

SACHIN CHHADAWA & ASSOCIATES
Company Secretaries

*48, Ultimate Business Centre, 111-A, M. G. Road,
Opp. Mumbai University, Fort, Mumbai: 400 023.
Tel: +91 22 2267 2626, Email: office@sachinfcs.com*

About Sachin Chhadawa & Associates, Company Secretaries

Sachin Chhadawa & Associates is an integrated service law firm focused on Corporate Laws, Securities Law, FEMA, Due Diligence and related matters. It is registered as a Practicing Company Secretaries firm with the Institute of Company Secretaries of India (ICSI).

Sachin Chhadawa & Associates has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, FEMA, inbound and outbound Investment, Due Diligence (Legal, Financial & Secretarial), Transaction advisory & documentations, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings and Capital Market Transactions.

Sachin Chhadawa & Associates's key offerings also include setting up compliances, approvals from all the government departments including approvals from the Registrar of Companies, Ministry of Corporate Affairs, Foreign Investment Promotion Board (FIPB), Secretariat of Industrial Approvals (SIA), Reserve Bank of India (RBI), Foreign Exchange Regulations, Foreign Direct Investment (FDI) in Real Estate, Retail, Trading, Non-banking finance companies (NBFC) etc.

Our office is situated in the heart of Financial Capital of India - Mumbai and various Institutions such as High Court (Mumbai), Reserve Bank of India (RBI), Bombay Stock Exchange (BSE), High Court, Office of Regional Director (RD) & Registrar of Companies (RoC) are within a radius of 1 Km from our office.

We have our business presence across India and around the world by the way of strategic alliances and networking with fellow professional firms to ensure timely deliverables to our valuable clients. We are a technology savvy firm, and are equipped with the latest technology and communication system.

PARTNERS PROFILE – Sachin Chhadawa & Associates

Sachin P. Chhadawa

Birth Date: 16th October, 1975

B. Sc, LL.B, FCS (Fellow Member of Institute of Company Secretaries of India)

FCS: 5619

CP. No. 4617

Date of Issue of CP: 5th April, 2002

He has a professional experience of over 10 years in the field of Corporate Laws, Securities Laws, FEMA, Due Diligence, NBFC Laws and related area. He stood 3rd in Merit List in final year of LL.B exams at Shivaji University (Kolhapur) in the year 1999.

He can be reached at +91 9920618833 and at sachin@sachinfcs.com

Amruta P. Oke

Birth Date: 18th November, 1983

B. Com., LL.B, ACS

ACS: 22615

CP. No. 8652

Date of Issue of CP: 5th September, 2009

She has a professional experience of over 5 years in the field of Corporate Laws, FEMA, Due Diligence and related area.

She can be reached at +91 9820082886 and at amruta@sachinfcs.com

Corporate Laws

Formation of Companies:

- Formation of Private limited Companies.
- Formation of Public limited Companies.
- Formation of non-profit association/ Sec.25 companies.
- Conversion of Proprietorship concern, Partnership firm into Private or Public Limited Companies.
- Conversion of Private limited into Public Limited and vice versa.

Formation of LLPs:

Limited Liability Partnership (LLP) is a new form of organization introduced in India through the enactment of Limited Liability Partnership Act, 2008. Partnerships can now be incorporated as a limited liability partnership (LLP) and by doing so they can remove the unlimited liability of individual partners.

LLP is in vogue in many of the foreign countries like United Kingdom, United States of America, Australia and Singapore etc. It is popular there, because of its dual characteristics, i.e., it is the blend of both the Company form and the Partnership form of organizations.

Company Law and Secretarial Compliances:

- Compliance relating to the meetings of Board of Directors, Shareholders, Creditors etc.,
- Filing of Annual returns with the Ministry of Corporate Affairs and related legal documentation.
- Maintenance of Minutes books, statutory registers and other support services.
- Compliances relating to statutory meeting and statutory report.
- Changing/alteration in the name of company.
- Changing the Authorized Capital and paid up capital.
- Issue / allotment of shares and related compliances.
- Transfer of Shares from and between Indians, NRIs and foreign persons.
- Change of registered office within the same city, from one city to another and one state to another.
- Alteration of main object of the company.
- Starting new business given in the “Other Objects”.
- Inclusion of new business in the memorandum of the company.
- Appointment & Resignation of Directors.
- Appointment of directors and their remuneration.
- Inter corporate investments and loans.
- Advising on creation, satisfaction and registration of charges.
- Drafting of Director’s Report, Corporate Governance Report, and Annual Report.
- Matters related to Investor Grievances.
- Payment of dividend and related compliances.
- Change of management, take-over of management and related due diligence services.

