



## LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), Tel : 07172-285398, 07172-285103  
Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111

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**Date: 29<sup>th</sup> April 2022**

**To,  
Corporate Relations Department  
BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**To,  
Head- Listing & Compliance  
Metropolitan Stock Exchange of India Limited (MSEI)**

205 (A), 24 floor, Piramal Agastya Corporate Park,  
Kamani Junction, LBS Road,  
Kurla (West), Mumbai-400 070.

**Sub: Disclosure of outcome of the board meeting pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India circular dated 9 September 2015 bearing reference no. CIR/CFD/CMD/4/2015**

**Ref: BSE Scrip Code: 512455  
BSE and MSEI Scrip ID: LLOYDSME**

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Dear Sir/ Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, we would like to inform you that a meeting of the board of directors of the Company was held today i.e., Friday, 29<sup>th</sup> April, 2022 at 05:00 P.M. at its corporate office at A-2 2<sup>nd</sup> Floor, Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai – 400013 and additionally via video conferencing. The brief details of the business transacted were as follows:

1. Considered and took on record Internal Audit Report for the quarter ended 31<sup>st</sup> March, 2022.
2. Considered and approved the Audited Financial results (Standalone and Consolidated) of the Company for the quarter and financial year ended 31<sup>st</sup> March, 2022 along with Independent Auditors Report.





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3. Declaration in respect of Auditors Report with unmodified opinion pursuant to regulation 33 (3) (d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. Considered and recommended appointment of M/s. Tadarwal & Tadarwal LLP, Chartered Accountants as the Statutory Auditors of the Company for a period of 5 years (i.e. First term from 45<sup>th</sup> Annual General Meeting to 49<sup>th</sup> Annual General Meeting) in place of the retiring Statutory Auditors of the Company.
5. Considered and approved appointment of M/s. Protiviti India Member Private Limited, Chartered Accountants as Internal Auditor of the Company for the Financial Year 2022-23.
6. Re-appointment of M/s. Singh M. K. & Associates, Cost Accountants, Cost Accountants as Cost Auditors of the Company for the Financial Year 2022-23.
7. Considered and approved appointment of M/s. Maharshi Ganatra & Associates, Practicing Company Secretary as the Secretarial Auditors of the Company for the F.Y.2022-23.

Further, the details as required for appointment of Auditors under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India circular dated 9 September 2015 bearing reference no. CIR/ CFD/CMD/4/2015 has been enclosed as **"Annexure A"**.

8. Considered, approved and recommended to the Shareholder's revised limits for material Related Party Transactions with Thriveni Earthmovers Private Limited.
9. Considered, approved and recommended to the Shareholder's revised limits for material Related Party Transactions with Lloyds Steels Industries Limited.
10. Considered and approved sale of shares of Thriveni Lloyds Mining Private Limited, a Joint Venture of the Company.
11. Approved the execution of a Shareholders' Agreement with the promoters of the Company to record the existing understanding in respect of mutual rights and obligations and to set out the terms and conditions governing the relationship between the promoters and the Company.





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Further, the details as required for Shareholder's Agreement under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India circular dated 9 September 2015 bearing reference no. CIR/ CFD/CMD/4/2015 has been enclosed as **"Annexure B"**.

12. Considered and took note of the Arbitration Award dated 22<sup>nd</sup> April, 2022 and Additional/ Supplementary Arbitration Award dated 28<sup>th</sup> April, 2022 proceedings between Sunflag Iron & Steel Company Limited and the Company.

13. Considered and approved the following proposals:

- a. Subject to the approval of the shareholders of the Company and subject to the other regulatory approvals, the issuance and allotment on a preferential basis of 6,00,00,000 (Six Crore only) 0% optionally fully convertible debentures ("OFCDs") at a price to be determined as per Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**"SEBI (ICDR) Regulations, 2018"**) or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award dated 22<sup>nd</sup> April, 2022 and an Additional / Supplementary Arbitration award dated 28<sup>th</sup> April, 2022, whichever is higher to Sunflag Iron & Steel Company Limited (**"Proposed Allottee"**) convertible at the option of the Proposed Allottee into 6,00,00,000 (Six Crore only) fully paid-up equity shares of face value of Re. 1/- (Rupee One) each of the Company at a price to be determined as per Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award dated 22<sup>nd</sup> April, 2022 and an Additional / Supplementary Arbitration Award dated 28<sup>th</sup> April, 2022, whichever is higher after a period of 9 months from the date of allotment but not later than 18 months i.e., each such OFCD shall be convertible at the option of the Proposed Allottee after a period of 9 months from the date of allotment but not later than 18 months at a conversion ratio of 1:1 in accordance with the provisions of applicable laws.

***The said allotment of 6,00,00,000 OFCDs convertible after 9 months but not later than 18 months, is pursuant to settlement of the entire liability of the Company in accordance with the Arbitration Award dated 22<sup>nd</sup> April 2022 and an Additional / Supplementary Arbitration Award dated 28<sup>th</sup> April, 2022 of the Sole Arbitrator Mr. Justice A.R. Joshi (Retd. High Court of Bombay) in the matter of arbitration between Sunflag Iron & Steel Company Limited and the Company.***

Further, the details as required for Issue of OFCD's under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,





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2015 read with the Securities and Exchange Board of India circular dated 9 September 2015 bearing reference no. CIR/ CFD/CMD/4/2015 has been enclosed as **“Annexure C”**.

14. Considered and approved the draft Directors' Report and the Corporate Governance Report for the F.Y. 2021-22
15. Consider and approve the draft notice of the 45<sup>th</sup> Annual General Meeting of the Company
16. Fixed the day, date and time of the 45<sup>th</sup> Annual General Meeting on Saturday, 13<sup>th</sup> August, 2022 at 11:30 p.m.
17. Considered and approved the conversion of 6,60,00,000 convertible warrants (**“Convertible Warrants”**), which were issued and allotted on preferential basis on 31<sup>st</sup> October, 2020 pursuant to and in compliance with the provisions of Chapter V of the SEBI (Issue of Capital and Disclosures Requirements) Regulations, 2018 and as per the terms of issuance as duly approved by the Board of Directors of the Company on 14<sup>th</sup> September, 2020 and equity shareholders of the Company on 30<sup>th</sup> October, 2020, into equity shares of the Company in the ratio of 1:1 pursuant to the exercise of the option to convert such Convertible Warrants into equity shares of the Company by the warrant holders (being promoter shareholders of the Company) as set out below i.e., approved the issuance and allotment of 6,60,00,000 equity shares of face value of Re. 1/- each (**“Equity Shares”**) to the following Warrant Holders:

Sr. No.	Name of the warrant Holder	No. of Equity Shares to be issued
1.	Sky United LLP ( <b>“Warrant Holder 1”</b> )	5,28,00,000
2.	Blossom Trade & Interchange LLP ( <b>“Warrant Holder 2”</b> )	1,32,00,000
<b>Total</b>		<b>6,60,00,000</b>

(Warrant Holder 1 and Warrant Holder 2 collectively referred to as (**“Warrant Holders”**))

The Equity Shares allotted as aforesaid, shall rank pari-passu with the existing Equity Shares bearing ISIN INE281B01032 of the Company in all respects, including with respect to dividend and voting powers.

18. Considered and approved the conversion of 1,00,00,000 3% optionally fully convertible debentures (**“OFCDs”**), which were issued and allotted as per Chapter V of the SEBI (Issue of Capital and Disclosures) Requirements, Regulations, 2018 and which have been allotted on a preferential basis on 28<sup>th</sup> June, 2021 as per the terms of issuance as





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duly approved by the board of directors of LMEL on 14 May 2021 and equity shareholders of LMEL on 14<sup>th</sup> June, 2021, into Equity Shares in the ratio of 1:1, pursuant to the exercise of the option to convert such OFCDs into Equity Shares of the Company, by the OFCD holder (being a promoter shareholder of the Company) as set out below (**"OFCD Holder"**) i.e., approved the issuance and allotment of 1,00,00,000 Equity Shares to the following OFCD Holder:

Sr. No.	Name of the OFCD Holder	Nos. of Equity Shares to be issued
1.	Thriveni Earthmovers Private Limited	1,00,00,000
<b>Total</b>		<b>1,00,00,000</b>

Pursuant to the allotment of the said Equity Shares pursuant to the conversion of Convertible Warrants by the Warrant Holders and conversion of OFCDs by the OFCD Holder, the paid-up equity share capital of the Company has increased from Rs. 36,87,19,220 consisting of 36,87,19,220 Equity Shares to Rs. 44,47,19,220 consisting of 44,47,19,220 Equity Shares.

