
HPACS® Consulting

Corporate Governance, Advisory, Assurance and Legal
Compliance Services



WHO WE ARE

HPACS® Consulting was promoted in February 2006 by Mr. Hemant Paliwal, Managing Partner of Hemant Paliwal & Associates (a

Extensive corporate experience of over thirty years

firm of Company Secretaries) established in February 1999, who has a wide and extensive corporate experience of over thirty years.

The firm has a dedicated & client committed, team of Company Secretaries, Chartered Accountants, Cost Accountants, Lawyers, MBA's and Engineers from premier institutes specialized in their respective practice areas, with rich and wide experience.



OUR FOCUS

COMPLIANCE & TRUST BUILDERS

We take care of your business viability studies, assurances, advisory, legal, administrative and secretarial assignments, either on-

Business viability studies, assurances, advisory, legal, administrative and secretarial assignments.

site or off-site, focusing not just on where your company is, but on where you want it to be. We assist companies worldwide, assist shareholders, direc-

tors, company secretaries and members of close corporations by offering co-developed solutions using technical expertise, access to knowledge and timeout delivery.

OUR SERVICES

Single window for all corporate services

- [Corporate Affairs](#)
- [Financial Services](#)
- [Company Valuations](#)
- [New Projects](#)
- [International Practices](#)
- [Foreign Exchange Management](#)
- [Business Process Outsourcing \(BPO\)](#)
- [M & A Strategic Advisory:](#)
[Buy Side Advisory | Sell Side](#)
[Advisory](#)
- [Alternate Investment Market \(AIM\)](#)
[Listing at London Stock Exchange](#)



BREIF OF OUR SERVICES

Corporate Services:

- Annual filings and Compliances under the Companies Act, 2006 in the Companies House of United Kingdom.
- Foreign collaborations, Joint Ventures and setting up of subsidiaries in India and abroad.
- National and Cross border Mergers & Acquisitions.
- Memorandum of understanding, promoters agreements, shareholders agreements and Commercial & legal agreements.
- Management, Audit and implementation of Corporate Governance.
- Listing and delisting of shares on Stock Exchanges of India, UK and other Stock Exchanges in USA, Singapore and European countries and assisting in the compliance of disclosures guidelines as per the listing agreements and certifications as required therein.
- SEBI adjudications and Securities Appellate Tribunal (SAT) matters.
- Corporate Governance Certification under Listing Obligations and Disclosure Requirements (LODR) Regulations of India.
- Advise on new UK Corporate Governance Code of 2010 and the City code / Combined Code of London.
- External Commercial Borrowings (ECB) and international financial arrangements on turn key basis.

Financial Services

- Arranging and syndication of funds for new projects, existing running companies, including unlisted small, medium and large companies, from Financial Institutions, banks, venture capital funds, Mutual Funds and Capital Market. (IPO's)
- Advising on capital market, SEBI Act 1992 (India), compliance and audit of various rules, regulations and guidelines issued there under. Drafting of prospectus / letter of offer / other related document and obtaining various approvals in association with the lead merchant banker.
- Private Equity Arrangement.
- One time settlement of dues with banks and financial institutions, including "Corporate Debt Restructuring" (CDR) proposals.
- Assisting in the compliance of directions as issued by Financial Services Authority of UK and as issued by Securities Exchange Commission of USA



*Personalized Corporate Governance Support
Services To Company Directors On Phone Call*

Company Valuations:

In general, our process includes, but is not limited to the following:

- Analysis of relevant general economic and market conditions, demographics and industry data collected through independent research of publicly-available resources;
- Discussions with the Company, and/or others that are knowledgeable about the Company to gain an understanding of the nature of the business, its history, its future prospects, and to obtain an explanation and clarification of data provided.
- Analysis of the Company's operational and financial records and other corporate information to gain an understanding of its current and historical financial condition and performance;
- Analysis of the Company's historical and future earnings and cash flow;
- Search for, analysis of, and comparison to potentially similar companies that are publicly traded and/or which have been recently acquired in arms-length transactions; and
- Prior transactions involving the business, if any.

New Projects:

- Identifying new business projects.
- Market Research and technical evaluations.
- Project Report preparations.
- Techno-economic feasibility studies.
- Assisting in the preparations of bidding documents.
- Assisting in the implementation of projects.

International Practice:

- Formation of offshore companies in US, UK., Mauritius, Australia, New Zealand, South Africa, Canada, Hong Kong, Malaysia and Singapore and other parts of the world.
- Statutory compliance of companies in Companies House of UK and Companies Registry Authorities of host countries.
- Filing disclosure documents with Capital Market Regulatory Authorities of host countries, like SEC of U.S. / FSA of UK / SEBI of India .
- Compliance and registration of documents with Stock Exchanges as per Listing Agreements.
- Preparations of "Insider trading" report and advice on corporate governance.
- Compliance under Sarbanes Oxley Act 2002.
- Filings and amendments of state corporate documents related to qualifications to do business and compliance with host nation laws.
- Management of shareholders relations and related kinds of assistance to the Management of the company.
- Organize and maintain corporate records.
- Drafting of Minutes of Board and Shareholders Meetings.
- Syndication of International Funds for the companies.
- Finance, Accounts and Taxation jobs on business process outsourcing (BPO) model.
- Formulation and administration of Employee Stock Option Scheme



Foreign Exchange Management:

- Advice on legal and procedural matters falling under FEMA and arranging various approvals and compliance pursuant to various regulations issued under FEMA.
- International corporate strategies & affairs.

