

SMPV

SMPV & Associates LLP

Firm of Company Secretaries



Offices at Bengaluru and Cochin

In Corporate Laws, the intricacies of action and inaction have direct nexus with the consequences which results in penalties and prosecution. Without the help of a qualified and expert professional, it is very difficult to decipher proper action, inaction and forbidden action. We have the requisite expertise and qualification to assist you with proper action to be initiated and the appropriate time for action and most importantly to surpass forbidden actions committed under the Corporate Law.

Yes, we have expertise in Indian Company Law and Indian Foreign Exchange Management Act. Even if you are party of a forbidden action or inaction as per Indian Company law or Indian Foreign Exchange Management Act and liable to penalties, our experts will guide you in seeking amnesty under the respective laws and assist you out of it.

Because SMPV & Associates LLP is a boutique practice with a highly select clientele, we pride ourselves on providing the highest levels of personal, prompt and confidential service to every client we work with.

We offer expert advice based on years of successful extensive experience in a variety of demanding business environments.

Our creative and thorough approach to problem-solving combines with the utmost professionalism in everything we do. You receive customised solutions that not only respond to challenges, but also help you to identify and realise valuable opportunities.

Simple but very important to us:

- Honesty and integrity.
- Excellence.
- Hard work.
- Teamwork and collaboration.
- Mutual respect and firm mindedness.
- Diversity and inclusion.



WHAT WE DO

Safeguarding from Violation

Our primary focus is to prevent the Company from violation by implementing efficient compliance mechanism in the Company

We have various customised compliance mechanism for each company depending on its size and operations and its benefit to the company is multifaceted:

1. Avoiding getting into violation
2. Protection of Directors from disqualification and prosecution
3. Protecting the Company from hefty penalties and loss of reputation

Safeguarding after violation

To err is human. The Law makers understand this proverb and accordingly both Company Law and Foreign Exchange Management Act has several provisions for Amnesty and the Companies have the option to compound such violations/Offence subject to payment of a penalty.

As per the Black's Law Dictionary, to "Compound" means "to settle a matter by a money payment, in lieu of other liability." This meaning clearly defines the concept of Compounding as a mechanism that provides the offender an opportunity to avoid prosecution from the offence committed by him after paying off monetary payment.

Our Services at a glance:

- Incorporation of Company
- Conversion of LLP/Firms into Company
- Retainer Consulting
- Secretarial Audit
- Due Diligence
- Event based Compliances
- Opinions
- Annual Filing including XBRL
- Guiding the Board of Directors on best practices of Corporate Governance

- Setting Secretarial System
- Compounding of Offences
- Appearance before RD/ROC/NCLT/SEBI/RBI
- Central Government approvals
- Fast Track Exit/winding up/revival of Companies
- Merger/Amalgamation /Demerger
- Compliance risk assessment
- Design and implement Compliance program
- Compliances under Foreign Exchange Management Act

ASSIGNMENTS UNDERTAKEN

I. COMPANY LAW AND SECRETARIAL PRACTICE:

[1] Ascertainment of Name Availability for the following and consequential / subsequent activities thereof:

- Incorporation of a Company
- Change of Name of an existing Company

[2] Incorporation of the following types of Companies and consequential / subsequent activities thereof:

- Private Limited Companies
- Public Limited Companies
- Producer Companies
- Section 8 Company

[3] Conversion of Companies and consequential / subsequent activities thereof:

- Private Limited to Public Limited Companies
- Public Limited to Private Limited Companies

[4] Alteration / Amendments / Modifications to Memorandum of Association, comprising any one or more of the following and consequential / subsequent activities thereof:

- Change of Name / Registered Office etc
- Main/Incidental/Other Object Clauses
- Increase/Consolidation/Sub-division etc., of Share Capital

[5] Alteration / Amendments / Modifications to Articles of Association, comprising any one or more of the following and consequential / subsequent activities thereof:

- Partial Amendment/s w.r.t. various Provisions
- Replacement of existing Articles with new set of Articles

[6] Issue and Allotment of Securities at par/premium and consequential / subsequent activities thereof:

- Allotment of Shares for Cash
 - Allotment of Shares for Consideration other than Cash
 - Preferential Issue of Shares
 - Right Shares
 - Bonus Shares
 - Employee Stock Option Scheme
 - Shares with Differential Voting Shares
 - Payment of Stamp Duty in accordance with respective State Stamp Act
 - Issue of Share Certificates
1. On Allotment of Shares
 2. On Change of Name, Sub-division in Value of Shares, Consolidation or Re-issue

• Duplicate Share Certificate where the Original Share Certificate is lost / defaced

- Split Share Certificates on Split Transfers

[7] Transfer / Transmission of Shares and consequential / subsequent activities thereof.