19. Considered and approved passing of resolution for by postal ballot through e-voting to obtain approval of the shareholders for approval of preferential issue of OFCDs and other matters of the Company.
20. Considered and approved appointment of M/s. Maharshi Ganatra & Associates, Practicing Company Secretary as the scrutinizer for postal ballot through e-voting process.
21. Considered and recommended dividend @50% of the face value (i.e., Re. 0.50 paisa) per Equity Share of the Company. The dividend shall be paid/ dispatched within 30 days from the date of shareholders' approval.





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The Board meeting commenced at **05:00 p.m.** and concluded at **07:45 p.m.**

You are requested to please take the same on record and inform the stakeholders accordingly.

Thanking You,

Yours faithfully,

**For Lloyds Metals and Energy Limited**

**Trushali Shah**

**Company Secretary**

**Encl: a/a**





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### Annexure – A

#### Appointment of Statutory Auditor, Internal Auditor, Secretarial Auditor and Cost Auditor

Sr. No.	Name of Auditors	Reason for change viz. appointment, <del>resignation,</del> removal, death or otherwise;	Date of appointment/cessation (as applicable) & term of appointment;	Brief profile (in case of appointment)
1.	M/s. Tadarwal & Tadarwal, Chartered Accountants <b>(Statutory Auditors)</b>	Mandatory rotation of statutory auditors pursuant to conclusion of the term of the incumbent statutory auditors as per the provisions of Companies Act, 2013	Ensuing Annual General Meeting For a period of 5 years commencing from 45 <sup>th</sup> Annual General Meeting (i.e. ensuing Annual General Meeting) subject to the approval of the members of the Company at the ensuing i.e. 49 <sup>th</sup> Annual General Meeting	Attached
2.	M/s. Maharshi Ganatra & Associates, Practicing Company Secretary <b>(Secretarial Auditor)</b>	Appointment	29.04.2022	Attached
3.	M/s. Protiviti India Member Private Limited, Chartered Accountants <b>(Internal Auditor)</b>	Appointment	29.04.2022	Attached
4.	M/s. Singh M. K. & Associates, Cost Accountants <b>(Cost</b>	Re-Appointment	29.04.2022	<b>Firm:</b> Singh M K & Associates, Cost Accountants <b>Name of the signing</b>





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	Accountants)			<p><b>Partner:</b> Manoj Kumar Singh</p> <p><b>Address:</b> Jajodia Towers, 3 Bentinck Street, 5<sup>th</sup> Floor, Room No.: E5, Kolkata-700001</p> <p><b>Membership Nos.:</b> 26017</p> <p><b>FRN:</b> 101770</p> <p><b>Email:</b> <a href="mailto:manoj_libran@yahoo.co.in">manoj_libran@yahoo.co.in</a></p> <p><b>Experience:</b> 15 years</p>
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### Annexure B

Sr. No.	Particulars	Details
1.	Name(s) of parties with whom the agreement is entered	<p><b>1. Lloyds Metals and Energy Limited</b></p> <p><b>2. Group 1 Promoters</b></p> <ul style="list-style-type: none"> <li>i. Mukesh R Gupta;</li> <li>ii. Abha M Gupta;</li> <li>iii. Dipti Akhil Mundhra;</li> <li>iv. Shreekrishna M Gupta;</li> <li>v. Rajesh R Gupta;</li> <li>vi. Renu R Gupta;</li> <li>vii. Priyanka Maheshwari;</li> <li>viii. Madhur Rajesh Gupta;</li> <li>ix. Babulal Agarwal;</li> <li>x. Ravi Agarwal;</li> <li>xi. Shree Global Tradefin Limited</li> <li>xii. ASP Technologies Private Limited</li> <li>xiii. Triumph Trade &amp; Properties Developers Private Limited</li> <li>xiv. Lloyds Metals and Minerals Trading LLP; and</li> <li>xv. Blossom Trade &amp; Interchange LLP</li> </ul> <p><b>3. Group 2 Promoters</b></p> <ul style="list-style-type: none"> <li>i. Thriveni Earthmovers Private Limited; and</li> <li>ii. Sky United LLP</li> </ul> <p>(Group 1 Promoters and Group 2 Promoters collectively referred to as <b>“Promoters”</b>)</p>
2.	Purpose of entering into the agreement	To record the existing understanding between the Promoters of the Company in respect of mutual rights and obligations and to set out the terms and conditions governing the relationship between the parties.





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3.	Shareholding, if any, in the entity with whom the agreement is executed	Group 1 Promoters hold 16,59,57,539 equity shares representing 37.32% of the equity share capital of the Company and Group 2 Promoters hold 16,59,57,544 equity shares representing 37.32% of the equity share capital of the Company. The Company does not hold any shares in Group 1 Promoters and/or Group 2 Promoters.
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	<p>The significant terms of the agreement include:</p> <ol style="list-style-type: none"> <li>right of Group 1 Promoters and Group 2 Promoters to nominate equal number of directors on the board of directors of the Company.</li> <li>right of Promoters to recommend such number of independent directors on the board of directors of the Company as required under Companies Act, 2013.</li> <li>right of the Promoters to transfer all (and not less than all) equity securities held by them to any third party (other than an affiliate), subject to the selling promoters first offering a right of first offer to the other non-selling promoters.</li> </ol>
5.	Whether the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship	The parties to the agreement are promoters of the Company.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms-length"	Not applicable
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not applicable





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8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.	The Group 1 Promoters and Group 2 Promoters have right to nominate equal number of directors and right to recommend such number of independent directors on the board of directors of the Company as required under the Companies Act, 2013.
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable.





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### Annexure C

#### 1. Type of securities proposed to be issued (viz. Equity shares, Convertibles etc.)

6,00,00,000 (Six Crore) 0% optionally fully convertible debentures convertible after 9 months but not later than 18 months from date of allotment (hereinafter referred to as "OFCDs").

#### 2. Type of issuance (further public offering, rights issue, depository receipts (ADR/ GDR), qualified institutions placement, preferential allotment etc.);

Preferential allotment

#### 3. Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)

The Company will issue and allot 6,00,00,000 (Six Crore) 0% optionally fully convertible debentures ("OFCDs") at a price to be determined as per Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award 22<sup>nd</sup> April, 2022 and the Additional / Supplementary Arbitration award dated 28<sup>th</sup> April, 2022, whichever is higher convertible at the option of the proposed allottee into 6,00,00,000 (Six Crore) fully paid-up equity shares of face value of Re. 1/- each of the Company at a price to be determined as per under Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award dated 22<sup>nd</sup> April, 2022 and the Additional / Supplementary Arbitration award dated 28<sup>th</sup> April, 2022, whichever is higher, after 9 months but not later than 18 months from the date of allotment.

#### 4. Details furnished in case of preferential issue:

- i. **Names of the Investor:** Sunflag Iron & Steel Company Limited
- ii. **The brief details of the existing operations of Sunflag Iron & Steel Company Limited ("Sunflag") ("Proposed Allottee") are as follows:**

Sunflag Iron & Steel Company Limited belongs to the Sunflag Group and has diversified business interests in Steel, Synthetic Yarns Fabrics and non-woven textiles, spanning across the globe.

Steel being one of the core products for industrial development, Sunflag ventured into steel sector in 1989 with setting up of an integrated steel plant at Bhandara near Nagpur using state of the art technology in steel making. As on date, Sunflag operates a 0.5 million tonnes





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per annum capacity plant manufacturing high quality steel products including a wide range of special alloy and stainless steels.

