



Shilpi Thapar & Associates

Company Secretaries

Corporate Profile

About Us

Founded in 2005, Shilpi Thapar and Associates is a Practicing Company Secretary firm rendering specialized services in area of Corporate Laws, IPR'S, Corporate Governance issues, Legal drafting of agreements, Corporate Restructuring etc and registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI).

Shilpi Thapar and Associates has immense experience and specialize in dealing with matters relating to Company Law, Securities Laws, orporate Governance matters, Legal Due Diligence, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Due Diligence, Listings and Capital Market Transactions.

Headquartered in Ahmedabad and a network of Associates representing us in all the major cities of India, Shilpi Thapar & Associates has been in the forefront of the corporate culture, having advised and represented corporate clients from across the country.

We love what we do, it's who we are. Our goal is to create work that is honest. Solutions that are exploratory, educational and inspirational. We work with the belief that the process and collaboration should be as exciting and fun as the end result.

Our Values

At Shilpi Thapar and Associates, we believe in acting professionally. Doing business with integrity. Being Passionate and Determined. Upholding our clients' reputations as well as our own. Treating people and the environment with respect. Acting in a socially responsible manner. Working together and thinking about the way we work. And above all, empowering ourselves and our stakeholders.

Infrastructure & Facility

We are a technology savvy firm, and are equipped with the latest technology and communication system. We are having swanky around 1500 sq.ft office premises in posh prahladnagar corporate road area of Ahmedabad.

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 currently functioning at well equipped office premise located at Prahladnagar, Ahmedabad.

People

At Shilpi Thapar & Associates, we are a team of 12 highly motivated young and experienced professionals. The quality of our people ensures the quality we serve our client. For the same reason, we put tremendous efforts in selection of our team. Our Team includes qualified company secretaries, Cost Accountants and Lawyers who have rich and wide experience in area of their expertise. This Structure ensures that

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we can quickly deliver to the client with the right team, with the right experience and expertise. At Shilpi Thapar & Associates, this group of Legal and Service Team play a vital role in executing the assignments by implementing robust tools to facilitate the Corporate Governance and Due Diligence.

Our Leader:



Ms. Shilpi Thapar is the founder of the firm.

CS Shilpi Thapar is a qualified Fellow member of The Institute of Company Secretaries of India. She is a qualified Associate member of The Institute of Chartered Secretaries and Administrator of England and Wales and a Law Graduate. She is adjudged as "Certified Corporate Director" by The World Council for the Corporate Governance London. She is also an associate Member of and CFE from Association of Certified Fraud Examiners (USA). She held a position of Independent Director in Gujarat State Investment Limited (Government of Gujarat full owned Undertaking).

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She has remarkable exposure and over a decade of experience in corporate law advisory to Corporates and Government Companies, corporate governance issues, and advising on various corporate and legal matters.

She has been a regular speaker at various training programs conducted by the Institute of Company Secretaries of India (ICSI). She has authored various articles on Corporate Laws published in monthly bulletin of Gujarat Chamber of Commerce, ICSI Chartered Secretary and contributed various papers on Corporate Law , Corporate Governance in International and National Conferences. She has conducted various Director's Training Programs at SPIPA- IAS Training Academy, Ahmedabad and in large corporates .

Services

1. Corporate Governance.

Corporate Governance is the framework of rules and practices by which the board of directors ensures accountability, fairness, and transparency in a company's relationship with its all stakeholders.

We at Shilpi Thapar and Associates believe Corporate Governance provides the structure through which corporations set and pursue their objectives, while reflecting the context of the social, regulatory and market environment. We provide the following services that strive to achieve a high level of corporate governance:

- To provide for a strong mechanism for monitoring the actions, policies and decisions of corporations to ensure alignment of interests among the stakeholders.
- To serve as trusted partners to boards, helping to determine critical business concerns and how best to mobilize their organizations whilst keeping operations running smoothly and efficiently.
- To advise a company to put in place the most appropriate governance methods, based on its corporate culture, size and business complexity.
- To assist the board in devising a good governance policy that helps create long-term value and reduce risk for shareholders and other stakeholders.

We further provide various advisory services to corporations to improve corporate governance in respect of:

1. Balancing conformance (i.e. compliance with legislation, regulation and codes of practice) with performance aspects of the board's work (i.e. improving the performance of the organization through strategy formulation and policy making).
2. Monitoring organizational performance along with ensuring various legal compliances.

