



KING STUBB & KASIVA
ADVOCATES AND ATTORNEYS

Corporate Secretarial & Regulatory Compliances



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ABOUT US:

KSK's Corporate Secretarial Practice is a dedicated vertical within the firm, focused on providing comprehensive governance, compliance, and advisory services to Indian and multinational corporations across sectors. We partner with our clients to ensure seamless navigation through India's complex regulatory landscape, enabling them to remain compliant, transparent, and operationally efficient.

Our team comprises qualified Company Secretaries, corporate lawyers, and compliance professionals with in-depth understanding of the Companies Act, 2013, FEMA, SEBI regulations, and allied laws. We support clients across the full lifecycle—from incorporation to expansion, restructuring, and even winding-up.

CORE SERVICE AREAS

1. Incorporation & Entity Structuring

- Advising clients on the optimal entity structure based on their business objectives, regulatory requirements, and foreign direct investment (FDI) considerations. Structures include Private Limited Company, Public Limited Company, Limited Liability Partnership (LLP), One Person Company (OPC), and Section 8 Companies (non-profit entities).
- Guiding on structuring the capital, shareholding pattern, and profit-sharing arrangements to optimize tax efficiency and regulatory compliance.
- Assisting foreign clients in setting up business entities in India, including incorporation of wholly owned subsidiaries or entering into joint ventures with Indian partners.
- Facilitating the establishment of Liaison Offices, Branch Offices, or Project Offices in India for foreign companies, in accordance with RBI guidelines and applicable regulations.
- Providing end-to-end support in obtaining prior government approval (Press Note 3 - PN3 approval) for investments originating from countries that share a land border with India, in compliance with the FDI Policy.
- Assisting in obtaining security clearance from the Ministry of Home Affairs (MHA) for the appointment of directors or key managerial personnel who are nationals of countries sharing a land border with India.
- Drafting and reviewing incorporation documents including Memorandum and Articles of Association, shareholder agreements, and joint venture agreements to ensure compliance and alignment with the client's objectives.

2. Secretarial Compliance Management

- Advising on post-incorporation immediate compliance requirements including appointment of first auditor, and opening of bank accounts, filing of Form INC-20A etc.
- **Maintenance of Statutory Registers:** Ensuring proper and up-to-date maintenance of all mandatory statutory registers such as Register of Members (MGT-1), Register of Shares or Securities Bought Back (SH-6), Register of Contracts and Arrangements in which Directors are Interested (MBP-2), and other relevant registers as prescribed under the Companies Act, 2013.
- **Timely Filing of Statutory Forms:** Preparation and timely filing of various e-forms such as DIR-12 (appointment/resignation of directors), MGT-7 (annual return), AOC-4 (financial statements), PAS-3 (return of allotment), and other event-based or annual forms with the Ministry of Corporate Affairs (MCA), to ensure statutory compliance and avoid penalties.
- **Board and General Meeting Compliance:** Providing end-to-end assistance in convening and conducting Board Meetings, Annual General Meetings (AGMs), and Extraordinary General Meetings (EGMs), including drafting and issuance of notices, preparation of agendas, drafting of resolutions and minutes in line with statutory requirements and best governance practices.
- **Monitoring Compliance with Secretarial Standards:** Ensuring adherence to Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI), specifically SS-1 (Meetings of the Board of Directors) and SS-2 (General Meetings), as mandated under the Companies Act.
- **Annual Compliance Packages for SMEs and Startups:** Offering tailored and cost-effective compliance packages to Small and Medium Enterprises (SMEs) and startups, covering routine filings, maintenance of records, statutory reporting, and advisory on governance matters to ensure smooth functioning and regulatory adherence.
- Providing regular updates on changes in corporate laws and advising clients on their applicability and impact on business operations.

3. FEMA & RBI Compliance

- Assistance in receiving foreign direct investment (FDI) and reporting on FIRMS portal.
- Issuance/transfer of shares to non-residents and compliance documentation.
- Compounding applications, ODI compliance, and liaison with Authorised Dealers.
- Guidance on pricing guidelines and downstream investment norms.

4. Due Diligence, Audit & Governance Review.

- Governance audits for unlisted public companies, large private companies, and NBFCs.
- Internal compliance health checks to pre-empt regulatory issues.
- Documentation and procedural checks for investor diligence or funding rounds.

5. Listed Company & SEBI Compliance

- Advisory on SEBI (LODR) Regulations, 2015 and Companies Act provisions.
- Disclosure requirements, board composition norms, and investor communication.
- Insider trading and code of conduct under SEBI (PIT) Regulations.
- Quarterly and annual compliance checklists and board packs.

6. Transaction Support

- Advisory and Compliance for Fundraising and Capital Restructuring: Assisting in private placements, rights issues, share buybacks, and Employee Stock Option Plan (ESOP)-related structuring and compliances, including drafting of relevant documents and filing with regulatory authorities.
- Mergers, Demergers, and Business Hive-offs: Providing end-to-end support in corporate restructuring transactions such as mergers, demergers, and hive-offs, including drafting of schemes, board and shareholder resolutions, and handling associated regulatory filings with the Ministry of Corporate Affairs and other authorities.
- Legal Due Diligence: Supporting legal due diligence processes during mergers & acquisitions (M&A), venture capital (VC), and private equity (PE) investments, by reviewing statutory records, identifying compliance gaps, and assisting in risk assessment.
- Representation Before NCLT: Representing clients before the National Company Law Tribunal (NCLT) in matters related to corporate restructuring, including approval of schemes of arrangement or merger, reduction of share capital, and other statutory approvals.

