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# HPACS® Consulting

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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 firm of

Extensive corporate experience of over thirty years

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 Compa-

ny 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

- [Services under the Companies Act 2013](#)
- [Services under the Securities Exchange Board of India Act, 1992](#)
- [Services under Foreign Exchange Management Act 1999](#)
- [Corporate Affairs Services](#)
- [Accounting Advisory Services](#)
- [Taxation Advisory Services](#)
- [Technology Law and Intellectual Property Rights](#)
- [Competition Law & Anti-Trust Services](#)
- [Dispute Resolution](#)
- [Insolvency and Liquidation](#)
- [Sick Companies](#)



# BREIF OF OUR SERVICES

## Company Law

- Incorporation of New companies and Limited Liability Partnerships.
- Compliances Services under the Companies Act, 2013 and uploading Statutory Forms.
- Maintaining statutory secretarial records and statutory books electronically through on our in house software and generate reports/ statutory registers and circulating them instantly anywhere in the world via email.
- Secretarial Audit as required under the provisions of the Companies Act, 2013.
- Certification of Annual Return in accordance with the provisions of Companies Act, 2013.
- Advisory Services on the constitution of Board of Directors, Independent Directors, women Directors, small shareholders Directors, Audit Committee, Remuneration and Grievance Committee.
- Complete support and advisory services for implementation of Corporate Social Responsibility in compliance with the provisions of the Companies Act 2013.
- Drafting Director's Report and Board Evaluation Statement as required under the provisions of the Companies Act, 2013.
- Procedural filings with the regulatory authority (Registrar of Companies) on behalf of Indian and Foreign companies operating as a Branch office in India.
- Organising and conducting Board Meetings via Video Conferencing for Companies and circulating minutes.
- Organising Annual General Meetings and Proxy Management Services for Companies.
- Organising Postal ballot and e-ballot services and working as scrutinizers for certifying the voting results.
- Advisory services to the Directors of the companies on phone calls, Video calls, by e-mails or in meetings.
- Charge filings and Search Reports for lending banks and Financial Institutions from Registrar of Companies.
- Conducting due diligence on a company or generating any other specific search reports in respect of the companies from the records available with the regulatory authorities (Registrar of Companies).
- Complete company Law legal advisory and transactional services for amalgamation, reconstruction, reorganization and winding up of companies.
- Prosecuting Class action lawsuits under the Companies Act, 2013



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

## Winding up of companies

- Advice on the winding-up of Company and all allied matters.
- Preparation of Statement of Affairs for submission to Official Liquidators.
- Appearing before the Official Liquidator and the concerned High Courts in India.
- Business advice on shifting, buying and selling of Industrial properties/estates, machinery and tools including documentation, as agent.

## Services under the Securities Exchange Board of India Act, 1992

- Complete support, certifications and assistance in the implementation and compliance of Listing Agreement.
- Complete support and advisory services for Listing and Delisting of Shares from the Indian and Foreign Stock Exchanges.
- Complete support, advisory & transaction services to companies in implementing all Regulations, notifications, circulars and orders of Securities and Exchange Board of India (SEBI) issued under the SEBI Act 1992.
- Complete support in drafting replies to Show Cause notices issued by SEBI and making representation before the Adjudicating Officer of SEBI.
- Filing Appeal against the orders of SEBI in Securities Appellate Tribunal and allied services.
- As prescribed by Securities & Exchange Board

of India (SEBI) Audit of Stock Brokers, Depository Participants & Registrar and Transfer Agents.

## Services under Foreign Exchange Management Act 1999

- Complete support to Foreign Companies who wish to start business in India under the government's Foreign Direct Investment Policy and all allied legal activities related thereto.
- Complete support to Foreign Institutional Investors who wish to invest in Indian Capital Market and allied compliance with SEBI and RBI.
- Complete support and transaction services in the External Commercial Borrowings, Listing of Shares in Foreign Stock Exchanges, Raising Funds via ADR / GDR / IDR and compliance services towards RBI under the FEMA
- Advice on legal and procedural matters falling under Foreign Exchange Management Act 1999 (FEMA) of India and arranging various approvals and compliance pursuant to various regulations issued under FEMA.
- Drafting reply to show cause notices and appearing before the prescribed authorities under FEMA.
- In case of defaults filing compounding Petitions under FEMA 1999.



