

## **Introduction**

The firm Manoj Mehta & Co (MMC) is a professional organisation providing a gamut of corporate and legal services to a diverse clientele. Our philosophy is to understand the needs of the client and provide appropriate optimal solutions promptly and efficiently.

Our team of ethical professionals aspires to leverage research and knowledge to render their function in an efficient and competent manner. We transform the profession of accounting and consulting into a science through meticulous employment of knowledge and research targeted to obtain the most appropriate and effective solution for the client.

We focus on niche practice areas where significant effort, knowledge, research and application are obligatory in value terms. We exploit state of the art technology, electronic equipment and fully automated systems and procedures to extract an optimal balance of time and efficiency.

Our professional cohort includes senior consultants, junior consultants & assistants, paralegals having academic and specialist qualifications from the accounting, legal, management, financial and information systems & technology disciplines with exhaustive practical exposure.

***"Quality of Services"*** ..... we take pride in the fact that MMC has been awarded the "Peer Review Certificate" by the Institute of Chartered Accountants of India, wef 10-1-2013 valid to 10-1-2018. Peer Review is a verification process, conducted by another senior professional firm, of the systems & procedures of any firm to determine the quality and efficiency of that firm with regard to:

- (a) compliance of Technical, Professional & Ethical Standards & Norms;
- (b) Quality of Reporting;
- (c) Staff Training;
- (d) Office infrastructure; and
- (e) Proper systems, procedures & documentation to demonstrate the quality of auditing, consulting and attestation services

Our practice areas are broadly divided into domestic and international categories which are further elaborated into specific functional areas.

## **Practice Areas – Domestic**

***Taxation*** ..... (Income Tax, VAT or Sales Tax Laws, Service Tax laws, Trust Laws) comprising of routine tax returns, forms, eTDS; registrations, alterations & updation matters; routine & specific compliances; tax planning, structuring & optimising vis-a-vis the tax regulatory framework; specific structuring for mergers, acquisitions, demergers, joint ventures, slump sale; advising & addressing complex tax issues; transfer pricing issues; tax litigation .....

***Company Law*** ..... comprising of routine Registrar of Companies (ROC) compliances, returns, forms & filings; incorporations, registrations & conversions; advising on corporate mergers, acquisitions, de-mergers, spin-offs or hive-offs, collaborations, joint ventures & the related regulatory compliances; assisting foreign businesses & entrepreneurs to set-up business in India including incorporations, compliances under Reserve Bank of India (RBI) Laws & Foreign Exchange Control (FEMA) Laws, structuring & tax optimising; advising on issues relating to stock exchange or SEBI compliances or corporate governance; incorporation of section 25 (non profit) companies; advising & addressing complex legal issues like change or shifting of registered office, alteration of memorandum or articles, removal of director, minority oppression, management disputes .....

***Auditing*** ..... comprising of internal audits, statutory audits, bank audits, excise audits, financial audits, forensic audits, risk assessments, systems audits & internal controls review; special purpose audits for mergers or

acquisitions, resource optimisation, cost centre analysis; speciality audit for accounting standards reporting & compliances, GAAP reporting & compliances, IFRS or IND-AS reporting & compliances .....

**Incorporations** ..... comprising of structuring, incorporation, registration of private or public limited company, limited liability partnership (LLP), charitable trust or NGO, venture capital fund .....

**Valuations** ..... valuation of shares or valuation of business or industrial undertaking required for merger, acquisition, joint venture proposals; for private equity, venture capital or other funding proposals; for brand sale or licensing; for general accounting or taxation purposes; valuation of IPR or intangibles like brands, knowhow, patents, celebrities .....

**Due Diligence** ..... comprising of due diligence reviews for mergers, acquisitions, demergers, collaborations, joint ventures, sale of undertaking, sale of business, acquisition of company or business; determining the networth status of an entity; determining the financial or legal compliance status .....

**Corporate, Investment Banking, Financial** ..... our corporate consulting areas comprises of corporate, financial or capital re-structuring; debt financing; private equity or venture capital funding; debenture or securities placements; advising & structuring on investment banking proposals, advising & sourcing for mergers/acquisitions; advising foreign companies/businesses on FDI (foreign direct investment into India) Policy for doing or setting-up business in India; advising Indian companies/businesses on ODI (overseas direct investment) Policy for doing or setting-up business in foreign countries .....

### **Practice Areas – International**

**Offshore** ..... comprising of incorporation of offshore company, liaison office, branch, free zone company, limited liability company, limited partnership & any other offshore vehicle at most of the tax neutral or non-tax neutral countries throughout the world; advising on selection of location & selection of type of offshore vehicle; advising on optimal structuring, tax planning & regulatory compliances; unique structuring for holding company .....

