



ra
&
associates
company secretaries

Corporate Profile

Who We Are

R & A Associates is an integrated service law firm focussed on corporate laws, registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI).

R & A 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.

R & A'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), 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.

Headquartered in Hyderabad and having a branch in Delhi & Gurgaon and associates representing us in all the major cities of India, R & A has been in the forefront of the corporate sphere, having advised and represented corporate clients from across the globe, through a combination of hand holding and guidance.

The partners have an average experience of over 15 years in handling complex legal issues touching on almost all aspects of Indian Corporate law.

Facilities

We are a technology savvy firm, and are equipped with the latest technology and communication system.

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.

People

Ms. Rashida Adenwala is a founder partner of the firm. She has distinguished exposure and over two decades of experience in private equity, public offerings, preparation of business plans, and advising on valuations. Before forming the firm, she was associated with various corporates in Mumbai and Hyderabad.

She has extensively traveled abroad on professional engagements.

Her profile was published under the title “Women of Worth” in Indian Express, the English daily on 16th February, 2008.

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She has been a regular speaker at various training programs conducted by the Institute of Company Secretaries of India (ICSI). She was a member of the Secretarial Standards Board constituted by ICSI for the years 2006 and 2008. At present she is the member of Expert Advisory Board of ICSI.

She has participated in the Board Leadership Training of Trainers Workshop in 2008 conducted by International Financial Corporation, Global Corporate Governance Forum, NISM and ICSI.

Her major assignments in recent times include listing of securities of DQ Entertainment on AIMs, FCCB and the GDR issue for Country Club.

She is a Fellow member of the Institute of Company Secretaries of India, Bachelor of Law and Bachelor of Commerce.

Mr. G. Raghu Babu is a founder partner of R & A Associates. He has immense knowledge and over 15 years of experience in corporate legal, secretarial, corporate restructuring, foreign collaborations and joint venture services.

Over the last 5 years Mr. G. Raghu Babu has lead legal Due Diligence assignments for the acquisition, M & A, private equity etc., Also drafted and vetted number of agreements like., Shareholders Agreement, Share Subscription Agreement, Collaboration Agreement etc. He has also done international assignments in Sri Lanka and Thailand. Closely associated with a number of start up companies and advised on capital structuring, stock options, seed and angel round of investments, shareholder agreements etc.,

He is a Fellow member of the Institute of Company Secretaries of India (ICSI) and obtained Masters Degree in Commerce and Bachelors Degree in Law.

He was the Managing Committee member of the ICSI - Hyderabad Chapter for the term 2004-06 and Vice-Chairman for the year 2006. He was a member of the Expert Advisory Board of the Institute of Company Secretaries of India (ICSI) for the year 2008. He was the member of Secretarial Standards Board of ICSI for the year 2009. He is also a member of Federation of AP Chamber of Commerce and Industry, Hyderabad Management Association and AP Tax Bar Association.

He has been associated with the Hyderabad Chapter, ICSI as a faculty and addressed number of Seminars, Secretarial Modular Training Programmes (SMTP), Training Orientation Programme (TOP), Seminars and Workshops conducted by ICSI. He was also a faculty of the Hyderabad Chapter of ICWAI in the year 1999-2000.

He authored an Article on "Indian FCCBs - Current Scenario" which was published in Taxmann's Corporate Professional Today in the month of June 2009. He has attended number of personality development programmes, national and international seminars and conferences.

Mr. R. Ramakrishna Gupta (Ramki) is a partner of the firm. He has immense knowledge and experience in stock option plans, public issue management, takeover regulations, various Listing formalities with the Stock Exchanges, and Corporate Law Compliance including regulatory approvals.

Mr. Ramki started his career with R & A as a trainee, and was thereafter elevated as a Partner.

He is a fellow Member of the Institute of Company Secretaries of India, and a Bachelor of Law as well as a Bachelor of Science.

Ms. B. Bhavani Raj is a Partner of the Firm. Her expertise, inter-alia, is in regulatory approvals, licenses, registrations for any organisation set up in India including Labor license, Professional Tax, Trade License, Value Added Tax, Service Tax etc. Beside Companies Act, 1956, she has good command on Foreign Exchange Management Act, 1999 (FEMA), Import Export Policy, Securities Exchange Board of India (SEBI) and Stock Exchange related rules, regulations and bye laws.

She has good exposure to compliance audit and compliance management system, legal due diligence, drafting and vetting of various legal agreements.