With a constant endeavour to enhance its technology and to be best in the industry, Sunflag has successfully embraced **“Clean Steel Technology”** transferred by Daido Steel Japan and has developed steel with high cleanliness, low gas and low inclusion content that are used in critical applications.

With a vision and future, Sunflag has recently made investment in ESR/VAR/VIM and ventured in production of high-performance material & super alloys for Aviation Space, defence, poker sector and medical implants.

iii. **Number of Investors:** 01

iv. **Post allotment of securities- outcome of the Subscription:**

- Details of the shareholding and voting rights of the proposed allottee after issuance of 6,00,00,000 (Six Crore) 0% Optionally Fully Convertible Debentures (assuming full conversion) is as under:

Proposed Allottee	Pre-preferential shareholding		No. of OFCDs proposed to be allotted	Post-preferential shareholding (After issue of 6,00,00,000 OFCDs and assuming full conversion of OFCDs)	
	No. of Shares	%		No. of Shares	%
Sunflag Iron & Steel Company Limited	NIL	NIL	6,00,00,000	6,00,00,000	11.89





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- Details of the shareholding and voting rights of the Proposed Allottee:

Post-preferential issue of OFCDs (*Assuming full-conversion of 6,00,00,000 (Six Crore) 0% OFCDs into equity shares*)

Proposed Allottee	Pre-preferential Issue		No. of OFCDs proposed to be allotted	Post-preferential issue (After issue of OFCDs)		Post-preferential issue ( <i>Assuming conversion of 6,00,00,000 (six Crore) 0% OFCDs</i> )	
	No. of shares held	% of share holding		No. of shares held	% of share holding	No. of shares held	% of share holding
Sunflag Iron & Steel Company Limited	-	-	6,00,00,000	-	-	6,00,00,000	11.89

### v. Issue price/ Allotted price:

- The OFCDs are to be issued at a price to be determined as per Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award dated 22<sup>nd</sup> April, 2022 and the Additional / Supplementary Arbitration Award dated 28<sup>th</sup> April, 2022, whichever is higher. The issue of equity shares pursuant to conversion of OFCDs on preferential basis shall be at a price to be determined as per Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the Arbitration Award dated 22<sup>nd</sup> April, 2022 and the Additional / Supplementary Arbitration Award dated 28<sup>th</sup> April, 2022, whichever is higher.

### vi. Additional details for issue of Debentures:

Sr. No.	Particulars	Details
1.	Size of the issue	The OFCDs are to be issued at a price to be determined as per Chapter V of the SEBI (ICDR) Regulations, 2018 or at a price of Rs. 150/- per OFCD as agreed in the





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		Arbitration Award dated 22 <sup>nd</sup> April, 2022 and the Additional / Supplementary Arbitration award dated 28 <sup>th</sup> April 2022, whichever is higher.
2.	Whether proposed to be listed, If yes, name of the stock exchange(s);	No
3.	Tenure of the instrument	<p><b><u>Date of allotment:</u></b> The allotment of OFCDs shall be done within the prescribed time-period under Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.</p> <p><b><u>Date of maturity:</u></b> Not before 9 months from the date of allotment but not later than 18 months from the date of allotment</p>
4.	Coupon/interest offered, schedule of payment of coupon/interest and principal	<p><b><u>Interest Rate:</u></b> The OFCDs shall be non-interest bearing and no interest will accrue until the time of conversion. Post the period of conversion, interest shall accrue at the rate of 9% p.a. if the Company fails to convert the OFCDs into equity shares upon the exercise of option of conversion.</p>
5.	Charge/security, if any, created over the assets	The OFCDs shall be unsecured.
6.	Special right / interest /privileges attached to the instrument and changes thereof	The proposed allottee has the right but not the obligation to convert all its OFCDs into equity shares after 9 months but not later than 18 months from the date of allotment.
7.	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest /principal	No interest shall accrue on the OFCDs until the time of conversion. Post the period of conversion, interest shall accrue at the rate of 9% p.a. if the Company fails to convert the OFCDs into equity shares.
8.	Details of any letter or comments regarding payment/non-payment	NIL





## LLOYDS METALS AND ENERGY LIMITED

Regd. Office and Works : Plot No. A1 & A2, MIDC Industrial Area, Ghugus 442 505, District Chandrapur (MS), Tel : 07172-285398, 07172-285103  
Corporate Office : A2, 2nd Floor Madhu Estate, Pandurang Budhkar Marg, Lower Parel, Mumbai-400013, Tel : +91-22-62918111

www.lloyds.in | CIN: L40300MH1977PLC019594 | investor@lloyds.in

	of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	
9.	Details of redemption of Debentures	The Company is liable to pay interest at the rate of 9% p.a. on the face value of the OFCDs if the Company fails to convert the OFCDs. In the event the proposed allottee does not exercise the conversion right within the 18 month conversion period, then the OFCDs will be redeemed by the Company within 48 months from the date of allotment and interest will accrue at 9% p.a. on the face value of OFCDs from the expiry of the conversion period of 18 months until redemption of the OFCDs.
10.	Equity shares on conversion of Debentures	Each such OFCD is convertible into 1 (one) equity share and the conversion can be exercised after a period of 9 months but not later than 18 months from the date of allotment.





**TODARWAL & TODARWAL LLP**

**Chartered Accountants**

**PROFILE**

**TODARWAL  
&  
TODARWAL**

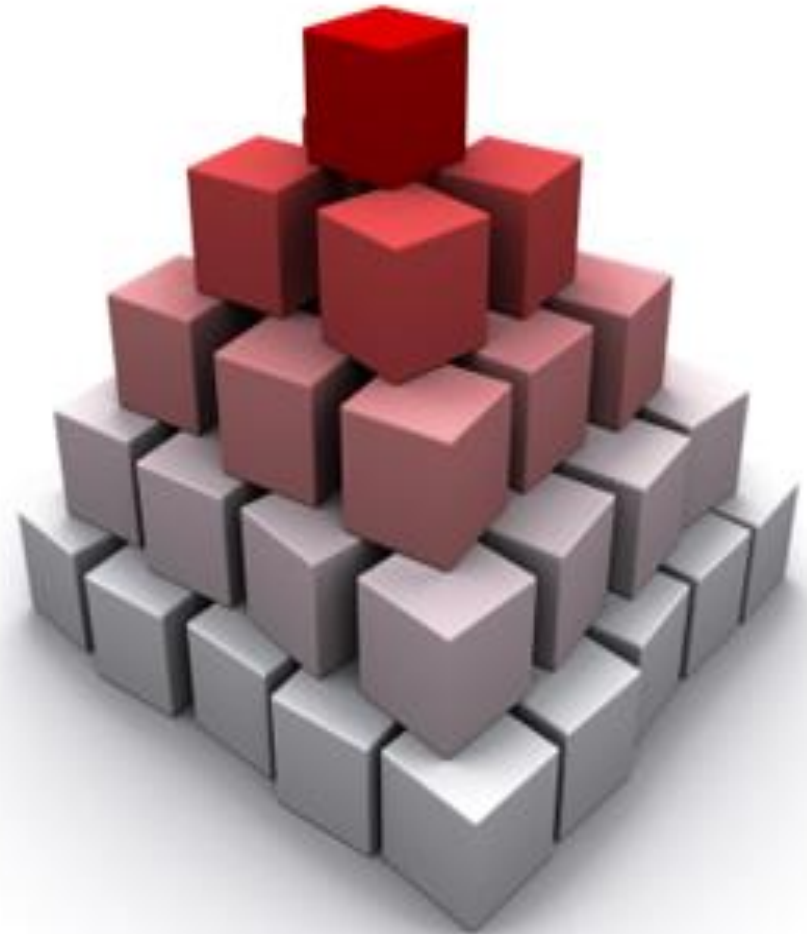
WE MAKE COMPANIES MOVE FORWARD



# Contents

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- ▶ **About Us**
- ▶ **Services Offered**
- ▶ **What we deliver**
- ▶ **Clientele Base**
- ▶ **Major Clients**
- ▶ **International Assignments**





