



PROWIS

CORPORATE

SECRETARIAL, LEGAL, FINANCIAL AND BUSINESS ADVISORY SOLUTIONS




WELCOME TO PROWIS CORPORATE

Prowis one of the leading providers of Secretarial, Legal, financial and business advisory, corporate governance, and other regulatory services. Prowis is a newly established with a vision to provide one stop solution in all corporate, Legal & Secretarial matters. With an easy approach to service delivery, Prowis responds to clients' complex business challenges with a broad range of services across industry sectors and across India. Prowis as established in June 2011, has rapidly built a significant competitive presence in the country. With the Registered Office at Chennai Prowis offers its clients a full range of services, including Secretarial, Legal, Financial and business advisory.

Prowis provides Corporate Consultancy & advisory services to various industry insights to help organizations perform in the dynamic and challenging environments in which they do business. Prowis assists companies and public sector bodies to mitigate risk, improve performance and create value.

Prowis aims at providing organisations with the advice they need, wherever they may be located. With highly qualified, experienced professionals, who have sound knowledge of Corporate Laws applicable to the Indian business environment listen to different points of view to help organizations solve their business issues and identify and maximise the opportunities they seek. Our industry specialisation allows us to help co-create solutions with our clients for their sector of interest.

Prowis has an elegant infrastructure and excellent working atmosphere. Prowis is having excellent and well trained staff to cater to clients.. We have developed the excellent training and practice modules for staff and clients. Having based at Chennai, Prowis has network of associate professional offices in Bangalore, Delhi, Mumbai, Hyderabad & Gurgaon representing us in all the major cities of India.



**Secretarial, Legal, Financial
& Corporate Solutions**

WHOM WE SERVE

A vibrant and progressive corporate with ideal combination of Company Secretaries and Lawyers with local insight and a global vision, Prowis provides professional services in the areas of Corporate Law Consultancy and Secretarial Practice. Prowis has developed a wide network and relationships with several firms around the country and will be providing any service at any place and at any time.

Prowis endeavors to maintain and widen its client base by continuously adhering to the highest professional standards in the field of Corporate Law & Practices. Prowis had always been forefront of the corporate sphere, having advised and represented corporate clients, through a combination of hand holding and guidance. We believe in providing quality and time bound services to clients.

Prowis has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, inbound and outbound Investment, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings and Capital Market Transactions. We further specialize in providing services in the areas of Corporate Restructuring, Mergers, Demergers, Buy-back, Takeovers and Investments.

The 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), Director General of Foreign Trade (DGFT), Software Technology Parks of India (STPI), approvals for establishment of 100% Export Oriented Units (EOU), approvals for establishment of units in the Special Economic Zones (SEZ), Foreign Exchange Regulations, Foreign Direct Investment (FDI) in Real Estate, Retail, Trading, Non-banking finance companies etc.



OUR TEAM

CS P. SRIRAM, M. A. (C.S.), F. C. S.

A Post Graduate in Corporate Secretaryship, a Gold Medalist, Rank Holder from University of Madras, Fellow Member of Institute of Company Secretaries of India and has a aptitude of achieving end results on Complete Corporate Solution.

Having expert knowledge and experience of more than a decade in all Corporate Law Matters and is having a good rapport with Registrar of Companies (ROC), Ministry of Corporate Affairs (MCA), Company Law Board (CLB) and Regional Directors (RD).

Specialized in providing advices to corporate in different sector for financial restructuring, Mergers, Amalgamation, De-merger, Reverse Merger and complying with all legal formalities.

Handled several Public Issues from 2000 to 2011 and providing IPO services like Legal Due Diligence, Drafting of Prospectus, Liasoning with lead managers, Registrars to the issue, Bankers, Merchant bankers and getting approval from Stock Exchange / SEBI / ROC & RBI.

Provided complete secretarial assistance and back up services for various types of corporate operating in different sectors and also given expert advice on all corporate matters, compliance with various statues / legislation to comply with all the legal formalities that were applicable to the respective corporate concerned and leading the corporate to comply with Corporate Governance

CS I. K. GAYATHRI, B. A. (C.S.), A. C. S.