She involves in drafting manuals, guides, interpretations and providing opinions on the above topics. She has very actively participated and associated with the ICAI in a seminar addressing the articled clerks of ICAI and chartered accountants on MCA 21 and won the appreciation from the audience and organizers of the seminar.

She is an Associate Member of the Institute of Company Secretaries of India and a Bachelor of Laws. She is a member of Foreign Trade Committee of the Federation of Andhra Pradesh Chambers of Commerce and Industry (FAPCCI).

She has been associated with R & A since 2004. Considering her contribution, she is elevated as Partner in 2011.

Ms. Vaishali Vohra is the Branch Head - Delhi & Gurgaon. She has started her career with R & A in 1996 as a Trainee and was absorbed here as an Associate, after successful completion of her training. She was associated with R & A till September, 2000. Since then she has been re-locating to various destinations and worked as a Company Secretary in whole time employment with corporates in Bangalore and Delhi. She also had been associated with a reputed and dynamic education institution as a Senior Program Educator.

She has hands on experience in Corporate Secretarial matters. In addition to the compliances under the Companies Act with specific impetus on Secretarial Compliance Audit, she has also handled compliances with the regulations of MCX, NSDL and the NSE, drafting Legal agreements and contracts, Export subsidy matters, MIS Reporting, Insurance related issues, reporting to the Management and Statutory Bodies and also liasoning with the Department of Consumer Affairs.

She is a fellow Member of the Institute of Company Secretaries of India, and a Bachelor of commerce.

Ms. K. Vanaja is a senior associate of the firm. She has an experience of about 7 years. She has very good command in Secretarial Compliance Audit, Due Diligence, ESOPs, Preferential Allotment, FEMA and Stock Exchange related issues.

She is an Associate Member of the Institute of Company Secretaries of India and a Master of Commerce.

Ms. T. Sandhya is a senior associate of the Firm. She has an experience of about 7 years. She has command over secretarial matters, legal due diligence, incorporations, FEMA Matters, drafting and vetting of various Legal agreements, SEBI and Stock Exchange related issues.

She is also involved in writing views/suggestions for the concept papers posted on various Indian Government Department's sites. She has participated by writing various articles to various magazines such as FAPCCI Journal, Taxmann Journal, Corporate Secretary, etc.

She is an Associate Member of the Institute of Company Secretaries of India and scored All India 7th Rank in Finals. She has done her Bachelor of Commerce and Masters in Business Administration

Mr. Prashant Kumar Jain is an Associate of R & A and has a work experience of about 3½ years at R & A. He is a Bachelor of Commerce (B.Com), Bachelor of law (LLB) and an Associate Member of the Institute of Company Secretaries of India (ICSI). Presently he is pursuing his Cost Accountancy from Institute of Cost & Works Accountants of India (ICWAI) and MBA from Symbiosis Centre for Distance Learning (SCDL).

He has good command in Forex Laws, Drafting of agreements, Secretarial Compliance Audit, Due Diligence and stock exchange related issues.

Ms. Suchi Goyal is an Associate of R & A and has a work experience of about 1½ years. She is a graduate in commerce and a member of the Institute of Company Secretaries of India. She handles the various secretarial matters including SEBI Laws, FEMA and Stock Exchange related issues.

Mr. Ramesh Mannava is the Asst. Manager (Admin &HR) of R&A Associates. He joined in February 2011. And he has 3 ½ years experience in Admin and HR domain. He holds MBA from National Institute of Business Management Chennai and B.com from Achary Nagarjuna University.

He Started career in August 2007 as Faculty at Indian Institute of Job Oriented Training and later switched on to HR department to teach soft skills, operational part of administration till January 2009. Thereafter he joined AASHRAY a Social Service Organization as HR Executive and worked for two years.

Ms. Khusboo Laxmi Bhagat is an Associate of R & A Associates . She has work experience of 2 years in formation of companies, Search Reports, Status Reports, Charges. She is the member of Institute of Company Secretary India. Also she holds Bachelor degree in Commerce from Sambalpur University, Orissa. Right now she is handling work related to NBFC and listing Agreements.

Ms.Smita Janapareddy is an Associate Member of Institute of Company Secretaries of India(ICSI). She is also Post Graduate in Commerce from Ranchi University. She has work experience of 3 years. She has work experience in diversified fields. Comprising of secretarial and listing compliances, labour registrations, closure of defunct companies, Part IX conversions. She is associated with R & A for past one year.

