)	--	--	--	--
	Sub Total (A)(2)	--	--	--	--
	<b>TOTAL A</b>	<b>74,99,985</b>	<b>73.53</b>	<b>75,99,985</b>	<b>70.37</b>
<b>(B)</b>	<b>Public Shareholdings</b>				
<b>1</b>	<b>Institutional Investors</b>	--	--	--	--
<b>2</b>	<b>Central Government/State Government (s)/ President of India</b>	--	--	--	--
<b>3</b>	<b>Non-Institutions</b>				
	Individual				
	a) Individual shareholders holding nominal share capital up to Rs. 2 lakhs.	12,82,101	12.57	15,12,101	14.00
	b) Individual shareholders holding nominal share capital in excess of Rs.2 lakhs.	10,84,682	10.63	12,78,682	11.84
<b>4</b>	<b>NBFCs Registered with RBI</b>	--	--	--	--
<b>5</b>	<b>Employee Trusts</b>	--	--	--	--
<b>6</b>	<b>Any Other (Specify)</b>				
	a) HUF	77,279	0.76	87,279	0.81
	b) Bodies Corporates	23,738	0.23	23,738	0.22
	c) LLP	209	0.01	209	0.01
	d) NRIs	2,18,653	2.14	2,18,653	2.02
	e) Firms	--	--	66,000	0.61
	f) Other (Clearing Member/House - Corp)	13,353	0.13	13,353	0.12
	<b>TOTAL (B)</b>	<b>27,00,015</b>	<b>26.47</b>	<b>32,00,015</b>	<b>29.63</b>
<b>(C)</b>	<b>Non-Promoter - Non Public</b>				
<b>1</b>	<b>Shares underlying DRs</b>	--	--	--	--
<b>2</b>	<b>Shares held by Employee Trust</b>	--	--	--	--
	<b>TOTAL (C)</b>	--	--	--	--
	<b>GRAND TOTAL (A+B+C)</b>	<b>1,02,00,000</b>	<b>100.00</b>	<b>1,08,00,000</b>	<b>100.00</b>

#Pre-issue shareholding pattern as on June 30, 2024

**15) Name and address of valuer who performed valuation:**

Name of the Valuer: Mrs. Neha Bhandari (Registered Valuer-SFA), Independent Registered Valuer

IBBI Registration Number - IBBI Regd. No. IBBI/RV/16/2021/14449

Address: Daulat Villa, 2, Museum Road, Nr. Ramniwas Garden, Jaipur-302004, Rajasthan, India

#### 16) Principal terms of assets charged as securities

Not Applicable

#### 17) Material terms of the proposed Preferential Issue of the Equity Shares:

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights. The other material terms of the proposed preferential issue of the Equity Shares are stipulated in the Special Resolution as set out at Item No. 4 of this Notice.

#### 18) Identity of the Natural Person who are the Ultimate Beneficial Owners of the Subscription Shares proposed to be allotted and / or who ultimately control the allottees:

Sr. No.	Name of the Proposed Allottees	Category	Holding Pre-Preferential Issue		No of Equity Shares proposed to be allotted	Holding Post-Preferential Issue		Ultimate beneficial owners
			No. of Shares	In % of Pre-Preferential Shareholding		No. of Shares	In % of Post-Preferential Shareholding	
1	Alkesh Rameshchandra Patel	Promoter	20,99,940	20.59	50,000	21,49,940	19.91	Self
2	Hema Maheshkumar Patel	Promoter Group	15	0.00	50,000	50,015	0.46	Self
3	Sandeep Singh	Public	--	--	67,000	67,000	0.62	Self
4	Amit R Agarwal	Public	--	--	45,000	45,000	0.42	Self
5	Vicco Laboratories Goa	Public	--	--	45,000	45,000	0.42	*
6	Rajesh Kumar Singla	Public	--	--	35,000	35,000	0.32	Self
7	Rakesh Loria	Public	--	--	24,000	24,000	0.22	Self
8	Heena Parth Shah	Public	--	--	23,000	23,000	0.21	Self
9	Innovest Ventures	Public	--	--	21,000	21,000	0.19	*
10	Deepak Gugnani	Public	--	--	11,000	11,000	0.10	Self
11	Saurabh Tripathi	Public	--	--	11,000	11,000	0.10	Self
12	Sumit Gupta	Public	--	--	11,000	11,000	0.10	Self
13	Madhu Pant	Public	--	--	11,000	11,000	0.10	Self
14	Vijaya Sharma	Public	--	--	11,000	11,000	0.10	Self
15	Rahul Sehgal	Public	--	--	11,000	11,000	0.10	Self
16	Ridhima Sethi	Public	--	--	11,000	11,000	0.10	Self
17	Archana Garg	Public	--	--	11,000	11,000	0.10	Self
18	Shalin Trivedi	Public	--	--	11,000	11,000	0.10	Self
19	Suresh Kumar Agarwal	Public	--	--	10,000	10,000	0.09	Self
20	Ashok Raj Singhee	Public	--	--	10,000	10,000	0.09	Self
21	Aditya Hareesh Parekh	Public	--	--	10,000	10,000	0.09	Self
22	Mohit Kumar	Public	--	--	10,000	10,000	0.09	Self
23	Pooja Dayaldas Khemani	Public	--	--	10,000	10,000	0.09	Self
24	Kirti Deep	Public	--	--	10,000	10,000	0.09	Self
25	Nikhil Rungta	Public	--	--	10,000	10,000	0.09	Self
26	Manish Lalwani HUF	Public	--	--	10,000	10,000	0.09	*
27	Jasmeet Singh Budhiraja	Public	--	--	10,000	10,000	0.09	Self

28	Zoeb Musaji kachwala	Public	--	--	10,000	10,000	0.09	Self
29	Ankur Gupta	Public	--	--	10,000	10,000	0.09	Self
30	Navin Haresh Mahtani	Public	--	--	10,000	10,000	0.09	Self
31	Kaushal Pravinchandra Mehta	Public	--	--	7,000	7,000	0.06	Self
32	Aadesh Jain	Public	--	--	7,000	7,000	0.06	Self
33	Praveen Kumar	Public	--	--	7,000	7,000	0.06	Self

\* Details of Ultimate Beneficial Owners who ultimately control aforementioned proposed allottees.

S. No.	Name of the Proposed Allottees	Ultimate Beneficial owner who ultimately controls the Allottees
1.	Vicco Laboratories Goa	Deep Pendharkar Devesh Pendharkar Amit Pendharkar
2.	Innovest Ventures	Neha Sharma
3.	Manish Lalwani HUF	Manish Lalwani

**19) Contribution being made by the Promoters or Directors either as part of the Preferential Issue to Non-QIBs or separately in furtherance of objects:**

Except as following, none of the promoters or directors of the issuer intent to contribute as part of the Preferential Issue.

Sr. No.	Name of the Proposed Allottees	Promoter/ Director/ KMP	Maximum Number of Equity Shares proposed to be Allotted	Consideration Amount (In INR)
1.	Alkesh Rameshchandra Patel	Promoter and Chairman cum Managing Director	50,000	1,05,50,000
2.	Hema Maheshkumar Patel	Promoter Group	50,000	1,05,50,000
<b>Total</b>			<b>1,00,000</b>	<b>2,11,00,000</b>

**20) Practicing Company Secretary Certificate/Chartered Accountant:**

The certificate from MSV & Associates, Practicing Company Secretary certifying that the proposed preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the link: [www.loyalequipments.com](http://www.loyalequipments.com)

**21) Lock-in Period**

The equity shares to be allotted on a preferential basis shall be locked-in for such period and upto the extent as specified under Regulations 167 of the SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the above allottees, if any, shall be locked in from the Relevant Date up to a period 90 trading days from the date of trading approval as per the SEBI ICDR Regulations.

**22) Listing:**

The equity shares proposed to be issued under this preferential issue will be listed on the Stock Exchange at which the existing shares are listed i.e. BSE Limited subject to the receipt of necessary regulatory permissions and approvals as the case may be.