# About Us

- ▶ Tadarwals have been in practice since 1952.
- ▶ We are based in Mumbai with tie-up firms all over the world.
- ▶ Our Team
  - Partners
    - a) CA Sunil Tadarwal (41 years in Practice)
    - b) CA Kunal Tadarwal (10 years in Practice)
    - c) CA Raunak Tadarwal (7 years in practice)
  - Associates
    - a) CA Sanjay Jain (20 years in practice)
    - b) CA Shashank Lodha (5 years in practice)
    - c) CA Suraj Agarwal (8 years in practice)
  - 25 highly trained employees and trainees

*“building trust and confidence  
with professional excellence is the  
hallmark of Tadarwals”*





# Services Offered

## Services offered by Todarwals

Audits	Management Consultancy	Other Audits	Taxation & Company Law Matters	Other Services
<ul style="list-style-type: none"> <li>▶ Internal Audit</li> <li>▶ Statutory Audits</li> <li>▶ Internal Financial Controls</li> <li>▶ Management Assurance</li> <li>▶ Financial Audit</li> <li>▶ Systems Audit</li> <li>▶ Efficiency Audit</li> <li>▶ Cost Controls</li> <li>▶ Pre Transaction audits</li> </ul>	<ul style="list-style-type: none"> <li>▶ Setting up procedures &amp; systems including preparation of Standard Operating Procedures (SOPs)</li> <li>▶ Financial structuring</li> <li>▶ Joint Ventures</li> <li>▶ Valuation of Business</li> <li>▶ Due Diligence</li> <li>▶ Risk Management</li> <li>▶ Project execution</li> </ul>	<ul style="list-style-type: none"> <li>▶ IND AS Implementation</li> <li>▶ Forensic Audit / Fraud Investigation</li> <li>▶ Audit / Review of financial statements under Indian GAAP and IFRS</li> <li>▶ XBRL conversions</li> <li>▶ Corporate governance</li> </ul>	<ul style="list-style-type: none"> <li>▶ Business tax planning</li> <li>▶ Direct tax matters</li> <li>▶ International tax</li> <li>▶ Indirect tax</li> <li>▶ Tax Audit</li> <li>▶ Transfer Pricing</li> <li>▶ Appeals &amp; interaction with IT Department</li> <li>▶ Preparation &amp; filing of tax returns</li> </ul>	<ul style="list-style-type: none"> <li>▶ FEMA Compliances</li> <li>▶ Company/LLP/Trust/Firm formations</li> <li>▶ ROC related matters</li> <li>▶ Fixed Assets Management</li> <li>▶ Accounting Services</li> <li>▶ Payroll Management</li> <li>▶ Family succession planning</li> </ul>

*“we believe in working with the client and not for the client”*



# What we deliver

The emphasis on **implement ability** and **pragmatism** of Todarwals will assist you in the following manner:

- ▶ **Risk based audit approach** leading to a timely identification and resolution of issues
- ▶ Assessing the requirements for proper documentation as well as **prevention and detection of frauds, errors, abuse & leakages**
- ▶ Identification of **high risk areas** & advise on **risk mitigation**
- ▶ Solutions to resolve complex **strategic, tax and operational** issues covering all sectors including manufacturing, mining, services and financial sectors
- ▶ Advising on **better practices** as well as **accounting & financial** reporting challenges including compliances to **Accounting Standards**
- ▶ Determining areas where synergy is there for **future growth** & suggest probable **future areas for expansion**

*“And above all....assure no surprises to the Management”*



# Clientele Base

Over the years, excellent service through hard work has helped us build up a very respectable client list, which includes top Indian manufacturing, mining, trading, finance and service corporations in various businesses:

## Industries & Business

Iron & Steel	Paper	Advertising	Electronics
Metals	Textile	Precious Stones	Travel Agency
Chemicals	Cotton	Finance Companies	Banks
Mining	Engineering	PE Investors	Clearing Agents
Gas	Agro	Power	Auto
Oil Refining	Property & Real Estate	Information Technology & Software Development	Trusts
Trading	Polymers	Pharma	



# Major Clients (Notable Ones) – Core Services (Contd.)

## Statutory Audits:

- ▶ Uttam Galva Steels
- ▶ Uttam Value Steels
- ▶ Uttam Galva Metallica
- ▶ Lloyds Steel Industries
- ▶ Lloyds Metals & Engineering
- ▶ KLT Automotive & Tubular Products Ltd.
- ▶ Raheja Group

## Tax Matters / Transfer Pricing / Scrutiny Assessments / Tax Audits :

- ▶ CEAT Specialty Tyres
- ▶ Uttam Galva Steels
- ▶ Uttam Value Steels
- ▶ Uttam Galva Metallica
- ▶ KLT Automotive & Tubular Products Ltd.
- ▶ Lloyds Steel Industries
- ▶ Lloyds Metal & Engineering
- ▶ Raheja Group



# Major Clients (Notable Ones) – Core Services

## Internal Audits:

- ▶ Reliance Industries
- ▶ Sterlite Industries
- ▶ Bharat Aluminum Company Ltd.
- ▶ Nath Group
- ▶ Welspun Group
- ▶ Uttam Galva Group
- ▶ Lloyds Group
- ▶ ABANs Group
- ▶ Mideast Integrated Steels Limited

## Management Audits / Project Audits / System Setups :

- ▶ Nikai Group (Dubai)
- ▶ Ninja Group (Dubai)
- ▶ Agrifields DMCC (Dubai)
- ▶ PHILPHOS Corp. (Philippines)
- ▶ Konkala Copper Mines Plc. (Zambia)
- ▶ Ararat Gold Recovery Co. Ltd. (Armenia)
- ▶ Copper Mines of Tasmania Pty Ltd., (Australia)
- ▶ Renuka Sugars



# Major Clients (Notable Ones) – Core Services (Contd.)

## Due Diligence and Handovers :

- ▶ China Petroleum Corporation
- ▶ Vedanta Group
- ▶ Reliance Infra
- ▶ Cube Highways
- ▶ Boliden Ltd. (Sweden)
- ▶ Shell Development (Australia) Proprietary Ltd.
- ▶ Ras Laffan Liquefied Natural Gas Co. Ltd. (Qatar)
- ▶ Nagarjuna Oil Corporation Ltd.

## Physical verification of Fixed Assets & Inventories / Concurrent Audits :

- ▶ Bharat Aluminium Co. (Part of Vedanta Group)
- ▶ Hindustan Zinc
- ▶ RMG Alloys
- ▶ Welspun Group
- ▶ PHILPHOS Corp. (Philippines)



# International Assignments

---

- ▶ Australia
- ▶ Cambodia
- ▶ Singapore
- ▶ Hong Kong
- ▶ China
- ▶ Nepal
- ▶ Armenia
- ▶ U.A.E.
- ▶ Saudi Arabia
- ▶ Qatar
- ▶ Mauritius
- ▶ Zambia
- ▶ Nigeria
- ▶ Congo
- ▶ U.K.
- ▶ Sweden
- ▶ Poland
- ▶ Ukraine
- ▶ Russia
- ▶ Brazil



# Contact

---

## **TODARWAL & TODARWAL LLP**

**Chartered Accountants**

**112 Maker Bhavan No. 3, 1<sup>st</sup> Floor,**

**21 New Marine Lines,**

**MUMBAI – 400020. INDIA.**



**+91-22-22083115 / 22068264**



**todarwal@todarwal.com**



**www.todarwal.com**



Thank you...

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*Thank  
You!*

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**TODARWAL  
TODARWAL**

WE MAKE COMPANIES MOVE FORWARD



# PROTIVITI IN INDIA

**Firm Profile**

April 22022



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# ABOUT PROTIVITI



# ABOUT PROTIVITI

- A global consulting firm that helps companies solve problems in finance, technology, operations, data analytics, governance, risk and internal audit.
- We serve more than 60 percent of FORTUNE 1000® and 35 percent of FORTUNE Global 500® companies.
- Protiviti is a wholly owned subsidiary of Robert Half (NYSE: RHI). Founded in 1948, Robert Half is a member of the S&P 500 index.