Services

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 organisations..

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 Authorised 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, 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.
- Winding-up of companies / Striking off of the companies.
- 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 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.

Legal and Procedural Compliance Relating to Securities Laws

- Listing of securities - – equity and debt.
- Preparation of annual report incorporating the necessary requirements of clause 49 of the listing agreement.
- 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

Services to Banks / FIs

Services to the Banks / Financial Institutions

- 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 corporates. 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.

RBI and Forex Laws Compliance

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:

- Setting up of Foreign Subsidiaries.
- Setting up of Branch office, Liaison office, Project office and related compliances.
- FDI (Foreign Direct Investment) compliances.
- NRI (Non-Resident Indian) investment and compliances.
- External Commercial Borrowing.

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.

- Restructuring and re-engineering of organization including mergers / demerger / spin-off, reduction of share capital, and winding-up of operations.
- Transaction documents and agreements such as employment, consultancy, confidentiality, joint ventures, shareholders and subscription agreements, strategic 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.

Setting up of Offshore Companies

We have developed alliances with legal firms world wide to help our clients who interested to set up operations overseas. In consultation with the overseas legal firms, we assist the clients in formulating the tax efficient structures. We have already successfully incorporated companies for our clients in Mauritius, Dubai, Sri Lanka, Isle of Man, London, Gibraltar, Thailand, USA etc,

Labour Laws

Our Human Resource Law offering focuses on:

1. Structuring of Stock option plans (ESOPs) and share purchase schemes keeping in view Indian applicable laws, such as tax, labour, FEMA and guidelines issues by the Securities Exchange Board of India (SEBI)
2. Reviewing cross-border ESOP's to ensure that they are in compliance with all Indian regulations
3. Obtaining the clearances from the regulatory authorities for the implementation of ESOP's
4. Advising on applicability of various labour laws in setting up operations in India.
5. Employment Agreements

Domestic and International Offerings

- Advising our clients on all aspects of making a public offer in an international or a non-local market. Our advice encompasses the Indian exchange control regulations, and the applicable guidelines issued from time to time by the various Indian authorities such as the Securities and Exchange Board of India, Ministry of Finance and the Reserve Bank of India
- Drafting the requisite documents for the Domestic Initial Public Offering / Follow on Public Offer / ADR/GDR/IDR issue. In drafting these documents, we take into cognizance the requirements under various relevant Indian laws, guidelines and regulations and the requirements of the underwriters and overseas stock exchange
- Conducting a legal due diligence exercise in the context of the disclosure to be made by the issuer in the registration statement/prospectus
- Assisting the issuer company to comply with all domestic / overseas listing requirements by co-coordinating with the foreign counsel and also by resolving conflicts if any, between Indian company law requirements and the listing requirements of the overseas exchange
- Advising our clients on issues relating to the raising of debt capital including the Indian regulatory approvals required, the restrictions on the payment of interest to foreign investors and the tax related issues.

Advising clients who wish to raise foreign capital using a combination of the FCCB and GDR instruments.

Mergers & Acquisitions

Our M&A practice area mainly focuses on following broad areas:

- Structuring the Acquisition: The firm advises on various structuring issues involved in M&A deals, including determining the type of SPV, jurisdiction of SPV, type of instruments etc.
- Advice on Securities and Corporate Law issues: The firm advises on legal and compliance issues related to:
 - Corporate law requirements
 - Takeover Code and other securities laws issues
 - Listing and Regulatory requirements
 - Government approvals
 - Statutory filings
- Undertaking Legal Due Diligence.

Documentation: The firm undertakes drafting and review of term-sheet, definitive agreement, non-compete agreement, non-disclosure agreement, escrow agreement, stock swap agreement, employment agreement etc.

Legal Due Diligence

“Due diligence” is a process of acquiring objective and reliable information, generally on a person or a company, prior to a specific event or decision. It is usually a structured, systematic research effort, which is used to gather the critical facts and descriptive information (or to determine an absence of significant negative factors) which are most relevant to the making of an informed decision on a matter of importance.

One growing usage of **due diligence services** is for assessing risks and checking facts associated with private stock subscription offerings available to qualified investors under Private Placement Memorandums, and similar investment opportunities.

