



EMERGING AREAS OF PRACTISING

COMPANY SECRETARY





COMPANY LAW ADVISORY & SECRETARIAL SERVICES

- **Corporate Secretarial Services** includes assistance to our Clients/Business Partners to manage and mitigate the risk of corporate non-compliance.
- With an ever-changing laws and compliances under the Companies Act, 2013, the need for professional assistance to comply with the legal requirements has increased manifold.



At SBC , we constantly strive to cater the requirements of our Clients/Business Partners to comply with the **complex requirements** of Corporate Secretarial Compliance in the **easiest possible manner**.

- Our focused and expert Corporate Secretarial Team offers a **wide array of customized solutions** to meet your various needs

OUR SERVICES

SBC has a dedicated team of company secretaries , legal professionals and chartered accountants having extensive experience across various sectors in numerous corporate laws and commercial/legal documentation. Our team understands the increasingly complex corporate and regulatory laws for all corporate secretarial matters ranging from incorporation of an entity to winding up.



Company & other
entity formation



Inhouse Co-Sec



Compliance Health
Check



Corporate Advisory



Corporate Litigation
and Representation



Corporate
Restructuring



Compliance under
SEBI Regulations



Advisory on Intellectual
Property Laws



Secretarial
Compliance audit



Corporate
Documents Retrieval



Issue of Certificates
under various Statutes



Advisory Under Listing
Agreement & Insolvency

COMPANY & OTHER ENTITY **FORMATION**



- Incorporation of New companies and Limited Liability Partnerships.
- Compliances Services under the Companies Act, 2013 and uploading Statutory Forms.
- Maintaining statutory secretarial records and statutory books electronically through on our in house software and generate reports/statutory registers and circulating them instantly anywhere in the world via email.
- Secretarial Audit as required under the provisions of the Companies Act, 2013.
- Certification of Annual Return in accordance with the provisions of Companies Act, 2013.
- Advisory Services on the constitution of Board of Directors, Independent Directors, women Directors, small shareholders Directors, Audit Committee, Remuneration and Grievance Committee.
- Complete support and advisory services for implementation of Corporate Social Responsibility in compliance with the provisions of the Companies Act 2013.

COMPANY & OTHER ENTITY **FORMATION**

- Drafting Director's Report and Board Evaluation Statement as required under the provisions of the Companies Act, 2013.
- Procedural filings with the regulatory authority (Registrar of Companies) on behalf of Indian and Foreign companies operating as a Branch office in India.
- Organising and conducting Board Meetings via Video Conferencing for Companies and circulating minutes.
- Organising Annual General Meetings and Proxy Management Services for Companies.
- Organising Postal ballot and e-ballot services and working as scrutinizers for certifying the voting results.
- Advisory services to the Directors of the companies on phone calls, Video calls, by e-mails or in meetings.
- Charge filings and Search Reports for lending banks and Financial Institutions from Registrar of Companies).
- Conducting due diligence on a company or generating any other specific search reports in respect of the companies from the records available with the regulatory authorities (Registrar of Companies).
- Complete company Law legal advisory and transactional services for amalgamation, reconstruction, reorganization and winding up of companies.

INHOUSE CO-SEC

With the rapid changes in the regulatory framework, it is necessary to work with organizations closely to ensure that they are fully compliant. Our inhouse Co-Sec Services is a comprehensive package where we onboard as a long-term partner and works continuously throughout the engagement. Under this package, we primarily offer solutions on Companies Act, 2013 and allied laws. This service has following components

- Expert advisory on Corporate and allied laws
- Holding & convening of Board/Shareholders Meeting
- Director Support
- Secretarial compliances for various corporate actions



- Undertaking secretarial compliance & maintaining MIS of various corporate information
- Statutory Records and filings with Registrar of Companies
- Updating Clients with changes in regulatory framework

COMPLIANCE HEALTH CHECK

In today's regulatory environment, it is necessary for companies to ensure that they are following the laws of land. While Companies do have specific divisions handling compliance but at the same time it is also necessary that regular third-party compliance check should be undertaken. Such an exercise keeps the internal teams vigilant and validates the compliance status of the organization.