**23) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter/public:**

Status of proposed allottees of Equity Shares:



Sr. No.	Name of the Proposed Allottees	Current Status	Proposed Status
1	Alkesh Rameshchandra Patel	Promoter	Promoter
2	Hema Maheshkumar Patel	Promoter Group	Promoter Group
3	Sandeep Singh	Public	Public
4	Amit R Agarwal	Public	Public
5	Vicco Laboratories Goa	Public	Public
6	Rajesh Kumar Singla	Public	Public
7	Rakesh Loria	Public	Public
8	Heena Parth Shah	Public	Public
9	Innovest Ventures	Public	Public
10	Deepak Gugnani	Public	Public
11	Saurabh Tripathi	Public	Public
12	Sumit Gupta	Public	Public
13	Madhu Pant	Public	Public
14	Vijaya Sharma	Public	Public
15	Rahul Sehgal	Public	Public
16	Ridhima Sethi	Public	Public
17	Archana Garg	Public	Public
18	Shalin Trivedi	Public	Public
19	Suresh Kumar Agarwal	Public	Public
20	Ashok Raj Singhee	Public	Public
21	Aditya Hareesh Parekh	Public	Public
22	Mohit Kumar	Public	Public
23	Pooja Dayaldas Khemani	Public	Public
24	Kirti Deep	Public	Public
25	Nikhil Rungta	Public	Public
26	Manish Lalwani HUF	Public	Public
27	Jasmeet Singh Budhiraja	Public	Public
28	Zoeb Musaji kachwala	Public	Public
29	Ankur Gupta	Public	Public
30	Navin Hareesh Mahtani	Public	Public
31	Kaushal Pravinchandra Mehta	Public	Public
32	Aadesh Jain	Public	Public
33	Praveen Kumar	Public	Public

#### 24) Other disclosures:

- The Proposed Allottee has confirmed that it has not sold any Equity Shares of the Company during the period of 90 trading days preceding the Relevant Date.
- The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the Registered Valuer is not applicable as the allotment of Subscription Shares is for a cash consideration.
- Neither the Company nor any of its Directors or Promoters are categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
- Neither the Company nor any of its Directors and/ or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- The Company does not have any outstanding dues towards SEBI, the Stock Exchanges or the depositories.

## 25) Undertakings:

The Company hereby undertakes that:

- a) It is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- b) As the equity shares of the Company are listed on the Stock Exchanges for a period of more than 90 trading days as on the Relevant Date, the provisions of regulation 164(3) of SEBI ICDR Regulations governing recomputation of the price of shares shall not be applicable;
- c) It would re-compute the price of the securities specified above in terms of the provisions of SEBI ICDR Regulations, if it is required to do so;
- d) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations the above warrants shall continue to be locked-in till the time such amount is paid by the allottees;
- e) The Proposed Allottees have not sold any equity shares of the Company during 90 trading days preceding the Relevant Date;
- f) Neither the Company nor any of its Promoters or Directors is a wilful defaulter or a fraudulent borrower;
- g) Neither the Company nor any of its Promoters or Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- h) All the equity shares to be allotted pursuant to the exercise of the Warrants held by the Proposed Allottees in the Company will be in dematerialized form;
- i) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the Depositories;
- j) The Company has obtained the permanent account numbers (PAN) of all the Proposed Allottees,
- k) The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the EGM seeking shareholders' approval by way of special resolution;
- l) The Company is in compliance with the conditions for continuous listing;
- m) No person belonging to the promoters / promoter group have sold/transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date.
- n) The issue of Convertible Warrants and resultant Equity Shares shall be made in accordance with the provisions of the Memorandum and Articles of Association of the Company.
- o) Neither the Company nor its promoters nor its Directors have been identified as willful defaulter or a fraudulent borrower by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India. None of the promoters and directors of the Company have been identified as fugitive economic offenders as per the Fugitive Economic Offenders Act, 2018.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investor is being sought by way of a special resolution as set out in the said item no. 4 of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No.4 of the accompanying Notice for approval by the Members of the Company as a Special Resolution. Except Mr. Alkesh Rameshchandra Patel and Mrs. Hema Maheshkumar Patel, None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 4 of this notice except and to the extent of their shareholding in the Company.

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

**By order of the Board of Directors  
For Loyal Equipments Limited**

**Sd/-  
Neha Jangid  
Company Secretary  
M.No. 56820**

**Place – Dahegam, Gandhinagar  
Date – August 20, 2024**