Our revenue\*:  
**\$1.2 billion**  
in 2019



**85+**  
offices



**6,000**  
professionals\*



Over **25+ countries**  
in the Americas, Europe,  
the Middle East and  
Asia-Pacific



*\*Inclusive of Protiviti's Member Firm network*



# PRESENCE IN INDIA

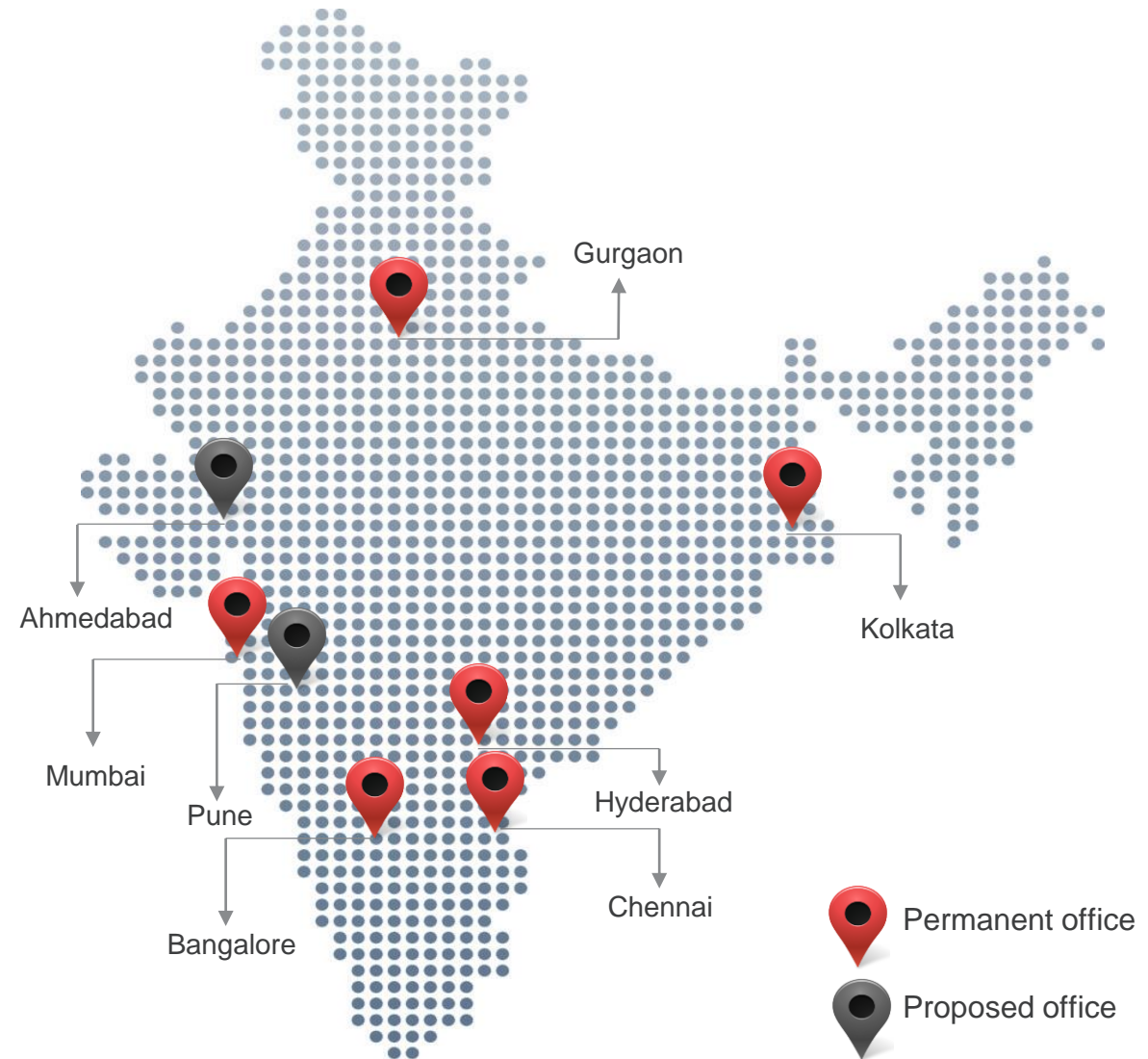
## OUR CLIENTS

- Clients include **40% of the BSE Sensex** and over **50% of the Nifty 50** companies
- Client base of multinationals, large Indian conglomerates, promoter driven organizations, start-ups & SMEs organizations
- Clients in different industry segments such as Auto, Banking, Insurance, Investment Companies, Telco, Manufacturing, Logistics, Healthcare, Pharma, Hospitality, Real Estate and Construction.



## OUR PEOPLE

- **Employee strength of over 900 across 6 offices in India**
- Multi-disciplinary team comprises of CAs, MBAs, CIAs, CISAs, Engineers, MCAs with extensive experience and professional certifications





# GLOBAL PRESENCE



The Americas				Europe/Middle East				Asia-Pacific	
1. UNITED STATES Alexandria, VA Atlanta, GA Baltimore, MD Boston, MA Charlotte, NC Chicago, IL Cincinnati, OH Cleveland, OH Dallas, TX Denver, CO Ft. Lauderdale, FL Houston, TX Kansas City, KS	Los Angeles, CA Milwaukee, WI Minneapolis, MN New York, NY Orlando, FL Philadelphia, PA Phoenix, AZ Pittsburgh, PA Portland, OR Richmond, VA Sacramento, CA Salt Lake City, UT San Francisco, CA	San Jose, CA Seattle, WA Stamford, CT St. Louis, MO Tampa, FL Washington, D.C. Winchester, VA Woodbridge, NJ	4. CANADA Kitchener-Waterloo Toronto 5. CHILE* Santiago 6. COLOMBIA* Bogota 7. MEXICO* Mexico City 8. PERU* Lima 9. VENEZUELA* Caracas	10. FRANCE Paris 11. GERMANY Frankfurt Munich 12. ITALY Milan Rome Turin 13. THE NETHERLANDS Amsterdam	14. UNITED KINGDOM Birmingham Bristol Leeds London Manchester Milton Keynes Swindon 15. BAHRAIN* Manama 16. KUWAIT* Kuwait City 17. OMAN* Muscat	18. QATAR* Doha 19. UNITED ARAB EMIRATES* Abu Dhabi Dubai 20. SAUDI ARABIA* Riyadh 21. EGYPT* Cairo 22. SOUTH AFRICA* Durban Johannesburg	23. AUSTRALIA Brisbane Canberra Melbourne Sydney 24. CHINA Beijing Hong Kong Shanghai Shenzhen 26. JAPAN Osaka Tokyo 27. SINGAPORE Singapore	25. INDIA* Bengaluru Chennai Hyderabad Kolkata Mumbai New Delhi	

\*Protiviti Member Firm



# AWARDS AND ACCOLADES



## 2019 Global Leader in CONSULTING AWARD

Sanjeev Agarwal, Market Leader for member firms in Middle East and India was recognized as '**2019 Global Leaders in Consulting**' under the '*Excellence in Influence*' category by Consulting Magazine



One of *Fortune* magazine's 100 Best Companies to Work For

(2015, 2016, 2017, 2018, 2019, 2020)

FORTUNE  
**100**  
BEST  
COMPANIES  
TO WORK FOR  
2020



One of the Top 15 Best Firms to Work For

— *Consulting* Magazine (2014, 2015, 2016, 2017, 2018, 2019)



Named '*Best to Work For*' by Glassdoor (2018)

glassdoor  
2018 **BEST**  
PLACES  
TO WORK



# RELATIONSHIPS & AFFILIATIONS





# PROTIVITI RANKS HIGH IN CLIENT SATISFACTION

Protiviti has a systematic, global process for measuring, monitoring and improving our clients' satisfaction. We invest time in understanding and improving our level of service and ensuring we are delivering upon our promise of "Powerful Insights, Proven Delivery."

