



ABOUT US

Prowis Corporate Services Private Limited [hereafter referred as “Prowis”] is 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 is having a Branch in Bangalore & network of associate professional offices in Delhi, Mumbai, Hyderabad & Gurgaon representing us in all the major cities of India.

All the certification services are being provided by our associate firm M/s.P.Sriram & Associate, a practising company secretary firm.

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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.

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OUR TEAM / PRINCIPAL OFFICERS

CS P. Sriram, M. A. (C.S.), F. C. S. – Director

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 experience of more than 20 years in dealing with all Corporate & other allied Laws.

Is also a Insolvency Professional and acted as Resolution professional and Liquidator for many companies since 2017-18

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. ***Presently his core practice is practising on Corporate Restructuring, Insolvency Professional works, Liquidations, Mergers & Amalgamations***

Contact details : Email : sriram@prowiscorporate.com

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CS Nithya Pasupathy B.A; B.L , A.C.S – Director

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, 2013, 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.

Contact details : Email : nithya@prowiscorporate.com
Mobile : 9566033007

ADV. R. INBARAJU B.A. B.L – In-Charge – Legal

A lawyer by profession and consultant of our company, is Practicing as an Advocate in High Court Madras since 8 years. Associated with a Legal & Secretarial Firm, M/s. Prowis Corporate Services Private Limited, Chennai and is rendering legal advises to many leading corporates. He is having independent office..

He has handled all types of legal matters including Criminal Law, Suits, Labour Disputes, Consumer Claims, Motor Accident Claims, Company Law Cases, Constitutional Cases (Writs) Personal Law related Issues, Banking Law, Appeals Before Hon'ble High Courts at Madras.

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He has comprehensive understanding of Indian civil and criminal laws and has handled cases relating to various Acts viz., Land Acquisition, Education, Local Authorities, Labour Laws, Banking Laws, Negotiable Instrument Act, Constitutional Laws, Hindu Religious and Charitable Endowments Act, Juvenile Act, Industrial Disputes Act, Drugs & Cosmetics Act, Employees State Insurance, Provident Fund, etc.

Inbaraju is also responsible for examining opinion and identifying points of law contained within the opinions in different areas of corporate and commercial laws & practice and is specialized in drafting and vetting of Joint Ventures, Term Sheets, Shareholder Agreements and other Commercial Agreements specializes in vetting, conveyance, drafting, and interpretation of various type of contract/agreement such as collaboration, joint venture, consortium, Sale Deed, Lease Deed, Memorandum of Understanding, Builder Buyer Agreement, General Power of Attorney, Special power of attorney & other Legal Document Analyzing.

CORE TEAM MEMBERS :

Apart from the above Management Team there are Three Qualified Professionals & other trained work force and presently we have more than 20 employees in Chennai & Five in Bangalore Branch.

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OUR SERVICES

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 8 or chapter XXI part I of the Companies Act, 2013, wholly owned Subsidiaries 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.

Prowis also undertakes the end to end solution in establishing Wholly Owned Subsidiaries for Foreign Entities in India and further assist in supporting lending of Indian Directors on Board for such Companies and takes up the responsibility for compliances of all applicable laws in India including obtaining necessary Licenses , registrations from relevant Authorities.

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

POST INCORPORATION SERVICES:

Prowis also undertakes all the post incorporation services which is primarily is registration of PF/ESI, GST, Professional Tax, MSME, Shops & Establishment & other Licensing.

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SECRETARIAL AUDIT:

Though the word "SECRETARIAL AUDIT" indicates the audit on various secretarial functions and compliances on Corporate Laws, the scope of audit given under Section 204 and rules made thereunder makes it clear that compliance of various legislations and regulations including the Companies Act and other corporate and economic laws applicable to the company has been verified and reporting needs to be made on their compliances thereby making the scope of secretarial audit into Due Diligence process.

We have carried out the Secretarial audit for the following companies since its introduction in the Companies Act, 2013

LISTED COMPANIES:

1. Amrutanjan Health Care Limited
2. Ucal Fuel Systems Limited
3. 8k Miles Software Services Limited
4. Shriram Transport Finance Company Limited
5. Shriram City Union Finance Limited
6. IndBank Housing Limited
7. IndBank Merchant Banking Services Limited

UNLISTED COMPANIES

1. Tamilnadu Mercantile Bank Limited
2. Shriram Capital Limited
3. Shriram Housing Limited
4. Malladi Drugs & Pharmaceuticals Limited
5. The Kumbakonam Mutual Benefit Fund Limited
6. Sterling Holiday Resorts Limited

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SCRUTINIZER SERVICES:

Pursuant to the Provisions of Companies Act, 2013, Our Firm was appointed as Scrutinizer for the purpose of voting by electronic means and voting by poll to be carried on by the Company pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('Rules') and in accordance with the Listing Agreement, in respect of resolutions mentioned in the Notice of their Annual General Meeting . We have acted as scrutinizers for all the above mentioned companies apart from few other companies.

XBRL SERVICES:

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, 2013.

RETAINER SERVICES:

Prowis also undertakes the entire corporate advisory and secretarial services on retainer basis wherein the entire services will be provided by our team under one umbrella with the greater understanding of the Promoters, corporate structure, board composition etc.,

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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 ensure 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

In the last three financial years handled more than 15 mergers/amalgamation /reduction of capital and currently working for more than 10 cases.

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.

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- Consultation to foreign companies for doing business in India and vice versa
- 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.

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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, 2013.

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

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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.

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.

We look forward for your affirmative association with us.

CS. P.Sriram
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