[8] Appointment and/or Changes/removal of Directors and KMP, Auditors and consequential / subsequent activities thereof:

[9] Fixation / Revision in Remuneration of Director and KMP including Managing Director & Whole-time Directors and consequential / subsequent activities thereof:

-Approval in Board and/or General Meetings and filing of requisite Forms in

- Public Companies
 - Private Companies
 - Private Companies which are Subsidiaries of Public Company
- Application to Central Government to obtain prior approval for payment of Appointment and/or Remuneration
- Appointment of a Person who is a Non-Resident or NRI
 - Remuneration in excess of prescribed limits

[10] Drafting / Preparation of Forms and/or Documents w.r.t. Charges and consequential / subsequent activities thereof:

- Creation of Charge
- Modification of Charge
- Satisfaction of Charge
- Registration of Charges including Debenture series
- Condonation of delay

[11] Inspection of Documents, Preparation and Submission of Search Reports:

- Search Reports confined to Charges
- Complete Search Report on Documents filed by the Company

[12] Drafting / Preparation of Documents connected with Annual Filing i.e.:

- Annual Reports
- Annual Return
- Corporate Governance Report including information required to be furnished to the Shareholders of a Company
- Management Discussions Analysis Report

[13] Drafting / Preparation of:

- Secretarial Compliance Certificate
- Secretarial Audit Report
- Certificate as per SEBI LODR

[14] Drafting / Preparation of Resolutions and Minutes:

Resolutions as and when required by the Clients

- Board Meeting Minutes
- General Meeting Minutes
- Audit Committee Meeting Minutes
- Remuneration Committee Meeting Minutes
- Borrowing Committee Meeting Minutes
- Investment Committee Meeting Minutes
- Shareholders Grievances' Committee Meeting Minutes
- ESOP Administration Committee Meeting Minutes etc.,

[15] Maintenance and/or Updation of Registers and/or Records

[16] Drafting / Preparation and Submission of necessary Application/s and/or Petition/s w.r.t. various matters and/or approvals from any one or more of the following Authorities:

- ROC/RD/Central Govt
- NCLT/NCLAT/SEBI/SAT
- For event including but not limited to Shifting of Registered Office from One State to Another
- Application for License u/s 8 of Companies Act, 2013
- Condoning of delay
- Change of Statutory Auditors
- Extension of Financial Year
- Compounding of Offences etc.,

[17] Drafting / Preparation and Submission of Reports and Legal Opinions on various matters / issues including but not limited to:

- Change of Name and Objects of a Company
- Conversion of a Private Company into Public Company and vice-versa
- Acceptance of Deposits
- Registration of Charges
- Appointment of Director and KMP etc., and their Roles, Responsibilities and Liabilities
- Declaration and Payment of Dividend
- Inter-Corporate Loans & Investments
- Remuneration to Relatives of Directors
- CSR Policy and Compliance
- ESOP Scheme etc.,

[18] Drafting / Preparation and Submission of Agreements / Deeds on various matters / issues including but not limited to:

- General Agreements
- Shareholders Agreements
- Managing Directors' Agreement
- Agency Agreement
- Memorandum of Understanding
- Employee Agreement
- Lease / Rent Agreement etc.,
- Joint Venture Agreement
- Web Agreement
- Intellectual Property Agreement etc
- Drafting of Standing Orders under Industrial Relation Code

[19] Dealing / carrying out / assisting in Due Diligence and informing the Client/Party about the Short-comings in Compliances.

[20] Dealing / carrying out / assisting in Secretarial Audit and providing Report thereon.

[21] Dealing / carrying out / assisting in Securities Management and Compliances.

[22] Preparation and Submission/Filing of e-Forms {E-Governance (MCA)} and/or Documents w.r.t. various proceedings / events as required from time to time (Review and Analysis on E-Forms and Documents required to be attached).

[23] Director Identification Number (DIN):

- **Review and Analysis of Documents**
- **Generating Provisions DIN for all Categories of Applicants i.e. Indian National and/or Foreign National**
- **Obtaining approval from the Ministry**

[24] Digital Signature Certificate (DSC):

- **Generating a fresh DSC for all categories of Persons i.e. Director (Indian / Foreign) and Professional**
- **Performing Role-check of Digital Signature**
- **Renewal of DSC**

[25] Closure/Winding-up of Defunct/Inactive Companies and obtaining approval thereof.

[26] Liaison and/or Co-ordination and/or Correspondence with Registrar of Companies, Company Law Board, Regional Director and other Competent Authorities as and when required.