**8.7**  
Overall Score  
out of 10

**100%**  
of our clients said they  
would "Retain Protiviti  
for Future Projects"

## WHAT WE'VE HEARD FROM OUR CLIENTS:

“

Protiviti was able to supply valuable resources to assist our team when we needed them most so the impact on our operations was significant.

-----  
We cannot say enough good things about your work and the impact on our business. In terms of measurable results, shrink was an industry best practice level when we started and it has declined to an even lower level since you began.

-----  
We appreciate: Quality of people and work. Service mind set. Flexibility in your approach and work schedule. Work with a sense of urgency. Also Protiviti's depth of knowledge with control environment; appropriate perspective on control, how you see the big picture.

”



# WHY PROTIVITI

Our powerful combination of business consulting and risk management capabilities helps clients develop a business plan for growth or an operational plan to achieve cost reduction whilst also addressing the need to remain in control, comply with regulations and manage risks.

- Subject Matter Experts
- Industry Knowledge
- Experienced Professionals





# KEY DIFFERENTIATORS

## INDUSTRY EXPERTS

- Providing ongoing direction and subject matter expertise, working **collaboratively**.
- Truly independent view, challenging existing control environment and sharing **best practices** as followed across **the world**.

## DATA ANALYTICS & VISUALIZATION

- Extensive usage of data analytics, ensuring data integrity and providing critical business performance visibility.

## ALIGNMENT TO OBJECTIVES

- Goal setting with management to agree on project objectives and structure of the executed program.



## REDUCED SUBJECTIVITY

- Defined business parameters and data requirements to capture maximum objective responses (Y / N, defined choices etc.), reducing individual subjectivity.

## ON-ROLL SKILLED RESOURCES

- Our core team and SMEs are highly skilled individuals, **well versed in risk and control** across the departments

## TANGIBLE BUSINESS BENEFITS

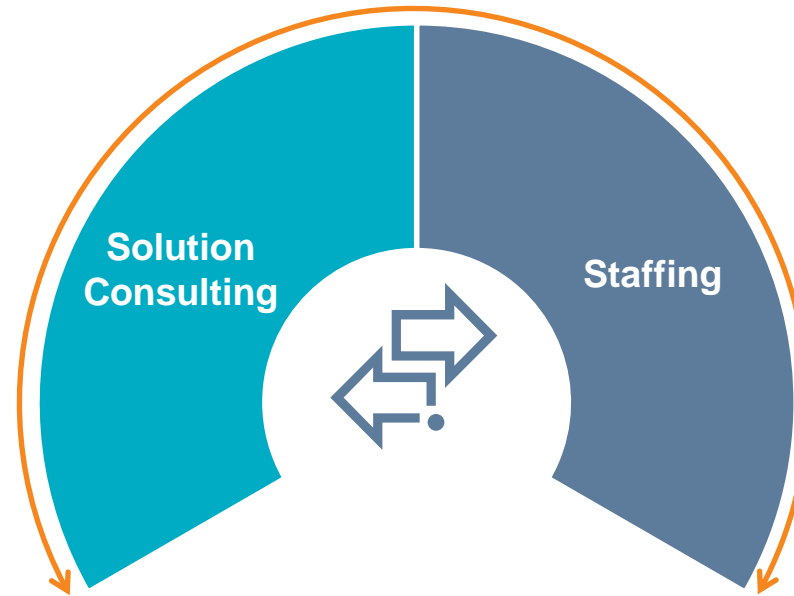
- Grounded and realistic solutions addressing the real business problems & their root causes



# OUR FLEXIBLE DELIVERY MODEL

Our unique flexible delivery model allows unmatched options and value points to our customers, including solution-based consulting, specialized project staffing, or a blend of the two through a customizable approach.

- Protiviti Directed
- High Complexity
- Deliverables Based
- Subject Matter Expertise
- Methodology and Tools
- Program Management
- Competitive Value Structure



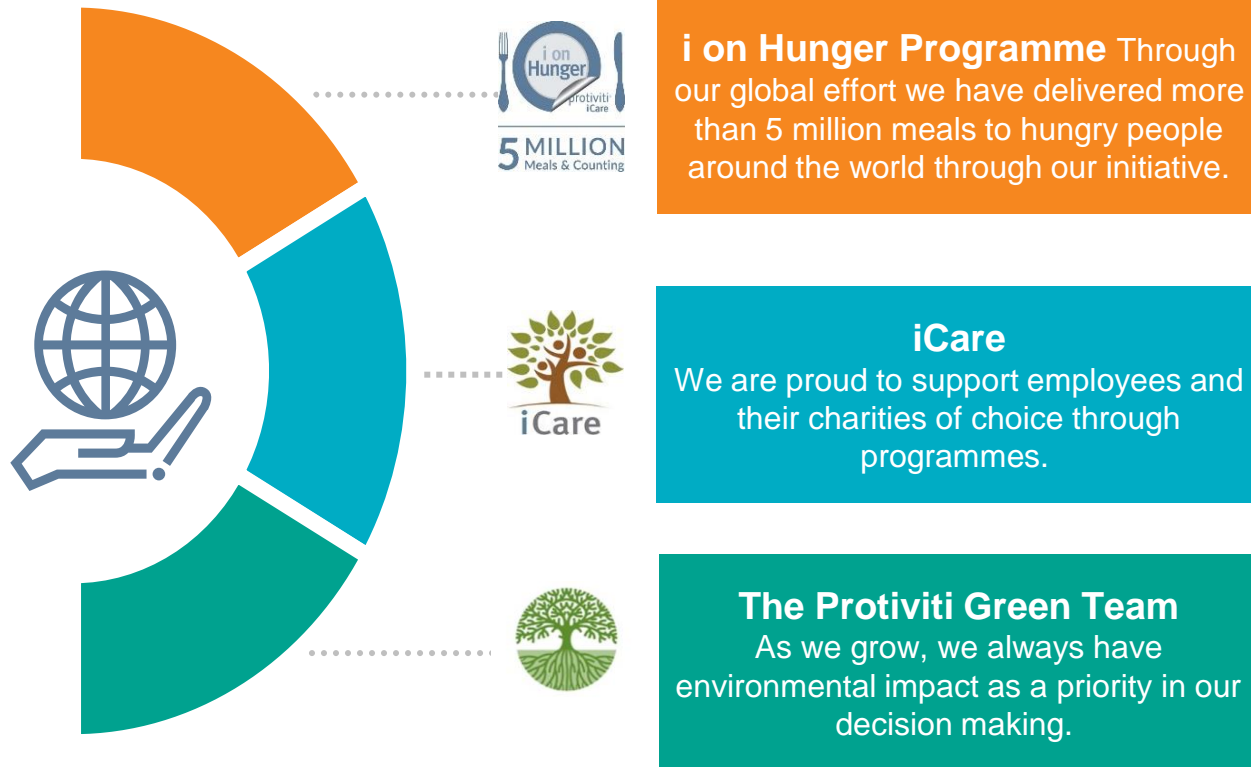
- Client Directed
- Filling Needs with Bandwidth
- Variable Resources
- Pinpoint Skills Match
- Flexible Duration
- Potential to Hire
- Flexible Cost Structure





# OUR PERSPECTIVE ON OUR PLANET

We value the importance of being a good corporate citizen, and as such, we constantly hold ourselves to the highest ethical standards both in the workplace and outside of it. **Integrity** and **responsibility** are two of the eight core values under which we operate. We believe in doing the right thing even if it may compromise our short-term profitability. We don't waver from the truth or crater under pressure. We are willing to be sufficiently creative and flexible, but always operate under a high moral, ethical and legal standard.



Our commitment goes **beyond** our clients and extends into the **communities** in which our people live and work. Protiviti employees around the world are making strides in bettering their areas thanks to the efforts of local committees devoted to coordinating **philanthropy** projects throughout the year.