Basis your need, we can undertake detailed and in-depth review of compliance status and processes, to provide a detailed report on the state of the affairs. Our methodology includes

- Undertaking a comprehensive assessment of compliance status of the Company vis-à-vis the legal and regulatory framework under which it operates
- Process includes detailed review of internal records of the Company along with filings done with regulatory agencies
- Identifying the gaps in the compliance structure and recommending corrective actions required to minimize the risk and lay a foundation for a compliant organization

CORPORATE ADVISORY

The success of critical corporate transactions depends upon careful planning and the right advisory.

We provide end to end transaction advisory right from planning till execution and post-execution compliance

- Private placement of shares/debentures and other securities
- Buy-back of Securities
- Right issue of Shares
- Removal of Directors/Auditors
- Employee Stock Options (ESOP)
- Related Party Transactions (RPT)
- Filing, registering, representing, attesting or verifying any document including forms, returns and applications by or on behalf of the company as an authorised representative.
- Compilation of status/search reports for companies, banks and financial institutions.

CORPORATE ADVISORY

- Pre-certification of forms relating to Registration/Modification/ Satisfaction of charges and their filing with the Registrar of Companies.
- Pre-certification of other documents and returns required to be filed with the Registrar of Companies.
- Advising on legal and procedural matters under the Act.
- Maintenance of secretarial records, statutory books and registers.
- Acting as Secretarial Auditor, Advisor or Consultant.
- Filing of petitions before the Company Law Board.
- Appearing as authorised representative before the Company Law Board, Central Government, Regional Director and Registrar of Companies.
- Acting as Scrutinizer for postal ballots voting process



CORPORATE LITIGATION AND REPRESENTATION



Representing on behalf of a company and other persons before-

- Company Law Board
- National Company Law Tribunal
- Competition Commission of India
- Securities Appellate Tribunal
- Registrar of Companies
- Consumer Forums
- Telecom Disputes Settlement and Appellate Tribunal
- Tax Authorities
- Other quasi-judicial bodies and Tribunals

CORPORATE RESTRUCTURING



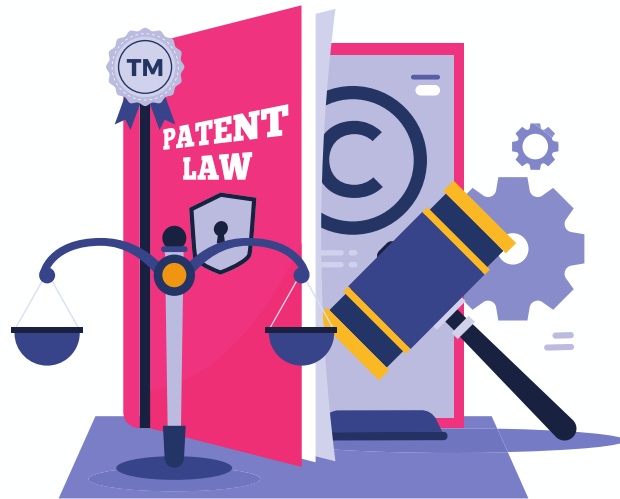
- Planning strategies for amalgamation/merger, acquisition, takeover, spin off, reconstruction, re-organization, restructuring and winding up of companies.
- Change of name, change of objects and shifting of registered office of the company.
- Drafting schemes of amalgamation or arrangement, public offer for acquisition or takeover, and Promoters Agreement.
- Complying with necessary legal and procedural requirements.
- Advising the management on post restructured scenario.