2. Corporate Governance Audit

Corporate Governance Audit is an effective way to ensure that the company has complied with all the laws applicable and effective internal control systems, policies, procedures are implemented to serve needs of all the stakeholders.

We provide following services in respect of Corporate Governance Audit of corporations:

- To determine such procedure for assessing risks such as global, financial, general, economic, political, industry and company specific risks and to ensure adoption of such procedures to minimizing such risk.
- To monitor the internal audit function's independence and objectivity and the effectiveness of the internal audit process, taking into consideration relevant professional standards.
- To provide for such measures to ensure that company complies with Applicable Laws in respect of the following:
 1. Composition of the Board.
 2. Meetings of Board and Committee Meetings.
 3. Composition of various Committees of the Board including Audit Committee.
 4. Code of Conduct and whether the Company has laid down the same to various levels in organization.
 5. Information including Financial Statements and results, Annual operating plans and Budgets, Show cause or demand or prosecution notices and such other materially important documents are placed before the Board.

3. Corporate Law Advisory

Corporate law deals with the formation and operations of corporations and is related to commercial and contract law.

We at Shilpi Thapar and Associates specialize in various Corporate Law advisory and compliance related services :

- Incorporation of Private, Public, Section 8 Company(Companies with Charitable Objects) and Limited Liability Partnerships(LLPs) .
- Keeping record of and assistance for preparation of Secretarial and Statutory / Non-statutory records including Statutory Registers.
- Preparation and Alteration Of Memorandum of Association (MOA) and Articles Of Association(AOA).
- Issuing Compliance Certificate for Public, Private & Listed Companies.
- Obtaining Director Identification Number (DIN) and Digital Signature Certificate (DSC) for directors and professionals.
- Procedure for Issue of Preferential Shares / Private Placement.
- Holding various meetings including Board, General / Annual General, Class Meetings, Committee Meetings.
- Conversion of Private into Public Company and vice versa as well as Conversion of LLP into Company and vice versa.
- Procedures for Increase, consolidation, subdivision & reduction of Share Capital.
- Procedure for passing resolutions by postal ballot & providing scrutinizers' report.
- Procedures for appointment / resignation / removal of Auditors.

- Procedures for Alteration of name, Capital Clause and Object Clause of Memorandum of Association of a Company.
- Representation before the offices of Registrar of Companies (ROC), Regional Director (RD), Company Law Board (CLB), National Company Law Tribunals (NCLT), Ministry of Corporate Affairs (MCA), Stock Exchanges, SEBI, Banks, and other related statutory authorities for obtaining various regulatory approvals, adjudications, compounding of offences, etc.
- Assistance in compliance with various Guidelines, Rules and Regulations issued by SEBI.
- Preparation, certification and filling of various e-forms on MCA Portal including Filing of Annual Return and Financial Statements.

4. Advisory Services.

Shilpi Thapar and Associates provides corporate legal services and our experience in the area includes:

- Mergers & Amalgamation, De-merger and financial restructuring.
- Legal advisory services for application to various authorities like Insurance Regulatory and Development Authority of India (IRDAI) for obtaining Insurance licenses.
- Legal advisory services for application to Reserve Bank of India for obtaining NBFC Licenses.
- Periodical advisory services and/or retainer ship for Private Company /LLP / Closely held Company / Listed Company / Joint Venture Company / Section 8 Company for Company law related matters.
- Registration of business entities under Central/ State / Local Authorities.
- Advisory services with respect to Listing of Shares and IPO.

- Procedure for forfeiture / surrender / lien of shares.
- Advisory services with respect to reconstitution of Board of Directors and committees thereof.
- Advisory services in preparation of notices, agenda, minutes and resolutions for Board Meetings, Committees thereof, AGM, EGM, Statutory Meetings & reports thereof.

5. Legal.

Legal services are an important consideration for any business . Protecting the owner's personal assets from lawsuits against the business, ensuring protection for the business against discrimination, wrongful termination, and handling employee contracts, copyright claims, and incorporation are just a few of the legal issues that are being faced by corporations.

We, at Shilpi Thapar and Associates specialize in such varied legal services and provide legal opinions based on the Companies Act, 2013 and such other laws as applicable covering:

- Allotment of shares and filing of requisite forms in respect of the same.
- Stamp duty on issue of share certificates.
- Compliance of Public deposits.
- Buy-back of securities.
- Postal ballot.