## INDEX-2



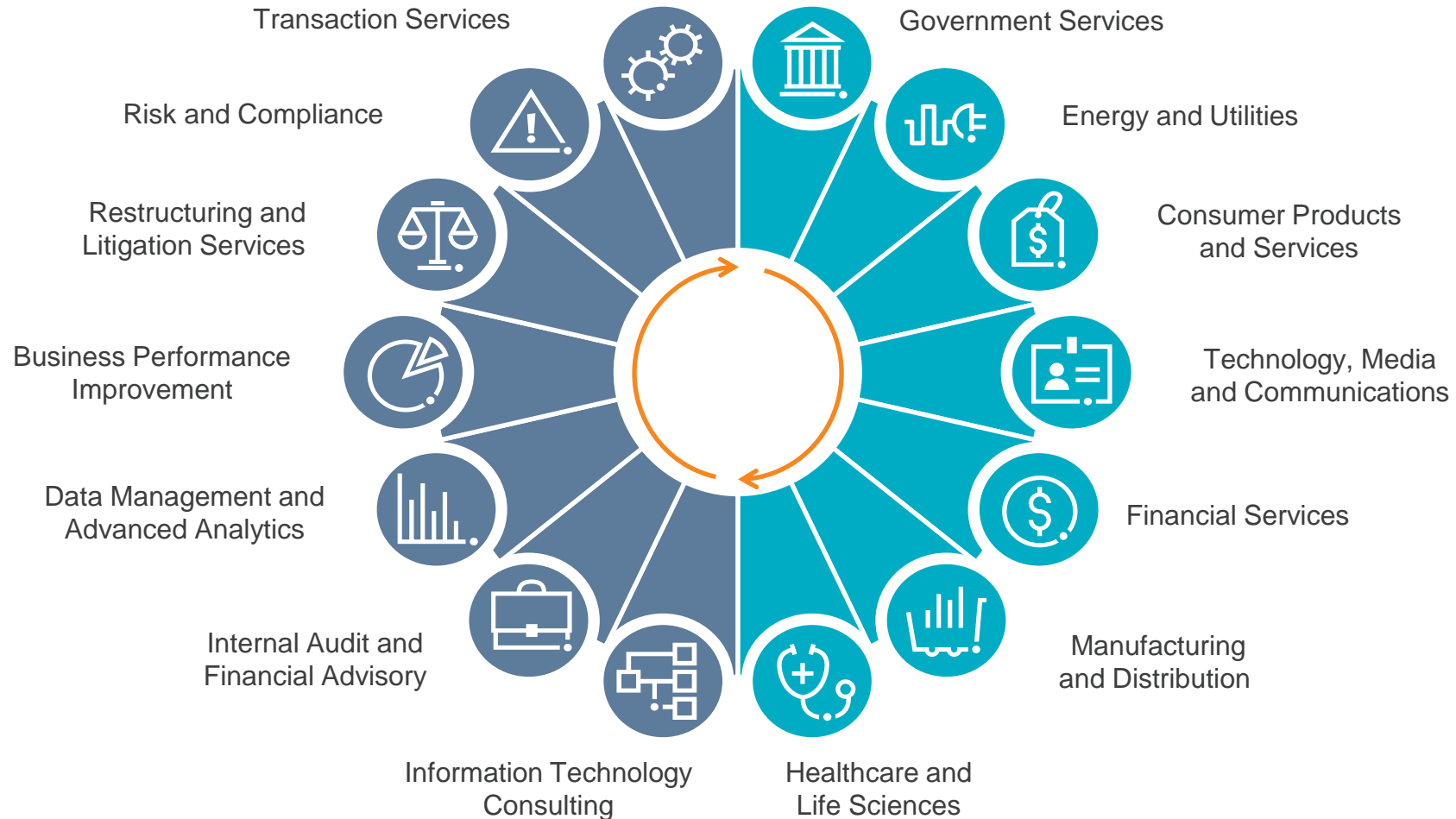
## OUR SOLUTIONS OVERVIEW



# PROTIVITI'S SOLUTIONS AND INDUSTRIES

Proven value-added solutions:

Deep competency in the following industries:





# PROTIVITI'S INDUSTRY KNOWLEDGE AND EXPERTISE

To solve unique challenges with equally unique solutions, we assemble a diverse team of professionals with experience in specific industries and expertise suited to the situation. The result is unparalleled insight and practical knowledge that encompasses the big picture and the details. Our experts operate out of more than 70 offices in over 20 countries and specialize in the following industry segments:

## Healthcare and Life Sciences

- Hospitals & Health Systems
- Pharmaceutical
- Wholesale / Retail Pharmacy

## Technology, Communications and Media

- Communications Providers
- High Tech & Electronics
- ISPs
- IT Services / Software
- Media & Entertainment

## Energy and Utilities

- Alternative Energy
- Exploration and Production
- Mining
- Oil & Gas
- Oil Field Services
- Refining & Retail Distribution
- Trading, Marketing and Storage
- Transportation, Ports and Logistics
- Utilities - Power & Water

## Industrial Products

- Automotive
- Manufacturing
- Petrochemicals

## Consumer Products and Services

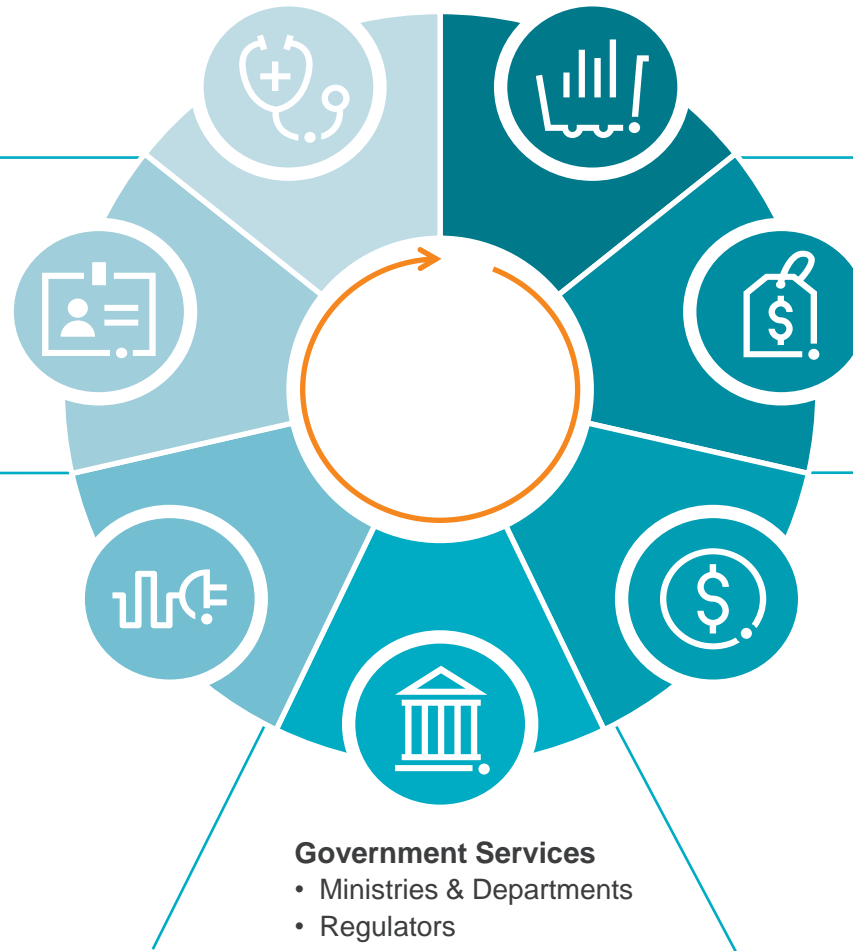
- Airlines
- Branded Consumer Products
- Charitable Org. / Foundations
- Education
- Hospitality
- Professional Services
- Rental Cars
- Retail

## Financial Services

- Asset Management
- Banking
- Broker-Dealers
- Insurance
- Real Estate & Construction
- Sovereign Wealth Fund
- Stock Exchange

## Government Services

- Ministries & Departments
- Regulators





# PROTIVITI'S SOLUTION OFFERINGS

Protiviti helps companies around the globe identify, measure, and navigate the risks they face, within their industries and throughout their systems and processes, using proven value-added solutions:

## Transaction services

- Debt arrangement advisory
- Financial Modeling and Valuations
- Financial Due Diligence
- M&A advisory
- Market research and feasibility studies
- Private Placement, IPO Support and Assistance