[27] XBRL (Extensible Business Reporting Language) Filings

- Creation of XBRL instance document
- Validating the instance document
- Pre-scrutiny of the instance document
- Preparation, precertification and upload of XBRL Forms

II. LIMITED LIABILITY PARTNERSHIP [LLP]:

[1] Incorporation of an LLP

- Change of Name of an existing LLP

[2] Conversion of LLP and consequential / subsequent activities thereof:

- LLP to Private/ Public Companies

[3] Alteration / Amendments / Modifications to LLP Agreement, comprising any one or more of the following and consequential / subsequent activities thereof:

- Change of Name
- Main/Incidental/Other Object Clauses

[4] Designated Partner Identification Number (DPIN):

- Generating DPIN for all Categories of Applicants i.e. Indian National and/or Foreign National

[5] Annual Compliances of LLP

III. FOREIGN INVESTMENT / COLLABORATION AND FOREIGN TRADE:

Consultancy and reporting with regard to:

- Investment under FDI, PIS, FII, NRI/ PIO, FVCI
- Joint Venture/ Wholly-Owned Subsidiary structuring
- Borrowing facilities under External Commercial Borrowings (ECB)
- Establishment and maintenance of Liaison Office, Branch office, project office
- Obtaining FIFP approvals
- FCRA registrations, Licenses
- Compounding of offences under FEMA
- Conducting FEMA Audit
- Consultancy and opinion on FEMA matters including current/ capital account transactions
- Adhoc compliances under FEMA
- Consulting Retainer

PEOPLE

"The strength of the team is each individual member. The strength of each member is the team." - Phil Jackson

It is the individual commitment to the group effort which makes team SMPV work. We have been successful because of our people, their commitment, expertise and ambition.



M P Vijayakumar
B.Com, ACS

Vijayakumar is an experienced Company Secretary and corporate law advisor. He has an astute commercial acumen and, having worked both in-house and private practice, a deep understanding of how an organisation's legal strategy can impact commercial output. Vijayakumar enjoys working with large corporate entities and small start-ups alike, understanding their businesses and providing commercially focused legal solutions. Vijayakumar advises clients on corporate transactions and commercial agreements.

Professional Expertise:

- Mergers and acquisitions
- Venture capital and fundraising
- Equity capital markets
- Private equity and management buy-outs
- International and cross-border transactions
- Joint ventures
- Reorganisations and restructurings
- LLPs and partnerships
- Corporate governance and advisory
- Company secretarial services



Sreeraj Muralidharan
BBM, FCS, (LLB)

Sreeraj Muralidharan is a fellow member of the Institute of Company Secretaries of India. He is a seasoned professional with over a decade experience in Corporate Legal, Corporate Restructuring, Legal due-diligence, Foreign Exchange Management Act (FEMA), Foreign Direct Investment and India Entry Services. He has extensive experience in drafting Shareholders agreements, Joint venture agreements, Share subscription agreements and various Company Law Assignments. Sreeraj Muralidharan is the go-to professional for closing high-impact assignments which involves extensive interaction with various professionals, Regulatory Authorities and stake holders. He has the aptitude to be the nucleus of an assignment and act as the point of communication and manage in toto the corporate assignments including IPO, Restructuring, Mergers and acquisitions, Joint ventures etc. He is actively involved in drafting various manuals, guides, interpretations and providing opinions on Indian Companies Act and FEMA. He has extensive experience in advising domestic and international clients on Corporate Laws and Exchange Control Laws.



Jose Prakash
B.Com, LLB, ACS, MBA

Jose Prakash is an associate member of the Institute of Company Secretaries of India and a graduate in Commerce, Law Graduate and an Master in Business Administration (MBA). He has very strong educational background with good business acumen and good experience in Statutory & Regulatory compliance, Investor relations, Taxation & Strategic planning. His responsibilities includes interacting with FIFP, RBI, and ROC etc., for Equity, FDI, FII investments, & setting up of Branch Office for Foreign Companies, Subsidiary companies, etc. His expertise includes:

- National Company Law Tribunal (NCLT) proceedings in complex matters concerning oppression, mismanagement
- Advisory services in corporate law matters including FEMA, foreign direct investment, ECBs, takeovers, securities laws, stamp law, etc.
- Secretarial Audits – under Sec. 204 of the Companies Act, 2013.
- Mergers, de-mergers, corporate restructuring, schemes and arrangements.
- Company law formalities such as incorporation, shifting of registered offices, compounding of offences, etc.



Priyanka Choubey
ACS, LLB (HONS.),
B.COM (HONS.)

Priyanka Choubey is an Associate Member of the Institute of Company Secretaries of India since 2019. She has overall experience of around 4 years in Secretarial Practices and Corporate Law Compliances. She has also advised clients from various Industries which include Media and Entertainment, Real Estate, Education, Information Technology, Automobile etc. She has also worked as Compliance Officer of a Debt listed Real Estate Company based in Mumbai where she handled more than 10 group Companies. She has undertaken projects mainly related to Annual Secretarial Compliances, Private placement of shares, Issue of Non- Convertible Debentures, Secretarial Audit, SEBI LODR Compliances, RBI Compliances, Incorporation of Companies and Limited Liability Partnerships. Ms. Priyanka has done her Bachelors in Commerce and has also graduated in Law from Devi Ahliya University, Madhya Pradesh.

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