COMPLIANCE UNDER **SEBI REGULATIONS**

- Assisting in filing of various forms under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations.
- Assisting in filing of various forms under SEBI Prohibition of Insider Trading) Regulations
- Advising on various SEBI Regulations like SEBI Takeover Code, SEBI Insider Trading Regulations, SEBI (ICDR) Regulations, SEBI Portfolio Managers Regulations, SEBI Broker Regulations with respect to IPO, Public Issue, Right Issue, Bonus Issue, Preferential Allotment, QIP, Delisting, etc.
- Assisting in obtaining various regulatory approvals from SEBI / BSE / NSE
- Assisting in Delisting of Companies from Stock Exchanges under SEBI (Delisting of Equity Shares) Regulation

ADVISORY ON **INTELLECTUAL PROPERTY LAWS**

- Assisting in preparation & filing of various forms under Trademark, Copyrights & Patent Act
- Assistance in drafting of related legal documentation for licensing or assigning of Intellectual property rights (IPRs) like trademark, technical know-how, etc.
- Advising on Intellectual Property Licensing and drafting of agreement.
- Acting as registered Trade Mark Agent.



- Advising on passing off/infringement matters.
- Advising on registration of patents, trademarks and copyrights.
- Valuation of Intellectual Property Rights.
- Advising on anti-dumping matters-computation of Normal Value, Sale Price, Comparisons and Appraisals

SECRETARIAL COMPLIANCE AUDIT

We conduct a detailed secretarial audit of various books and records of the company. These audits ensure compliance with various legislations including the Companies Act and other corporate and economic laws applicable to the company. We take utmost care to prepare and issue the secretarial audit report.

We:

- Build risk appetite framework.
- Identify and prioritise controls.
- Assess gaps in corporate governance and report non-compliance to the company and advise corrective actions.
- Support external due diligence.
- Examine and report to regulators on compliance under the Companies Act, the Securities Contracts Regulation Act, the Depositories Act, the Foreign Exchange Management Act, the Securities and Exchange Board of India Act, labour laws and secretarial standards issued by the Institute of Company Secretaries of India.
- Organize an internal audit of stockbrokers, trading members, and clearing members.

SECRETARIAL COMPLIANCE AUDIT



The benefits are:

- Protection of stakeholders' interest.
- Avoidance of unwarranted legal actions by the law enforcing agencies.
- Strengthening the goodwill of the company.
- Restoring investor confidence in the company.

CORPORATE DOCUMENTS RETRIEVAL

We can provide you with the host of documents filed by a Company with the Registrar of Companies, the local registry in India. Such documents might be required in order to ascertain its legal status, creditworthiness or as a part of any due-diligence process undertaken in connection with any merger, acquisition or business funding.

With our expertise, we can provide the right documents/information in best possible time to meet your requirement. We can help in providing the following. We offer solution for setting-up of following business entities

- Entity Status Check
- Certificate of Good Standing
- Certificate of Incorporation
- Charter documents like Memorandum of Association and Articles of Association
- Financial Statements like Balance Sheet, Profit & Loss account etc.
- Annual Report
- Register of Director
- Register of Charges
- Annual Return
- Details of Shareholders and Directors
- Litigation Status Check



ISSUE OF CERTIFICATES UNDER **VARIOUS** **STATUTES**

- Compliance Certificate for companies not required to employ a whole-time secretary and having paid-up share capital of Rs. 10 lakhs or more.
- Making a verified declaration of compliances for obtaining a certificate of commencement of business/commencement of other business.
- Making the statutory declaration that all requirements of the Companies Act and the rules thereunder have been complied with in respect of registration of a company and matters precedent and incidental thereto.
- Give declaration in respect of section 25 companies that the Memorandum and Articles of Association have been drawn up in conformity with the provisions of the Act and compliance of provisions with respect to registration or matters incidental thereto.
- Signing of annual return of listed companies.