**FDI** ..... comprising of advising foreign companies/businesses on FDI (foreign direct investment into India) Policy under the RBI & FEMA Laws, including entry/exit strategies, regulatory framework & compliances, incorporations & business set-up with optimal structuring & tax issues, DTAA interpretations & cross border taxation issues .....

**ODI** ..... comprising of advising Indian companies/businesses on ODI (overseas direct investment) Policy under the RBI & FEMA Laws, including selection of offshore location, structuring & incorporation of appropriate offshore vehicle; advising on overseas regulatory framework & compliances; optimisation of taxation & double taxation avoidance agreements (DTAA) interpretations .....

### **Practice Milestones**

(the list below is enumerative and not exhaustive)

- ✓ Advising a more than 160 years old, large & well known charitable institution on intricate issues under tax & trust laws;
- ✓ Advising on corporate structuring, tax planning & company law issues, of a large pharmaceutical GMP Group;
- ✓ Incorporation of tax resident offshore companies at Hong Kong and Bangkok (Thailand) including ownership structuring, tax optimisation vis-a-vis Indian laws & advising on foreign regulatory compliances, for a leading Indian laboratory chemicals manufacturing group;

- ✓ Internal & systems audit for internal controls and forensic audit to investigate fraud, of a semi-government entity engaged in packaging research & development & technical education;
- ✓ Auditing & tax planning of medium to large construction houses & builders;
- ✓ Preparation of a comprehensive business & corporate re-structuring proposal for a top Indian confectionery & beverages conglomerate including issues relating to private equity, product & market remix & financial restructuring;
- ✓ Valuation of business of a leading furniture manufacturing unit along having a chain of retail outlets in various states, for an acquisition deal;
- ✓ Valuation of a manufacturing unit in Nepal for the purpose of divestment of equity holdings of an India promoter;
- ✓ Incorporation and tax structuring a holding company at Singapore for a big Indian industrial group;
- ✓ Preparation & conversion of annual report of an Indian subsidiary of a Singapore based parent company, as per IFRS Standards;
- ✓ Conducted statutory audit & special internal controls audit of stock brokers of recognised stock exchange, for determining control weaknesses;
- ✓ Intricate work contract tax planning for a turnkey project contractor under VAT & service tax laws having presence in Maharashtra, Gujarat, Punjab, Orissa, Assam;
- ✓ Statutory audit & tax optimisation of a Venture Capital Fund;
- ✓ Incorporation & complex structuring of unequal rights & entitlements of partners, for a Delhi based limited liability partnership (LLP) firm;
- ✓ Advising a retail conglomerate for establishing several offshore subsidiary companies/branches in Africa, South Asia, US & Europe including tax optimal structuring & regular FEMA compliances;
- ✓ Incorporation, structuring, advising on regulatory framework for a Dubai based Limited Liability Company (LLC) for an Indian construction firm including indentifying local 51% sponsor from UAE;
- ✓ Advising under FDI Policy for setting-up business operations & ongoing regulatory compliances for Hong Kong based business group;
- ✓ Advising US based promoters on acquisition of a 100% EOU jewellery unit in India including DTAA & transfer pricing issues;
- ✓ Advising an Oman based international investment group on entry strategies for India & exchange control law compliances;
- ✓ Advising a European Cosmetic conglomerate on entry strategies for Indian retail market, joint venture & cross border taxation issues;
- ✓ Advising a USA based market research Company as regards incorporation & structuring issues in India, hand holding through the process of business set-up, legal & regulatory process, routine audit, legal, taxation & regulatory compliance;
- ✓ Assisting a China based pharmaceutical group for setting up business in India including FDI advising, incorporation, advising on structuring & complex tax issues;
- ✓ Extensive exposure to typical & complex taxation issues of a LLP engaged in construction business;
- ✓ Assisting a large software group engaged in online marketing & networking solutions, for setting-up offshore operations, structuring for tax & treaty optimisation for Seychelles, US (Delaware), Dubai & BVI;

- ✓ Handling litigation related to promoters disputes & shareholder rights for an engineering company listed on stock exchanges;
- ✓ Handling tax litigation including transfer pricing issues of a USA based logistics group;
- ✓ Assisting a Venture Capital Fund in registration with SEBI, including structuring via Mauritius route, double taxation treaty & tax optimisation;
- ✓ Advising on internal controls & taxation issues of a stock exchange broker engaged in stock broking & trading in securities, futures & options derivatives;
- ✓ Advising a Nepal based large industrial house on specific issues of FDI Policy & general legal & regulatory issues;
- ✓ Advising on complex accounting & taxation issues of a commodities exchange member engaged in commodities derivatives trading;
- ✓ Company incorporation, tax structuring & routine compliances for a tourism development organisation having French promoters;
- ✓ Advising on taxation & legal issues, internal controls audit & company law compliances of a Hotel & Restaurant chain;

### **Client Matrix**

**Client Categories** ..... comprises of private & public limited companies, listed & closely held companies, limited liability partnership firms, HNI's, NRI's, foreign nationals, trusts, societies, NGO's, section 25 (non-profit) companies, non banking financial companies (NBFC's), subsidiary, branch or RO of a foreign company or foreign promoters, joint venture entities, SPV's (special purpose vehicles) for offshore or onshore investments, mergers or collaborations, MNC's, subsidiary, branch or RO of an Indian holding company or Indian promoters .....