In order to effectively perform due diligence, one must have an understanding of what really matters with respect to the decision at hand. Often, this requires an understanding of competitive industry landscapes, the customer market place, operations, financial aspects, business development, strategy, and business analysis. Without this kind of experience and understanding, it is difficult to go beyond the standard check lists, and to truly know what may

be significant, what the significant risks specific to this situation may be, what to look for, what to ask, and whom to question.

Due diligence is often associated with corporate acquisitions. Indeed, it is not only an essential step in any significant business acquisition, it can sometimes be the most important step.

Due diligence can also be useful, in a similar manner, in the overall assessment of a contemplated business deal (which, of course, can be significant even if it doesn't involve an actual acquisition).

Likewise, due diligence is sometimes very appropriate in terms of learning more about a particular company. For example, a prospective board member or senior executive will want to know quite a bit about a company that has just extended an offer of a board seat or an executive position. This information needs to be comprehensive in covering critical factors, as well as objective, so one does not want to rely entirely on that which is provided by the company itself.

Our **due diligence services** in India may be comprehensive, or they may supplement other due diligence efforts, or they may be an intentionally limited, narrow-focus probe. We optimize the effort to fit within the time and budget requirements of the client, and can jointly map-out with the client the areas of concern and risk. We can provide short-notice, fast-turnaround due diligence reports where needed.

We undertake legal due diligence for various purposes such as Private Equity, Venture Capital Funding, Public Offerings, Mergers & Acquisitions etc.,

Export Oriented Units

SEZ Related Services

Establishment of SEZ

Preparation and Filing of Application in Form-A with Central & State Government, follow-up with State Government for its recommendations, Arrangement of formal approval, Arrangement of Inspection & Demarcation of processing and Non-processing area by DC, Completion of notification procedures, Permission for Authorised Operations, and Execution of Bond cum LUT.

Establishment of SEZ Units

Preparation and Filing of Application in Form-F along with Project Report to Development Commissioner, follow-up with the Office of the DC, Arrangement of LOP from DC, and Execution of Bond cum LUT with DC.

Excise Free Purchase

Scrutiny of Documents like Invoice, PO, ARE-I, PN etc., Filing of documents along with ARE-I to Authorized Officer of Customs, Inspection of Material by the Authorized Officer of the Customs, Endorsement of Re Warehousing on ARE-I, and Submission of ARE-I to the Vendor.

Exemption Certificates

Arrangement of Permissions for availing Exemption from Payment of Octroi, CST, VAT, Electricity Duty, Stamp Duty etc.

Incentive Schemes

Arrangement of Duty Drawback & DEPB credit against supply of Goods by DTA.

Periodical Returns

Filing of Quarterly Returns and APR to Development Commissioner, BOA, MOC, Customs & Central Excise.

Operation Manual

Rules & Regulations related to SEZ Acts 2005 & SEZ Rules 2006, Customs Act, Central Excise Act, Income Tax Act, Service Tax, CST, VAT, MAT, DDT etc. Updating with New Amendments and Laws.

Statutory Registrations

Registrations under Shops & Establishment Act, P.F.Act, ESIC Act, and PT Act.

STP / EHTP / BTP Related Services

- Registration of Units under STP / EHTP / BTP Scheme
- Permission for setting up of Private IT Park
- Arrangement of Custom Bonded Ware House License U/S. 58 & 65 of Customs Act 1962.
- Arrangement of all permissions like Import Certificate, Procurement Certificate, CT3 Certificate and Re-warehousing Certificate for the Duty Free Import and Excise Free Local Procurement of Goods from STPI and Customs.
- Arrangement of Permission from STPI and Customs for Expansion of Units, Inter unit Transfer of Goods, Repair/ Re-export of Duty Free Goods & De-Bonding of Goods.
- Filing of SOFTEX Forms and Periodical Returns to STPI.
- Renewal of Customs Bonded Ware House License
- Enhancement of Capital Goods Limit
- Arrangement of permission required for the change of Location.
- Arrangement of IT Certificate from the Office of Joint Director of Industries.

EOU Related Services

- Registration of Units under EOU Scheme with Development Commissioner
- Arrangement of Duty Free Import and Excise Free Local Purchase
- Filing of various Returns to Office of the development Commissioner, SEZ & Central Excise and Customs.
- Arrangement of Permission for Expansion of Units, Inter unit Transfer of Goods, Repair/ Re-export of Duty Free Goods & De-Bonding of Goods.

Contact Information

For more information, kindly contact us at:

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