*Conducting Board Meetings On Video Conferencing  
And Circulating Minutes & Video Recordings*

## Corporate Affairs Services

- Foreign collaborations, Joint Ventures and setting up of subsidiaries in India and abroad.
- Searching potential target companies for Takeovers in India and abroad as per company strategies.
- Drafting Memorandum of understandings, promoter's agreements, shareholder's agreements and Commercial & legal agreements.
- Management Audit and implementation of Corporate Governance.
- Drafting Business Responsibility Reports as required under clause 55 of the Listing Agreement and for Global Companies Drafting "Sustainability Reports" as per Global Reporting Initiative, towards compliance of Foreign Stock Exchange Listing Agreements.

## Accounting Advisory Services

- Accounting advice for complex transactions, including M&A and corporate restructuring GAAP transformation
- GAAP conversion (from local GAAP to Ind AS, IFRS or US GAAP, and vice versa) including systems and tax support
- Advice on new accounting pronouncements Accounting Advisory support
- Assistance and advisory in financial reporting and analysis of accounting issues
- Accounting training solutions
- Treasury and hedge accounting support, including related valuations
- Accounting manuals
- Helping during Statutory Audit in direct coor-

dination with Statutory Auditors of the company. Capital markets

- Advisory Services on SEBI (ICDR) Regulations 2009
- Legal advisory services in secondary capital market transactions

## Taxation Advisory Services

### Direct Tax Advisory Services

- Advising on withholding tax obligations on payments
- Obtaining no-objection certificates
- Assisting in filing various tax returns
- Helping during tax audit by revenue authorities
- Providing corporate tax litigation assistance, including representation services
- Obtaining advance rulings

### Indirect Taxes Advisory Services

- Advising on collection of Service Tax, VAT tax and obligations on payments
- Obtaining no-objection certificates
- Assisting in filing various indirect tax returns.
- Advising on Excise and Customs obligations and timely payment thereof.
- Providing corporate indirect tax litigation assistance, including representation services
- Obtaining advance rulings.



## Technology Law and Intellectual Property Insolvency and Liquidation Rights

- Commercial agreements.
- Trade secrets.
- Intellectual Property litigation.
- International Privacy and Data protection.
- Technology licensing.
- Intellectual property enforcement and anti-piracy.
- Intellectual property portfolio management - Anti-counterfeiting, brand protection.
- Advisory services on government regulatory guidelines issued in pursuance of the Government of India's Digital India initiative.
- Ensuring compliance with Information Technology Act and its allied rules.
- Advising clients on implementation of data security protocols.
- Trade Marks registration, licensing & enforcement.

## Competition Law & Anti-Trust Services

- Acting as an authorized representative before the Competition Commission of India.
- Advising Company on dealership agreements, trade, practices, and sales campaigns.
- Advisory services on combinations and acquisitions regulated by the competition commission of India.

Advisory services for financial institutions to deal with the Insolvency resolution process and liquidation process.

Advisory services for companies to trigger the Insolvency resolution process.

Preparation of rehabilitation schemes for companies undergoing Insolvency resolution.

Representing companies and financial institutions before the Board/NCLT.

## Sick Companies

- Registration and reference to BIFR / AAIFR and appearance before them as authorized representatives.
- Preparation of Rehabilitation Scheme for the distressed companies.
- Search co-promoter or buyer for Sick / Distressed Units.
- Advisory services in allied matters pertaining to Sick / Distressed Units.





# 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](http://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](http://www.aima-ind.org))
- “Financial Times London Non-Executive Directors Club” London ([www.non-execs.com](http://www.non-execs.com))
- “National Association of Corporate Directors” (NACD) Washington ([www.nacdonline.org](http://www.nacdonline.org))

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

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](mailto:hemant@hpacs.com)



**Dr. Asha Paliwal**

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Human Resources



**Mr. Kenneth Foo**

[Associate-Malaysia]  
Chartered Company  
Secretary



**Mr. Vaijayant Paliwal**

[Associate Partner]



**Deborah King**

[Associate—UK]

Chartered Secretary



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- All India Management Association (AIMA) New Delhi ([www.aima-ind.org](http://www.aima-ind.org))
- “Financial Times London Non-Executive Directors Club” London ([www.non-execs.com](http://www.non-execs.com))
- “National Association of Corporate Directors” (NACD) Washington ([www.nacdonline.org](http://www.nacdonline.org))

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Dr. Asha Paliwal

[Partner]



Mr. Kenneth Foo

[Associate-Malaysia]  
Chartered Company  
Secretary



Deborah King

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## **HPACS® Consulting**

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