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# **Secretarial Services Provided by Company Secretaries**

## **A. Company Laws and Securities Related Laws**

### **I. Basic Services**

Incorporation of New Company in India / Overseas

Joint Venture in India or Outside India and related policies of Govt. of India

Liaison and co-ordination with the Registrar and Share Transfer Agents, Stock Exchange(s), Depositories and the Securities and Exchange Board of India

Merger / Amalgamation / Demerger

Secretarial Compliance Audit

Company Law issues relating to – holding of meetings, maintenance / filing of records / returns, Corporate Governance, ESOP, Buy back, Takeover, Insider Trading etc.

Drafting of Director's Report, Corporate Governance Report, Annual Report presentation Periodical advisory and / or retainer basis for Private Company / Closely held Company / Listed Company / Joint Venture Company / Section 25 Company for Company law related matters

Matters related to Investor Grievances

### **II. Statutory Certification**

Statutory Declaration in Form 1 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 to take on record within 10 days

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 lodgement

### **III. Procedural Compliance relating to Securities laws i.e. Stock**

Exchange / SEBI requirements

Liaison and co-ordinate with the Registrar and Share Transfer Agents, stock exchange, Depositories and the Securities and Exchange Board of India including the following:

Listing of Securities – Equity or Debt Instrument

Monthly submission of details of dematerialisation of securities

Co-ordination and submission of the quarterly certificate relating to Secretarial Audit relating to dematerialisation

Co-ordination and Submission of Certificate relating to transfer-cum-demat of shares as required under NSDL / CDSL Bye laws

Submission of quarterly shareholding pattern

Presentation and publication of quarterly results

Submission of Distribution Schedule

Submission of information under Regulation 8 of the SEBI (Substantial Acquisition of Shares & Transfers) Regulations

Co-ordination and submission of half yearly certificate as required under Clause 47 of the Listing Agreement

Managing the formalities related to Book Closure

Payment of Annual Listing fees

Preparation of Annual Report incorporating the necessary requirements of Clause 49 of Corporate Governance

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

### **IV. Preparation of the Status and Search Report from Registrar of Companies for Banks / Financial Institutions**

### **V. Services for specific assignments like obtaining Central Government Approval, SEBI Approval, ROC Approval, Written opinion, Certification etc.**

### **VI. Advisory & co-ordination on Forms /Return and Registers**

Return of Allotment (intimation of issue of Shares)

Return of Change of Directorship

Yearly Annual Return

Intimation to R.O.C. of any Special Resolution passed by the company

Return of Increase in the Authorized Share Capital

Return for registration of creation / modification / satisfaction of Charges on the Assets of the company

Return of intimation of having beneficial interest in the shares not held in the company's name

Return of appointment of Managing Director / Whole time Director / Manager etc.

Register of Members u/s 150

Register of Directors, Manager, Managing Director and Secretary u/s 303

Register of Directors' Shareholdings u/s 307

Register of Charges u/s 143

Register of Investments not held in Company's name u/s 49

Register of Contracts and Arrangements in which the Directors are interested u/s 301

Register of Applications and Allotments

Register of Transfers

Register of Attendance of Board and General Meetings

Minutes Books of Board and General Meetings etc.

## **B. Foreign Direct Investment—Inbound and Outbound**

Advisory on followings based on Govt. of India Policy on Foreign Exchange, Foreign Exchange Management Act (FEMA), Import & Export Policies (EXIM), Notifications, Circulars, Guidelines issued by Reserve Bank of India from time to time

Advisory on Entry strategies into India

Establishment of Wholly Owned Subsidiary in India

Establishment of Branch, Liaison Office, Representative Office in India

Drafting of Shareholders Agreement for Joint Ventures

Drafting of Articles of Association for JV Companies

Drafting of Technology Transfer Agreement

Formation of Company outside India

Advisory on making application to Govt. of India (FIPB or concerned Ministries) or Regulatory Authorities (RBI) for Projects, Company Formation, Technology Transfers

Remuneration to Foreign Technicians & Foreign Directors

Royalty related matters

## **C. Intellectual Property Rights**

We are a registered Trademark Agent in India

Search Reports

Strategy for Registration

Clearance of oppositions

Registrations

Assignment related

Royalty Agreements

Licensing Agreements  
Enforcement of IPR  
Opposition to conflicting marks, passing-off, infringements etc.  
Action against spurious goods manufacturers/marketers  
Watch on journals  
Civil and/or criminal action including Order u/s. 156(3), Stay Order from High Court etc.  
Documentation including assignment, sell-off of IPR etc.