Ms. I. K. Gayathri, an Associate Member of the Institute of Company Secretaries of India, since January 1996, secured III rank in the University of Madras, in B. A. Corporate Secretaryship. She underwent 15 Months Management training at SPIC Limited. She has an experience of eight years in secretarial practice and worked as an Associate of a leading Practising Company Secretaries Firm in Chennai.

TEAMWORK



Together we can.

She has handled numerous listed companies with various key responsibilities which includes Share transfer / Dematerialization of shares, Conducting Board meetings and shareholders meeting and ensuring compliance of provisions of Companies Act, 1956 and stock exchange requirements, Listing of shares and Revocation of Suspension of trading with stock exchanges, Preferential Issues, Drafting and Filing of application with SEBI takeover Panel seeking exemption under Regulation 3(1) (I) of SEBI (SAST) Regulations, 1997. Assisted in Merger/Amalgamation and Reduction of capital of a listed public company, Postal Ballot. Buyback of shares of listed/unlisted Public and Private companies and Liasoning with Stock exchanges, SEBI, Registrars, Merchant Bankers.

CS NITHYA PASUPATHY B.A; B.L , A.C.S

Ms. Nithya Pasupathy, Bachelor of Law from Dr. Ambedkar Law University, Chennai and an Associate Member of the Institute of Company Secretaries of India, since December 2008. She started her career as a Management Trainee in M/s. Integrated Enterprises (India) Limited, Registrar & Share Transfer Agent. She carries with her an experience of four years in secretarial practice. Before joining the Firm, she was the Company Secretary of M/s. Aditya Birla Money Limited and M/s. Zylog Systems (India) Limited.

During the Course of her employment, she has handled various key responsibilities that include Conducting Board meetings, Shareholders Meeting, ensuring compliance of provisions of Companies Act, 1956, stock exchange requirements, Preferential Issues, GDR, Share transfer / Dematerialization of shares. She has been involved in fund-raising with multiple banks / Financial Institutions. She was also a part of the Investors Relations team that actively liaisons with stock market analysts. She was also playing a vital role in liasoning with Stock exchanges, SEBI and other statutory authorities.

CS. P. M. VATSALA.

Ms. P. M. Vatsala graduated from Justice Basheer Ahamed Syed College for Women where she pursued her under-graduation as a Bachelor of Commerce and also secured 1st Rank in the course. She had completed her 15 months training from a reputed Practising Company Secretary firm in Chennai. She is presently serving on the Board of Studies of B. Com as an Alumni Representative.



MS. DIVYA VENKAT

Ms. Divya Venkat completed her degree as a B. Com (C. S.) from M. O. P. Vaishnav College for Women in June 2010, thereafter she joined KPMG as an analyst. On clearing the Executive programme examination, she undertook the Apprenticeship Training. Ms. Divya also intends to pursue Law.

MR.ARAVINDKUMAR. V

Mr. AravindKumar completed his B.com Degree from Ramakrishna Mission Vivekananda College, Chennai is undergoing his apprenticeship with aim to achieve a challenging position in field of law, accounts and secretarial matters and to keep apprised with the growing trend of the commerce community. Aravind is awaiting his result for the Professional Programme conducted by the Institute of Company Secretaries of India.

MS.ANNAPOORANEE. V

Ms. Annapoorne completed her degree as B.com (Accounting and Finance) from Shri Shankarlal Sundarbai Shasun Jain College for Women in June 2011 and have secured 1st rank in the college and 5th rank in the university. On clearing the Executive programme examination, she is undergoing her the Apprenticeship Training.



OUR SERVICES

DUE DILIGENCE

Growing complexity in the business environment and high-profile corporate scandals have indelibly changed the legal and regulatory landscape. The result is an unprecedented increase in business-related investigations and litigation.

Due Diligence is the process of investigating all the information that is pertinent to an issue. The careful investigation is necessary to ensure all the material information pertinent to the issue. The performance of those actions that are generally regarded as prudent, responsible and necessary to conduct a thorough and objective investigation, review and/or analysis

We have solutions that combine experience, subject matter knowledge and deep industry expertise. Prowis offers mobilize resources to assess your issues and develop a plan of action to discreetly and cost effectively manage your situation while sustaining public credibility during challenging times. Prowis provides a complete due diligence report to its Clients who are looking for enhancing organizational efficiencies. The analysis includes a complete report which discovers all risks and implications regarding a decision to be made.