7. Representation & Regulatory Interface

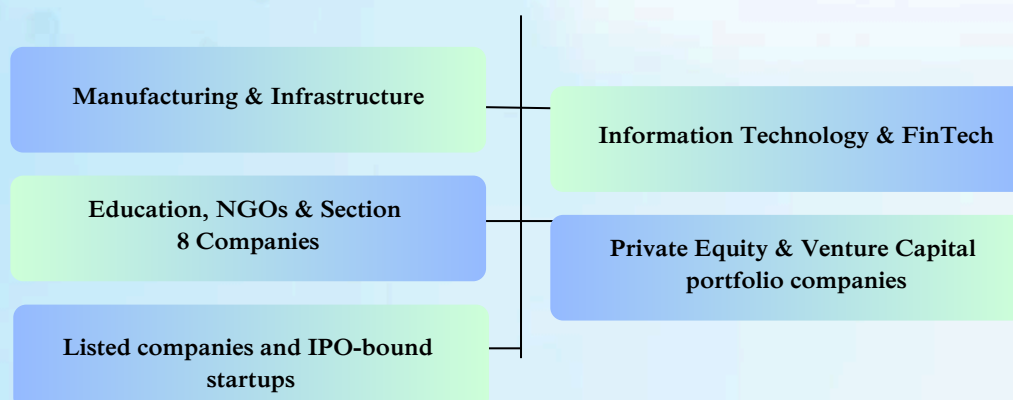
- Representing clients before various regulatory bodies including the **Registrar of Companies (RoC)**, **Regional Director (RD)**, and **National Company Law Tribunal (NCLT)** for matters related to compliance, approvals, rectifications, and dispute resolution.
- Liaising with various regulatory authorities such as the Ministry of Corporate Affairs (MCA), Reserve Bank of India (RBI), and Department for Promotion of Industry and Internal Trade (DPIIT) for approvals, registrations, and filings.
- Preparing and filing **compounding applications** for non-compliances under the Companies Act, **condonation of delay petitions** for delayed filings or approvals, and other regulatory applications as may be required from time to time.
- Assisting clients in **drafting comprehensive replies to notices, inquiries, and show-cause letters** issued by key regulators such as the **Ministry of Corporate Affairs (MCA)**, **Securities and Exchange Board of India (SEBI)**, **Reserve Bank of India (RBI)**, and the **Serious Fraud Investigation Office (SFIO)**.

8. Assistance in Licenses and Registrations Required for Doing Business

- **End-to-End Support for Business Licenses and Registrations:** Assisting clients in identifying and obtaining all mandatory and industry-specific licenses, registrations, and approvals required for legally commencing and operating a business in India.
- **Goods and Services Tax (GST) Registration:** Facilitating GST registration for businesses engaged in the supply of goods and/or services, including advisory on the applicability, threshold limits, and compliance under the GST regime.
- **Shops and Establishment Registration:** Helping businesses obtain registration under the respective State's Shops and Establishment Act, which is mandatory for offices, branches, and other commercial establishments.
- **Import Export Code (IEC):** Assisting companies engaged in import or export activities in obtaining an IEC from the Directorate General of Foreign Trade (DGFT), which is a prerequisite for international trade operations.
- **Professional Tax Registration:** Guiding on the applicability and obtaining registration under Professional Tax laws in relevant states, both for the employer and employees.
- **Employees' Provident Fund (EPF) and Employees' State Insurance (ESI):** Helping businesses with the registration under EPF and ESI legislations, which is mandatory based on employee headcount and salary thresholds.
- **Udyam Registration (for MSMEs):** Assisting micro, small, and medium enterprises (MSMEs) in obtaining Udyam Registration to avail benefits under various government schemes and incentives.
- **Sector-Specific Registrations and Approvals:** Providing support in obtaining licenses specific to regulated sectors such as:
 1. Food Safety and Standards Authority of India (FSSAI) License for food-related businesses.
 2. Drug License for pharmaceutical or healthcare companies.
 3. Registration under the Legal Metrology Act for businesses dealing in pre-packaged goods.
 4. Factory License under the Factories Act, 1948 for manufacturing entities.
 5. Trade License from local municipal authorities.
- **Environmental and Labour Law Compliances:** Advisory and assistance in obtaining necessary clearances under environmental laws (such as Pollution Control Board approvals) and labour law registrations (like CLRA, BOCW, etc.), as applicable to the nature and scale of operations.
- **Ongoing Compliance Advisory:** Providing continued support and guidance on renewal, updation, and compliance related to the obtained licenses to avoid penalties and ensure uninterrupted business operations.

INDUSTRIES SERVED

We work with clients across:



TECHNOLOGY & WORKFLOW

- E-filing through MCA V3 portal and RBI FIRMS portal
- Standard operating procedures and checklists for scalable compliance
- Use of compliance software such as BLISS, Legatrix, or Complinity
- Digital document management and automated alerts for due dates

WHY CHOOSE US:



EXPERTISE:

Expertise across lifecycle: From incorporation to liquidation, we provide strategic and operational support.

REGULATORY INSIGHT:

Regulatory insight: Our team stays ahead of evolving regulations to provide proactive compliance advice.



INTEGRATED SERVICES

Integrated services: Where required, we combine legal, financial, and secretarial support for seamless execution.

RESPONSIVENESS & CONFIDENTIALITY:

Responsiveness & confidentiality: Our turnaround times are among the best in the industry, with a commitment to data privacy.



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