#### **D. Legal Compliance Audit**

Periodical Audit to verify, check and confirm compliance by corporate on statutory laws including bare acts, rules, guidelines, circulars, notifications and any amendments, if any, :

- a. Company Laws
- b. Securities Laws
- c. Commercial laws
- d. Environmental Laws
- e. Banking Laws
- f. Labour Laws
- g. Fiscal Laws – Direct and Indirect Taxes
- h. Property Laws
- i. Insurance Laws
- j. IPR Laws
- k. Constitutional laws
- l. Consumer Laws
- m. Civil Laws
- n. Information Technology Laws
- o. Arbitration Laws

#### **Detail Coverage of Compliance Audit**

- 1. The Companies Act, 1956
- 2. The Competition Act, 2002
- 3. Sick Industrial Companies (Special Provisions) Act, 1986
- 4. SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 1997
- 5. SEBI (ESOP) Guidelines, 1999
- 6. Securities Contract (Regulations) Act, 1956
- 7. Listing Agreement with Stock exchange/(s)
- 8. Indian Contract Act, 1872
- 9. Sale of Goods Act, 1930
- 10. Negotiable Instrument Act, 1881
- 11. Recoveries of Debts Due to Banks and Financial Institutions Act, 1993
- 12. Depositories Act 1996
- 13. Takeover Code

14. Manufacturing and Other Companies (Auditors Report) Order, 1988
15. Consumer Protection Act, 1986
16. Essential Commodities Act, 1955
17. Fatal Accidents Act, 1855
18. Environment Protection Act, 1986
19. Foreign Exchange Management Act, 1999
20. Foreign Contribution (Regulation) Act, 1976
21. Water (Prevention and Control of Pollution ) Act, 1974
22. Information Technology Act, 2000
23. Payment of Bonus Act, 1965
24. Minimum Wages Act, 1948
25. Workman's Compensation Act, 1923
26. Employees Provident Fund and Miscellaneous Provisions Act, 1952
27. Employees State Insurance Act, 1948
28. Public Liability Insurance Act, 1991
29. Equal Remuneration Act, 1976
30. Payment Gratuity Act, 1972
31. Factories Act, 1948
32. Industrial (Development and Regulation) Act, 1951
33. Industrial Employment (Standing Order) Act, 1946
34. Industrial Disputes Act, 1947
35. Contract Labours (Regulation and Abolition) Act, 1970
36. Sales Promotion Employees (Conditions of Service) Rules, 1976
37. Trade Union Act, 1926
38. Arbitration and Conciliation Act, 1996
39. Specific Relief Act, 1963
40. Transfer of Property Act, 1882
41. Registration Act, 1908
42. Indian Stamp act, 1899
43. Double Taxation Avoidance Agreements with various countries
44. Income Tax, 1961
45. Wealth Tax Act, 1957
46. Central Excise Act, 1944
47. Service Tax, 1994
48. Central Sales Tax Act, 1956
49. Sales Tax Act of various States
50. Customs Act, 1962
51. Prevention of Food Adulteration Act, 1954
52. Import & Exports
53. Local Body – Municipality Laws
54. Standards of Weights & Measures Act, 1976
55. Marine Insurance Act, 1963
56. Trade Marks Act, 1999
57. Copyrights Act, 1957

58. Designs Act, 2000

### **E. Legal Advisory**

Vetting of commercial, employment or labour related, property related, finance documents, legal documents to verify applicability and compliance of various applicable laws in India

Legal audit for existing commercial arrangements/documentations

Advisory legal compliance of various commercial documents like Periodical Schemes, Notices, MOU etc.

Drafting of Contracts, Agreements, Legal Documents, Notices, bank Documents etc.

Advisory on Cheque Dishonour cases

Matters relating to recovery of rightful dues and related legal actions through fastest legal recourse

Civil suits related advisory

Advisory on Criminal cases relating to Cheque Dishonour, Investor Grievances, Cheating, Insecticides, Prevention of Food & Drug Administration, Drugs & Cosmetic, Weights & Measures, Environment, Cyber Laws, Statutory Laws

Advisory on Arbitration matters

Advisory Movable / Immovable property matters

Stamp duty / registration matters

Winding-up cases

Consumer Forum cases

Labour law matters

Matters related to DRT

Co-op. Housing Society matters

Trust related matters

Any other legal matters relating to Partnership Firm, personal matters including wills, succession certificate, LOA, Letter of Probate etc.

***"Next Few weeks you would be receiving detailed discussion on major Services provided by Companies Secretaries relates to Companies act / SEBI /FEMA"***

**COURTESY : RADIANCE CORPORATE SERVICES**

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