Prowis Legal Team undertakes due diligence exercise of business, legal and financial affairs of corporate bodies and helps clients to assess business proposals, identify possible legal problems, thus help clients in taking informed corporate decisions.

Regardless of the situation, while entering into business contract with other company & individuals can expose an organization/ company to a myriad of complex situation. Today, virtually all businesses are in some way affected by global enterprise. Prowis ensures strategic legal advice that helps its clients seize and maximize the available opportunities while also managing and minimizing the risks.

Prowis Team believes with its experience, risk can be narrowed down to the minimum. The risk management formula designed by our team includes an initial check-up of your business partner before entering into a business relationship with them. With a Comprehensive legal due diligence of your partner , Prowis will be able to spot what you can expect while entering into such contract. That's why a business/ legal audit may generally be necessary to determine which legal and structural issues the enterprise faces. Our Experience will help our client foresee many of the potential pitfalls and to develop plans to prevent them.



XBRL SERVICES

eXtensible Business Reporting Language (XBRL) defines and provides names- or "tags"- for numbers, narrative text, dates and other facts in a business report. It is often described as "bar coding" for financial and business information.

The benefit that XBRL will bring to businesses include:

- 👉 Ability of different regulatory bodies to use the same electronic data set - avoiding duplication & reducing compliance costs
- 👉 automatic exchange and reliable extraction of financial information across all software formats & technologies
- 👉 improvement in the efficiency with which various tools can generate comparisons & analysis

Prowis offer a comprehensive solution around your XBRL needs. Our solution is structured to address the compliance with the Ministry of Corporate Affairs mandate, flexibility to address the evolving financial reporting framework in India and scalability from outsourced services to in-house processing.

CERTIFICATION SERVICES

Prowis Team assists small or medium scale companies who do not have in-house secretarial departments. Prowis idea is to act as 'virtual' secretarial department. Nevertheless, for large organizations Prowis team is the one stop solution for all kind of secretarial assistance and legal advice and also carries out assignments allotted on ad-hoc basis.

Prowis through its Firm comprised of eminent Practising Company Secretaries provides Compliance Services to impeccably execute the routine compliances under the Companies Act. Viz. Certification of various forms under the Companies Act, 1956.



SECRETARIAL, LEGAL COMPLIANCE

- ✓ Drafting of notices, minutes etc. in respect of Board & General Meetings and assistance in finalizing the same.
- ✓ Assistance in keeping the Statutory Records & Registers under the Act up-to-date.
- ✓ Preparation of various Forms & Returns to be filed under the Companies Act, 1956.
- ✓ Certifying and filing various forms and returns with the Registrar of Companies, the Regional Director's Office and the Ministry of Corporate affairs.
- ✓ Attending the Board / General Meetings with prior notice, if required.
- ✓ Secretarial Compliance Certificate and /or Report of Secretarial Audit.
- ✓ Change in the name of a company.
- ✓ Addition of objects to the MOA.
- ✓ Conversion of the company into Public or Private.
- ✓ Petitions with Company Law Board / Regional Director under various provisions of Companies Act, 1956.
- ✓ Shifting of registered office from one State to another State.
- ✓ Search and Registration of Charges.

CUSTOMIZED SERVICES
TO CATER TO YOUR NEEDS



COMPANY FORMATION SERVICES

Prowis acts as a one stop solution to its existing and prospective clients to facilitate formation of companies in India be a private company, a public company, a producer company, a company under section 25 or part IX of the Companies Act, 1956, wholly owned Subsidiaries of of Foreign/ Domestic Company, joint venture companies, limited liability partnership etc...

Nevertheless Formation of Companies, Prowis extends its support in setting up of Branch / offices under the Foreign Exchange Management Act and Corporate Laws in India, in case of its clients across globe. The unique factor about Prowis is that formation of Company is in the shortest possible time.

Formation of a Company/LLP involves the following process :

- ✓ Understanding the requirement of the Client in respect of formation of a company or Limited Liability Partnership.
- ✓ Obtaining Director Identification Number (DIN) and Digital Signature (DSC) of proposed Director/s.
- ✓ Applying for name availability and follow up with the Registrar of Companies (ROC).
- ✓ Drafting Memorandum and Articles of Association of the Company as per nature of the business.
- ✓ Preparing and filing the final documents for registration with the ROC.
- ✓ Follow up for registration of the company and getting it registered.