- Corporate Governance and Independent Directors.
- Transfer of funds to investor education and protection fund.
- Oppression and mismanagement.
- Creation of charge over assets of company.
- SEBI & Stock Exchange related matters including Listing / Delisting of securities.
- FIPB and/or RBI related approvals , advisory and related matters.
- Advisory services relating to NCLT matters for approvals.
- Intellectual Property Rights: Trademarks, Copyright or Design Registrations and renewals.
- Advisory services in respect of Inbound / Outbound Foreign Direct Investments.

6. Secretarial Audit.

Secretarial Audit is a process to check compliance with – the provisions of various laws and Rules/Regulations/Procedures, maintenance of books, records etc, by an independent professional to ensure that the company has complied with the legal and procedural requirements and also followed due processes.

At Shilpi Thapar and Associates, we conduct a detailed secretarial audit of various books, records of the company-

- To Check Report on Compliances.
- To Protect the interest of the Customers, employees, society etc.
- To avoid any unwarranted legal actions by law enforcing agencies.
- To Point out Non- compliances and inadequate Compliances.

- To ensure that the legal and procedural requirements are duly complied with that strengthens the image and goodwill of a company.

We take utmost care to issue secretarial audit report as we believe it is a very important tool for identifying and prioritizing controls and establishing risk appetite while also being an important way to extend confidence to various stakeholders including Investors, Management.

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.

7. Due Diligence

At Shilpi Thapar and Associates, we focus on ways to enhance revenue and reduce cost, and implementing operational improvements in respect of various deals relating to takeover / merger / amalgamation.

We focus on the critical elements of the transactions, including:

- Determining and quantifying various industry and deal-specific risks and opportunities.
- Identifying hidden costs, commitments and contingencies.
- Identifying basic framework of various laws.
- Highlighting various issues likely to affect the contract conditions.

We also provide following services in respect of Due Diligence :

- To assist in obtaining necessary permissions from the requisite authorities.
- Identifying issues relating to structuring and documentation.

- Identifying legal and contractual impediments.
- Examination of issues and key areas that need to be addressed in the business plan and determining the impact of the same on the proposed transaction.
- To assess the nature and extent of the risks and highlight them and to obtain all material information in relation to the issuer for making disclosures in an offer document or subscription agreement, to enable investors to make an informed decision and to meet regulatory requirements.

8. Board Evaluation and Training:

Board Evaluation:

Board Evaluation is the most effective way to ensure Board members understand their duties and adopt effective good governance practices. To be effective, boardroom appraisals need to have specific, clearly defined steps and practices, and a special commitment from the Board.

We provide such Board evaluation services to set the standard of performance and improve the culture of collective action by Board which results in:

- Improving the performance of Board towards corporate goals and objectives.
- Assessing the balance of skills, knowledge and experience on the Board.
- Identifying the areas of concern and areas to be focused for improvement.
- Identifying and creating awareness about the role of Directors individually and collectively as Board.
- Effective Coordination between Board and Management.
- Overall growth of the organization.

We provide the following services that relate to Board Evaluation:

(a) Internal Evaluation: In case of internal evaluation, the Board is responsible for managing both the process as well as the content. We provide such assistance to the

Nomination and Remuneration Committee to help evaluate the Board by a standard questionnaire and/or through one-on-one interviews.

b) External Evaluation: Externally facilitated evaluations are undertaken with the assistance of an external expert, this adds to the level of independence of the evaluation. We conduct such one-on-one interviews to ensure the performance of the Board is improved and overall growth of the organization is maintained. This approach is also recommended by the UK Code for Corporate Governance for FTSE 350 companies and also in the revised ASX Corporate Governance Council Principles & Recommendations.

c) Peer Review: In this case, the evaluation of each Director is done by the Directors other than the one being evaluated. We help the Directors in the process to ensure the Board Evaluation is done in proper and just manner and in compliance of all the applicable laws and provisions.

Board and C-Suite Management Trainings:

We at Shilpi Thapar and Associates believe that in an ever changing and fast paced corporate world, training and development is an indispensable function. Board and C-Suite Management i.e CEO, CFO Training programs can have a huge impact on a company as they go a long way to produce targeted and tangible results for the business. Our mentor, CS Shilpi Thapar has had years of experience of imparting training to the Board of Directors, Aspirant Directors and C-Suite Executives. She has also authored a book "How to succeed in the Boardroom?". Formal director training helps directors to understand the legal implications of their new role and the responsibilities of company boards, What are the challenges of the new role, What do other board members expect from them, How to handle responsibilities as Board member, What practical steps they should take to improve their awareness, develop new skills, establish yourself in your new role.

Contact Information

For more information, kindly contact us at:

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Practicing Company Secretaries**

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