**Industry Segments** ..... our client Stock Bin accommodates clients from:

- Textile industry – fabric processing, printing & finishing, garments & fashion accessories, garment wholesale & retail trading including job work, contract manufacturing, industrial fabrics manufacturing;
- Furniture industry – manufacturing, importing, retailing, supplying & job work;
- Steel industry – manufacturing of steel bars, rods, plates, wholesale trading in metals & stainless steel;
- Chemical industry – manufacturing of inorganic chemicals, speciality chemicals, laboratory chemicals, dyes & pigments, thickeners; Pharmaceutical industry – GMP & US-FDA units & regular entities engaged in manufacturing of bulk drugs, API, bulk intermediaries, formulations, herbal medicines, health care products, cosmetics, toiletries, life-science & bio-pharma;
- Electrical & Electronic industry – manufacturing of electrical goods, switchgears & control panels, computer accessories & parts, wholesale & retail trading, importing; Software industry – BPO's, KPO's, accounting & ERP software, online marketing, website designing with complex interactive features, networking, cloud computing, digital games;
- Engineering industry – manufacturing of industrial mould, dies, automobile parts, mould or dies for automobile industry, pumps & valves, injection moulding machinery;
- Gold & Diamond industry – manufacturing of diamond studded & gold jewellery, diamond polishing, trading in gold, diamond & other precious metals & stones, importing exporting;
- Mining industry – mining of gold ore, iron ore, manganese, copper;

- Construction industry – building or construction of residential & commercial buildings, township complex, retail malls, showrooms, godowns, parking podiums, farmhouses;
- Hospitality & Hotel industry – hotels with lodging & boarding facilities, multi cuisine restaurants, speciality restaurants, hotel chain having presence throughout India;
- Travel industry – large travel operators engaged in holiday tourism, packaged tours, business tourism, tradefairs, business delegations etc., for India & abroad;
- Entertainment industry – films, movies, documentaries, television (TV) programs, digital audio & video content recording & online download, mobile audio video content, ring tones, music videos, live concerts;
- Food industry – manufacturing of biscuits, sweets, chocolates & confectioneries;
- Logistics industry – domestic warehousing throughout India, domestic & international online order processing including parcel tracking, supply chain management;
- Venture Capital, Finance, Investment / Merchant Banking, Capital Market industry – an Indian venture capital fund registered at Mauritius, financial & corporate services including private equity, debenture placements, merchant banking & IPO's, investment bankers engaged in mergers & acquisition proposals, acquisition of IPR including brand, patents, software, copyrights & its valuation, large stock brokers & traders, large scale commodities brokers & traders including dealing in derivatives like futures, options;
- Research & Development sector – engaged in packaging, pharmaceutical, lab chemicals, food & confectioneries research, training & technology transfers;
- Agro & Plantations – engaged in huge rubber plantations business in Maharashtra, Goa & Kerela;
- Education industry – schools, colleges, institutions providing post graduate & professional qualifications including approved & recognised courses like technical, engineering, finance;
- Health industry – hospitals, clinics, health products, herbal medicines & cosmetics, health food, health food for animals; Marketing industry – marketing research, support, survey, intensive studies of consumer or customer behaviour & patterns;
- Retail industry – retail shops, large scale online retail suppliers, furniture retailers, branded garments & fashion retailers;
- Event Management industry – event managers, events, trade fairs, consumers fairs, cultural fair organisers;

**Geographical Segments** ..... our clientele is geographically widespread spanning domestic as well as international territories which comprises of states or cities like Mumbai, Pune, Aurangabad, Goa, Bengaluru, Hyderabad, Kolkata, Paradip, Delhi, Indore, Surat, Vadodara, Ahmedabad, Chandigarh, Jalandhar in India, and clients from countries like USA, UK, Netherlands, France, Germany, Nigeria, Kenya, Ivory Coast, Mauritius, Seychelles, Oman, Bahrain, UAE, Bangkok, Nepal, Indonesia, Singapore, Taiwan, Hong Kong, Australia internationally.

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