- Director Identification Number (DIN) Compliance process as per DIN Rules 2006.
- Secretarial Compliance Audit.
- Company and Secretarial law issues relating to holding of meetings, maintenance / filing of records, returns, corporate governance, ESOP, Buy Back of securities, Take-over regulations and Insider Regulations.

Statutory Certification:

- Statutory Declaration in Form I for Incorporation of new company in India.
- Verification of declaration in Form 19, 20 and 20A for compliances to commencement of business/es.
- Signing of Annual Return of Private / Public / Listed companies.
- Certify compliance of requirement under Schedule XIII.
- Certify all documents to be filed with Registrar of Companies.
- Issue of Compliance Certificate as to whether the company has complied with all the provisions of Companies Act, 1956 for all types of Companies including u/s. 383A.
- Declaration for registration of Memorandum and Articles of Section 25 companies.
- Certify extinguishments and physical destruction of share certificates bought back by company.
- Certify Form 1 and 2 under Investor Education and Protection Fund Rules.
- Certify allotment as approved by Stock Exchange.
- Certify issue of certificates within one month of lodgment.
- Advising and acting as Scrutinizer for Postal Ballot process.

Approval, Representation & Compounding Services – RoC, RD, MCA & Company Law Board (CLB):

- Documentation and approval in matters to be dealt at office of Registrar of Companies (RoC), Regional Director (RD) & Ministry of Corporate Affairs (MCA).
- Advisory & application with Registrar of Companies (RoC), Regional Director (RD) & Ministry of Corporate Affairs (MCA) for Compounding of offence under the provisions of the Companies Act, 1956.
- Advisory, documentation and representation with respect to matters pertaining with Company Law Board (CLB).

Investment Banking Activities:

- Identification, advising and documentation in relation to takeover of any Business.
- Advising and documentation in relation to transaction pertaining to buyout / selloff of any Business, including Listed Entity / Unlisted Entity / NBFC etc.

Services to Banks / FIs – Search:

- Issue of search and status reports.
- Advising on loan documentation and stamp duty etc,
- Opinion on various company law matters
- Advising on creation and registration of charges.
- Advising lenders in safeguarding their interest consequent to change in the constitution of the borrower including change in management and ownership etc.
- Certification as per the Guidelines on consortium arrangements / multiple banking arrangements issued by RBI.

Compliance Audits:

We conduct compliance and secretarial audit for and on behalf of the corporate. It helps strengthen the Corporate Governance in an organization. Compliance audit assists the Audit Committee and the Board of Directors on understanding the status of the statutory compliances, internal control systems, management information systems and its effectiveness in the proper and transparent governance of the organization.

Closure:

- Advising & documentation with respect to closure of Companies u/s 560 of the Companies Act, 1956 (Defunct Companies).
- Advising & documentation with respect to winding up of Companies as per provisions of the Companies Act, 1956.

For further guidance on Company Law & LLP matters, kindly refer to www.mca.gov.in, www.llp.gov.in

Securities Laws

SEBI Matters:

- Preparation of the Offer Documents – Public Announcement, Letter of Offer, Draft Prospectus, and Draft Letter of Offer for Rights Issues.
- Checking the Offer Documents prepared by the merchant bankers, as to ensure that they are in conformity with the extant guidelines.
- Preparation of application form for registration as an intermediary with SEBI viz., Portfolio Managers, Merchant Bankers, Mutual Funds etc. and follow up for registration.
- Handling exemption applications for companies, desirous of obtaining exemption from the application from the applicability of the Takeover Regulations.
- Preparation of application for Consent Orders and the follow up under the new Consent Order Scheme of SEBI.
- Ensuring compliances with the Listing Agreement, particularly with regard to Corporate Governance, Clause 35, and annual / periodical Compliances under Takeover Code for listed companies.
- Giving opinions under the various Regulations / Guidelines/ Circulars of SEBI.

Kindly refer to www.sebi.gov.in for further guidance.