## Business performance improvement

- Business Consulting
- Human Capital Consulting
- Capital Projects and Contracts
- Finance Optimization Services
- Performance and Information Management
- Revenue Enhancement
- Supply Chain
- Business Process Reengineering
- Development of SOPs
- Design of Internal Controls and COSO advisory
- Accounting Excellence and Financial Transformation

## Information technology consulting

- Technology Strategy and Operations
  - IT Strategy and Architecture
  - IT Operations Management
  - IT Portfolio and Program Management
  - IT Governance and Risk Management
- Enterprise Application Solutions
  - ERP Strategy and Solution Design
  - ERP System Selection Services
  - ERP Post Implementation Reviews
  - Business Intelligence
  - Risk Technologies
- Security and Privacy Solutions
  - Security Program and Strategy Services
  - Data Security and Privacy Management
  - Identity and Access Management
  - Vulnerability and Penetration Testing
  - Incident Response and Forensics

## Internal audit and financial advisory

- Internal Audit (IA)
- IA Quality Assurance Reviews
- IA Transformation and Audit Committee Advisory
- IA Trainings
- Corporate Governance Advisory
- Revenue Assurance
- Diagnostic Reviews/ Process Health Checks
- Financial Investigations
- IFRS advisory
- IT Audit Services
- Fraud Risk Management & Forensic Services

## Risk and compliance

- Enterprise Risk Management
- Financial Risk Management
- Market and Commodity Risk
- Model Risk and Capital Management
- Credit Risk
- Operational Risk
- Project Risk Management
- Compliance Risk Management
- Regulatory and Tax Compliance
- Vendor Risk Management
- Anti-Money Laundering
- Health Safety Security and Environment Risk Management

## Data management and advanced analytics

- Data Analytics
  - Audit Automation and Continuous Audit
  - BI, Data Visualization, Dashboards and Reporting
  - Business Analytics Solutions
  - Behavioral and Predictive Modeling
  - Social Media & Web Analytics
- Digital Transformation
  - Digital Strategy Definition and Review
  - Information Management and Governance
  - Digital Security and Compliance
  - IT Enablement for Digital Transformation
  - Audit/ Diagnostics of Digital Investments

## Managed Business Services

- Advisory for existing MBS
- Advisory on set-up of a new MBS
- Outsourcing







# *Face the Future with Confidence*

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protiviti®





# Maharshi Ganatra & Associates Practising Company Secretaries



## ABOUT US

**MAHARSHI GANATRA & ASSOCIATES** is a Practising Company Secretaries Firm started by Maharshi Ganatra in the year 2014. Mr. Maharshi Ganatra is a CA, CS, L.L.B and M.Com by qualification. He was a Merit Ranker as well as one of the youngest members of the institute (ICSI) at the age of 21 years. He is also a visiting faculty at SP Jain Institute of Management and Training, SIES Nerul and other various other CA and CS Study Circles. His Wife Mrs. Urvi Ganatra who is a CA and B.Com, runs her Chartered Accountancy Practice independently.

The Firm is established as full service SINGLE WINDOW Corporate Business Licenses and CS Firms, with prime focus on providing personalized, specialized and centralized services to its clients in maximum possible geographical locations, for their legal, finance and techno-legal requirements. Our Firm comprises of a network of more than 110 associates across India, all of whom are qualified, technology savvy, young but experienced professionals. We currently have a team of 1 Lawyer Partner, 5 Qualified Company Secretaries, 4 Semi Qualified Company secretaries and 3 Trainees.

Maharshi Ganatra & Associates (MGA) is specialised in the areas of Corporate Laws and Advisory. The team is young and energetic and derives its energy from the root of knowledge developed with niche hard work, Focus and continuous efforts. We have in depth knowledge and expertise in the providing Accountancy, Audit, Corporate Secretarial and Legal Services to Domestic and International Clients.

Maharshi Ganatra & Associates team members, while sharing a common vision, belong to diverse technical, business and legal backgrounds. This enables us to work proactively and closely with clients and respond effectively to their needs in a highly focused manner, which in today's fast changing business environment is quite crucial to a client's success. Our creative, innovative and integrated approach helps our clients to evolve with changing business environment and create value for their customers by refocusing resources on strategic business and management process.

***"We see our customers as invited guests to a party, and we are the hosts. It's our job every day to make every important aspect of the customer experience a little bit better"***



## OUR STANDARDS

At **Maharshi Ganatra & Associates**, we strictly believe in and practice honesty and transparency in service, professional fees and costs. Our strong network of experienced associates and consultants, in varied areas of law and finance, supports us in attaining a holistic perspective of any given situation and enables us to give an experts opinion in legal, finance and statutory matters,. We work closely with several experienced and reputed Chartered Accountants, Company Secretaries, Lawyers, Advocates and Business Setup Consultants. Our cost of services is the most reasonable in the market.

We invest considerable amount of our resources in the use of latest legal software and technology for legal research and knowledge management, enabling us to constantly upgrade our skills and thus serve our clients better. We believe that effective knowledge management and teamwork are the backbone of expert advice and customized solutions.

***“We assure a revert to your email in 1 working day, in terms of any queries or doubts raised by you. In case of additional time required for the same, we shall keep you posted.”***



## SERVICES OFFERED

### ➤ **Compliances for a Listed Company**

- SEBI Compliances
- Companies Act, 2013
- Secretarial Audit
- Corporate Governance Audit
- Event based Compliances

### ➤ **ROC SERVICES (Services under Companies Act, 2013)**

- Incorporation of Body Corporates (Eg:- Private Limited Companies, Public Limited Companies, Section 8 Companies and various other entities)
- Complete Secretarial Retainership Services
- Annual Filings (including XBRL services)
- Secretarial Audit
- Conversion Services
- Mergers and Amalgamation
- NCLT Services
- Liasoning with ROC (All over India including Delhi)

### ➤ **LLP SERVICES (Services under LLP Act, 2008)**

- Incorporation Services
- Complete Retainership Services

### ➤ **NBFC SERVICES**

- NBFC Annual Return (For SI and/or Non-SI)
- Monthly Return for Asset size (For SI)



- NBS ALM-1/ALM-3
- NBS-7
- ALM Return
- Any other event based RBI Compliances

➤ **IP (Intellectual Property) Services**

- Trademarks
- Copyrights
- Patents

➤ **FEMA Services (under the RBI Act, 1934)**

- Compliance's for Foreign Funding
- Compliances in relation FC-TRS and FC-GPR
- RBI Annual Returns
- NBFC Registration
- Various other RBI Compliances

➤ **INSOLVENCY and BANKRUPTCY CODE, 2016**

- Appearances
- Drafting of Notices and Pleadings
- Liaisoning with NCLT/ROC

➤ **Other Miscellaneous Services**

- Drafting of various agreements
- SEBI Registration and Compliances
- Money Lender License
- FFMC(Full Fledge Money Changer) License
- Nidhi Company Registration



- Initial Public Offer(IPO)
- SME Listing



## OUR CLIENTS

We serve the following industries: -

- Listed Pharma Companies
- Unlisted Public Companies in IT, Trading Company, etc.
- Chartered Accountants (Pan India)
- Start-ups
- Agro Industries
- Banking, Finance, Service & Insurance Industries
- Commodities Exchanges
- Domestic Institutional Investor
- Financial Institutions, Foreign Institutional Investor
- Gems and Jewellery
- Investment Banking
- Information Services
- Listed Companies
- Logistic MNC
- FMCG
- Mutual Funds
- Manufacturing Industries
- Media & Entertainment
- Micro Small and Medium Enterprises
- Mining
- Non-Banking Financial Companies
- Private Equity Investors
- Pharmaceutical Industry
- Retail Industry
- Retailing, Property management, Spinning Mills and Malls
- Special Economic Zones
- Stock Exchanges
- Software, Distribution & Marketing Industry
- IT Industry
- Telecommunication Industry
- Travel & Logistics Industry
- Venture Capital Funds



## CONTACT US

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