Business Process Outsourcing:

We provide the following outsourcing services to our clients:-

- Accounting Services
- Legal Services
- Taxation
- E-books constructions

M & A Strategic Advisory:

Buy-side Advisory | Sell-side Advisory

As part of every strategic M&A engagement HPACS' professionals:

- Analyze: Document and analyze clients' strategic objectives through our initial client review process.
- Explore: Compile an initial candidate list leveraging established industry contacts, continuous industry research and a proprietary internal database.
- Evaluate: Qualify potential candidates, benchmarking them against our clients' specific strategic objectives.
- Initiate: Initiate the process of mutual discovery and evaluation, introducing candidate companies through appropriate background information, conference calls, and face to face meetings; and educating candidate companies regarding the current client opportunity.
- Execute: Provide continuous counsel regarding current public comparables and industry multiples, typical deal structures, and appro-

priate terms / conditions. Support clients' legal counsel and tax advisors in reviewing Letters of Intent and potential subsequent Definitive Agreements.

Alternate Investment Market Listing at London Stock Exchange and Plus Exchange of London:

- We are specialized firm of Corporate Consulting on Alternate Investment Market (AIM) of London Stock Exchange (LSE) and Plus Exchange of London.
- Since 1995 AIM market is dedicated for small and medium companies as division of London Stock Exchange for Initial Public Offering and listing of existing securities, where securities are traded regularly like any other Stock Exchange of the world.

What we Provide in AIM listing:

- Initial Public Offering (IPO) on AIM through GDR application approval from Ministry of Finance, Government of India, for Indian clients and also for International clients.
- AIM Listing application process, guidance and advisory services, selection and coordination with all the Capital Market agencies / professional firms involved for AIM listing, on behalf of client.
- Advising and assisting you in preparing Financials and other Documents eligible to get the company admitted in the AIM -LSE, before due diligence is carried out by NOMADS, Law Firms and Chartered Accountants, as recognized by LSE
- International Tax Planning.
- Incorporation of Offshore Companies as strategic corporate decision.
- Consultation and arrangement on the Finance through other alternatives.



PROMOTER PROFILE

& THE HPACS TEAM



PROMOTER PROFILE:

Hemant Paliwal, is Master of Commerce (M.Com), specialized in Business Administration from University of Rajasthan, Jaipur (India). He is a qualified Company Secretary and became Fellow Member of the Institute of Company Secretaries of India in 1995. web: <http://www.icsi.edu>

He is member of numerous prestigious organisations, a few of them have been enumerated below:

- Society of Corporate Secretaries and Governance Professionals, New York, USA (www.governanceprofessionals.org)
- The Institute of Chartered Secretaries and Administrators, U.K. (<http://www.icsa.org.uk>)
- All India Management Association (AIMA) New Delhi (www.aima-ind.org)
- “National Association of Corporate Directors” (NACD) Washington (www.nacdonline.org)
- Registered “Insolvency Professional” with Insolvency and Bankruptcy Board of India, web: <http://ibbi.gov.in/>

Mr. Hemant Paliwal
M.Com, FCS, MIMA,
ACIS (UK), NACD
(USA)

He has participated and contributed in various professional development national and international seminars in India, UK, Malaysia and presented professional papers. He is professional Independent Director on the Board of International companies of US subsidiaries in India, like Gibson Guitar in India, HPACS Consulting (UK) Ltd of London.

He has over three decades of experience as Corporate Professional and he has worked with large Industrial houses/ institutions in India, such as - J. K. Industries Ltd, Continental Construction Ltd., and NSIC Ltd. Presently as Practicing Company Secretary he has successfully assisted to International companies from around the world to set up their Subsidiaries or Branches in India and post set-up, complete legal and commercial support services.

In India he manages Corporate Finance for Indian companies and advised them on listing at AIM - London Stock Exchange, External Commercial Borrowings. Joint Venture Agreements with overseas companies, formation of companies in India and abroad for Indian MNC's and compliance thereof and drafted schemes of transnational takeovers, Company Secretarial Audits (Legal Due Diligence) , Capital Market Laws & Securities and Exchange Board of India (SEBI) related matters in India, corporate governance matters, international secretarial services, taxation, and various corporate affairs issues. He can be contacted at e-mail: hemant@hpacs.com



Dr. Asha Paliwal

[Partner]

Human Resources



Mr. Kenneth Foo

[Associate-Malaysia]
Chartered
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