Listing & Stock Exchange related matters:

- IPO / FPO – Advisory & Listing.
- Listing of securities under IPO, Bonus Shares, Preferential Issue, Rights Issue, ESOP/ESOS, ADR/GDR issues, Debt and Mutual Funds.
- Listing of securities under IPO, Bonus Shares, Preferential Issue, Rights Issue, ESOP/ESOS, ADR/GDR issues, Debt and Mutual Funds.
- Completion of pre and post issue listing formalities with the stock exchanges.
- Advising & representation with Stock Exchanges in matter related to revocation of suspended companies.
- Advising & documentation in relation to Buyback of Securities.
- Delisting of Securities through Reverse Book Building Process.
- Assisting in various Compliances pertaining to Listing Agreement of the Stock Exchanges and various regulations of SEBI which are applicable to the companies like Takeover Code and Insider Trading Regulations.
- Certificate relating to the quarterly Secretarial Audit for reconciliation as required under notification issued by SEBI
- Certificate as required for transfer-cum-demat of Shares as required under the NSDL / CDSL Bye laws
- Certificate as required for completion of the transfers as required under Clause 47 of the Listing Agreement

- Advising on all securities laws including Securities Contract Regulation Act, Securities and Exchange Board of India Act, Take Over Regulations, Insider Regulations etc.
- Liaison and co-ordinate with the Registrar and Share Transfer Agents, Stock Exchange, Depositories and the Securities and Exchange Board of India.
- Advising, documentation and representation in Arbitration Matters with the Stock Exchanges.

Kindly refer to www.nseindia.com / www.bseindia.com for further guidance.

SAT & Consent Matters:

- Advising, documentation and representation in Consent Matters with SEBI.
- Advising, documentation and representation in matters with Securities Appellate Tribunal (SAT).

Corporate Governance:

- Compliance with Clause 49 of the Listing Agreement.
- Forming and monitoring compliance of Charter of Audit Committee.
- Forming & monitoring compliance with Code of conduct for Board procedures.
- Preparation of annual report incorporating the necessary requirements of clause 49 of the listing agreement.
- Expressing opinion on the interpretation of the SEBI Corporate Governance Code.
- Assisting in drafting the various codes required under Corporate Governance Code.
- Attending meetings of the Board and Audit Committee of listed public limited companies.
- Assisting in periodical Corporate Governance compliance and audit.

Market Intermediaries:

- Incorporation and Registration of Market Intermediaries with SEBI /FMC.
- Assisting in various Compliances under SEBI.
- Liasoning with Stock Exchanges, SEBI, and other Intermediaries.
- Conduct of Internal Audit of operations of Brokers, Depository Participants, etc.

Reserve Bank of India and Foreign Exchange Laws Compliance:

Cross border transactions is the order of the present business era. Overseas investments in India, setting up of branch offices / subsidiaries, and joint ventures are primarily governed by FEMA, its rules and regulations, along with the permission and approval of RBI in certain cases. Our services in this area include:

- Advisory, documentations & compliance on setting up of Foreign Subsidiaries (Foreign Business) in India.
- Setting up of Branch office, Liaison office, Project office and related compliances.
- Advisory, documentations & compliance in relation to FDI (Foreign Direct Investment) in India (inclusive of Certification of Form FC-GPR & FC-TRS).
- NRI (Non-Resident Indian) investment and compliances.
- Advisory, documentations, compliance appearance with RBI in matter pertaining to External Commercial Borrowing.
- Advisory, documentations & compliance on Foreign Collaborations.
- Advising on setting up of joint ventures abroad or setting up of subsidiaries abroad.
- Drafting of Memorandum of Understanding, Promoters Agreement, Shareholders Agreement and Commercial Agreements.
- Advising on legal and procedural matters falling under FEMA, including documentation and appearance in matters pertaining to Compounding of offence with Reserve Bank of India. Registration of Non-Banking Financial Companies (NBFC's) and compliance with its prudential norms. Advising on takeover of existing NBFC's.
- Advising Non-Resident Indians regarding investment in India and repatriation of such investments and returns thereon.
- Obtaining RBI/FIPB approvals.

Corporate Advisory:

We advise clients on the following:-

- Legal and regulatory aspects of doing business in India.
- Structuring the investment for the operations.
- Requisite approvals required from the Foreign Investment Promotion Board (FIPB) and the Reserve Bank of India (RBI) in the event of foreign investment in an Indian company, whether in the form of joint ventures, or wholly owned subsidiaries.
- Filings that need to be made with the local office of the Registrar of Companies (RoC).
- Corporate governance thereby enhancing shareholder value and bringing greater transparency in the day-to-day operations of a company.
- Transaction documents and agreements such as employment, consultancy, confidentiality, joint ventures, shareholders and subscription agreements, alliance etc.
- Setting up joint ventures in India or overseas, its significance, nature of the entity to be set up, the inter-se rights between the joint venture parties, and the Indian legal, tax and exchange control implications.

Kindly refer to www.rbi.org.in & www.dipp.nic.in for further guidance.

