

ROLE OF A COMPANY SECRETARY IN AN IPO

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PRACTISING COMPANY SECRETARY

INTRODUCTION

- Why Only IPOs?
- Fund raising includes through
 - Rights Issues
 - Preferential Allotment
 - Qualified Institutional Placement
- Hence will include Role in all these Areas

INITIAL PUBLIC OFFERING

- Main Board
- SME Exchange
- Role as an Employee Company Secretary
 - Full time
 - Only for the IPO
- Role as a Practising Company Secretary

ROLE OF AN EMPLOYEE COMPANY SECRETARY

- Minutes Book
- Forms to be filed
- Challans
- Appointment of Independent Directors
- Constitution of Committees
- Fixing of Remuneration

ROLE OF AN EMPLOYEE COMPANY SECRETARY

- Borrowing Powers
- Amendment of Articles of Association
- Capital Structure
 - Allotments made
 - Funds Received
 - Share Transfers
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- Objects of the Issue

- Purpose
- Back ups

- Management

- Qualification
- Experience
- Back up

PRACTISING COMPANY SECRETARY

- Get the Company ready for an IPO
 - Role
 - Function
- Corporate Governance Certificate
 - Check all the records
 - Compliance with the provisions of the LODR
 - Generate UDIN
 - Issue Certificate

RIGHTS ISSUES

- Less than Rs.50 crores
- More than Rs.50 crores
- Due Diligence
 - How to carry out
- Back up documents
- Interaction with Stock Exchanges

RIGHTS ISSUES

- Drafting the Document
- Filing the Document with SEBI / Stock Exchange
- Opening of Bank Accounts
- Interaction with the Registrar
- Allotment
- Listing and Trading Approvals

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- Compliance Certificates – from PCS
 - Interaction with other Intermediaries
 - Interaction with the Registrar
 - Allotment
 - Listing and Trading Approvals

PREFERENTIAL ALLOTMENT

- No Merchant Banker to guide
- Resolutions
- Instruments
- Takeover Regulations – Impact
- Despatch of the Notice
- Application for in-principle approval

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- Interaction with Stock Exchange
 - Receipt of money
 - Allotment
 - Certificates from the PCS at the time of application for in-principle approval and listing approval
 - Apply for listing approval
 - Corporate Action
 - Trading Approval

- Thank You