ISSUE OF CERTIFICATES UNDER **VARIOUS** **STATUTES**



- Certificate regarding dispatch of certificate after transfer etc. under clause 47(C) of the Listing Agreement.
- Certification of statement of amounts credited to Investor Education and Protection Fund.
- Certificate regarding compliance with Private Limited Company and Unlisted Public Limited Company (Buy-back of Securities) Rules, 1999 including those relating to extinguishment and destruction of certificates which has to be done in the presence of a Practicing Company Secretary.
- Certificate on appointment of Managing Director/Whole-time Director/Manager under Schedule XIII.
- Certification to listed companies to the effect that all refund orders/ certificates issued were dispatched within prescribed time and manner and securities were listed on the stock exchanges as specified in the offer document.

ADVISORY UNDER LISTING



- Assisting in compliance of various Listing Clauses under the Listing Agreement.
- Guiding on compliance of Clause - 49 of the Listing Agreement i.e. Corporate Governance
- Quarterly / Half-Yearly / Yearly conducting Secretarial Audit of Listed Companies for ensuring Listing/SEBI compliances

ADVISORY UNDER **INSOLVENCY**

- Advisory services for financial institutions to deal with the Insolvency resolution process and liquidation process.
- Advisory services for companies to trigger the Insolvency resolution process.
- Preparation of rehabilitation schemes for companies undergoing Insolvency resolution.
- Representing companies and financial institutions before the Board/NCLT





HOW SBC SECRETERIAL SERVICES CAN HELP



The SBC corporate secretarial team works closely together with tax and regulatory experts to strike the right balance in terms of content when supporting clients record their corporate history. This takes into account the potential users of such documents and the business needs.



Your dedicated SBC corporate team can effectively interface with your legal, finance and tax teams.

You have access to an experienced, dedicated and Professional team of corporate secretarial specialists in SBC

Our SBC corporate team delivers corporate services in an efficient and collaborative manner.

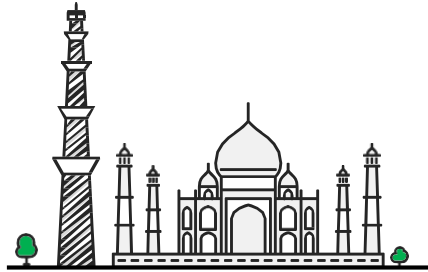
We use up-to-date technology platforms to effectively manage the process and interact with clients.

Contact us



HYDERABAD

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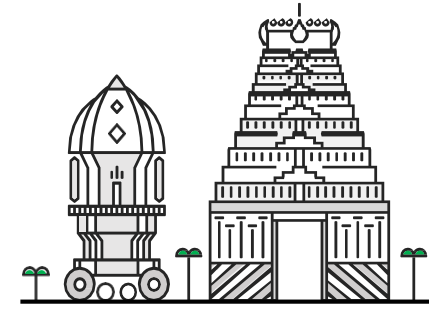
DELHI

C- 699A, 1st Floor, Sector-7, Palam Extn., Dwarka, New Delhi, Delhi 110075



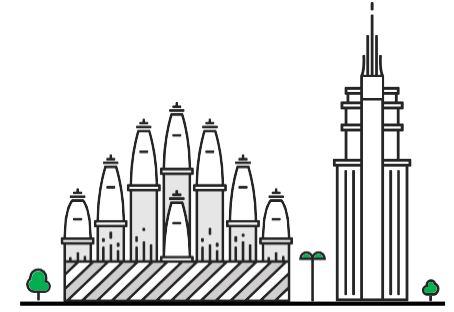
MUMBAI

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CHENNAI

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BANGALORE

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Vizag: Level 3, Kupilli Arcade, Akkayyapalem, Visakhapatnam 530016, Andhra Pradesh

Vijayawada: # 56-11-3, Sri Devi Complex, Y.V.R Street, MG Road, Patamata, Vijayawada, Andhra Pradesh

Tirupati: H. No: 6-154/1, Syamala Nilayam, Near Water Tank, Akkarampalli, Tirupathi, Andhra Pradesh

Kurnool: #21, Top Floor, Skandanshi Vyapaar, New Bus Stand Road, Kurnool 518 003, Andhra Pradesh



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THANK
YOU