Prowis Team completely takes care of the whole process efficiently and effectively and keeps the clients posted during the whole process.

CORPORATE RESTRUCTURING SERVICES

Corporate Restructuring as such requires deep knowledge of statutory and legal positions, current business and economic conditions and various socio-economic factors. Its a very critical area of transition for a company. It must be ensured that any Corporate Restructuring process yields the desired positive impact in all respects Prowis has always helped its esteemed Client companies by providing valuable insights and advisory services for such Corporate Restructuring and is very much acquainted enough to ensure that its advise for Corporate Restructuring has always yielded the desired positive impact in all respects.

Prowis has so far dealt with the following cases of restructuring :-

- ✓ Mergers, acquisitions and demergers.
- ✓ Reduction of Share Capital.
- ✓ Voluntary liquidation/liquidation and winding up of companies by the Court.
- ✓ Procedural formalities in relation to issue of ESOP and ESOS.
- ✓ Issuance of Sweat Equity of Shares
- ✓ Conversion of company from Private to Public and Public to Private.
- ✓ Drafting, Implementing and Assistance in Buyback scheme.
- ✓ Financial restructuring assistance.
- ✓ Company takeover



FEMA / RBI RELATED SERVICES

Prowis provides its clients various advisory and compliance services to companies to facilitate their handling of various aspects of the Foreign Direct Investment related matters.

These services are broadly offered under the following categories:-

- ✓ Advice and legal opinions under FEMA.
- ✓ Consultation to foreign companies for doing business in India and vice versa.
- ✓ Seeking FIPB Approvals and other required approvals from Government Agencies for FDI.
- ✓ Investment strategy for foreign companies.
- ✓ Other Compliances under FEMA.

INITIAL PUBLIC OFFER / INVESTMENT RELATED SERVICES

Any Company at some point in time need additional funding. There are many ways to raise additional capital , of which the familiar way is raising money through Public Offer. This involves many statutory and legal compliances. Strict Compliance of the statutory provisions, restrictions and procedures in respect of the capital raising or funds mobilization needs to be followed.

Prowis has the requisite expertise to offer its clients to take proper decisions by advising them about all factors involved in the process. **Our ageis range from advice to execution support to further statutory compliances:**

- ✓ Due Diligence - Legal and Financial.
- ✓ Documentation Process- pre and post funding.
- ✓ IPO Advisory and Assistance.



SEBI COMPLIANCES

There are certain specific guidelines, rules and compliances required to be adhered to under the Securities & Exchange Board of India (SEBI) for those companies incorporated / listed / to be listed on the Stock Exchange. Prowis Team has an experienced team to advice and help clients in the execution of these statutory requirements. **Our Team will -**

- ✓ Co-ordinate respect of Initial Public Offering (IPO) by a company.
- ✓ Ensure Compliances under Investor Protection Rules.
- ✓ Advice on compliances under the SEBI Takeover Regulations/ SEBI Insider Trading Regulations.
- ✓ Statutory Advice & Opinions on SEBI matters.
- ✓ Compliance under Listing Agreement.

CORPORATE GOVERNANCE COMPLIANCES

Corporate Governance is the key to proper management of the business of a company. Adherence of Corporate Governance is essential for the sustainable growth of the company. Indian laws provide a framework for Corporate Governance based on a mix of 'mandatory' and 'voluntary' compliances. Listed Public Companies have to fulfill some mandatory Corporate Governance compliances while unlisted companies can voluntarily choose to fulfill certain compliances in their own interest. Prowis offers to help and guide both categories of companies in ensuring that they fulfill their respective Corporate Governance commitments.

Our services includes:-

- ✓ Ensuring the composition of the Board of Directors, Audit Committee and other committees.
- ✓ Expressing opinion on the interpretation of the SEBI Corporate Governance Code.
- ✓ Assisting in drafting the various codes required under Clause 49 of the Listing Agreement.
- ✓ Attending meetings of the Board and Audit Committee of listed public limited companies.
- ✓ Assisting in periodical Corporate Governance compliance and audit.
- ✓ Preparing Corporate Governance Reports.
- ✓ Consultancy on matters arising during implementation of the Companies Act, 1956.

CONTACT

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