



Apogee Corporate Services Private Limited

COMPANY PROFILE



0141 4013370 /+91 9314017929



advisory@apogeeCorp.in



www.apogeeCorp.in

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About APOGEE

Apogee Corporate Services Private Limited is a premier consultancy and advisory company specialised to navigate the complexities of Securities Laws and Corporate Laws. We specialise in Pre-IPO readiness & Listing Compliance, Corporate Restructuring – Merger, Demerger, Acquisitions & Capital Reduction and Reorganisation, NBFC Registration & Compliances, Advisory & Execution of Issue of Shares on Preferential Basis, Right Issue, Bonus Issue, ESOP, ESPS, Sweat Equity, Voluntary Delisting, Compliance relating to SEBI Takeover Regulations and SEBI LODR, Secretarial Audit & Internal Audit, Due-diligence for IPO, and various other Corporate Law and Securities Law matters. We provide expert advisory services for matters relating to SEBI, SAT, RoC, RD, MCA, and RBI. We render the Registered Valuer Certification as well as SEBI registered Cat-I Merchant Banking Certification for regulatory requirements of the clients. Headquartered in Jaipur, Rajasthan, we maintain a formidable pan-India presence, serving prestigious clientele spanning the entire Indian landscape. Our mission is to manage your compliance burden and legal strategy so you can focus on what you do best running your organisation



VISION

To be the definitive bridge between corporate ambition and regulatory excellence, empowering Indian enterprises to reach their highest potential—their Apogee—on the global stage through structural integrity and strategic clarity.

MISSION

To transform the complexities of corporate law into a seamless pathway for growth. We combine deep-rooted institutional insight with a relentless commitment to operational precision, ensuring that every company we partner with is built on a foundation of trust, compliance, and future-ready governance.



Our Team

Apogee is built on a foundation of mentorship, relentless drive, and a multi-generational approach to Corporate Law. Our leadership team represents a powerful synergy of battle-tested experience and ambitious, forward-thinking energy. By bridging the gap between time-honoured professional standards and a modern, high-intensity approach to problem-solving, we ensure our clients benefit from both deep-rooted wisdom and a fresh, 'hungry' perspective. This core philosophy guides our entire staff, allowing us to maintain the dedicated focus of a specialized body with the impact of a national powerhouse. At Apogee, we prove every day that when seasoned expertise meets a new generation's drive, our clients get the best of both worlds.

B K SHARMA

Founder & Director | FCS, ACA, L.L.B., M.Com

With a professional journey spanning over 30 years, he brings an unparalleled depth of authority to Apogee Corporate Services. A dual-qualified expert in both Secretarial and Chartered Accountancy, he has navigated the regulatory landscape from the inside out, having served as the Executive Director of the Jaipur Stock Exchange, General Manager of the Delhi Stock Exchange, CEO of JSEL Securities Limited, Director of Corporate Affairs in Multi-National Companies and having served as Independent Director in Government Companies.

His leadership extends to the national level, evidenced by his services to the Profession as Chairman of the Northern India Regional Council (NIRC) of ICSI. From managing IPOs in the 1990s to his current specialized practice in SEBI regulations and RBI compliance for NBFCs, Mr. B K Sharma combines decades of institutional knowledge with a hands-on approach to corporate law. He serves as the company's lead strategist, ensuring every client is shielded by three decades of battle-tested expertise.

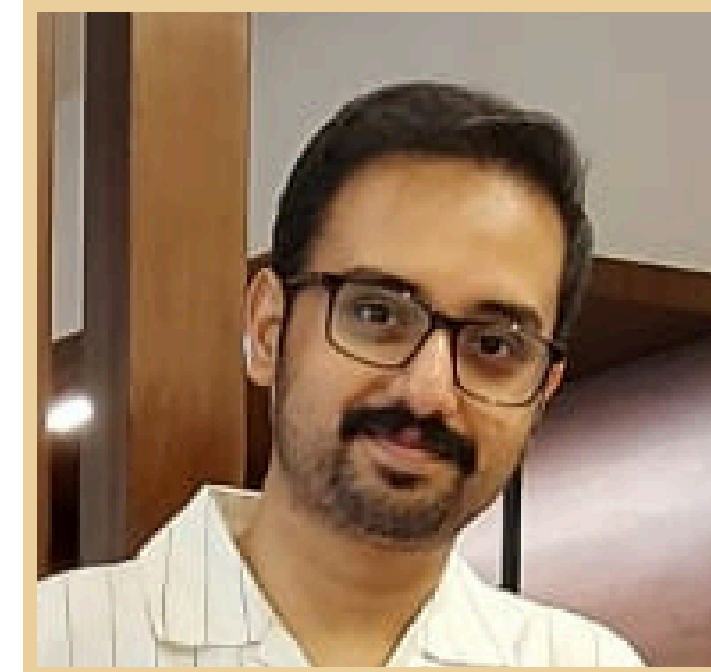


DEVESH SHARMA

Founder & Managing Director

Since Apogee's inception in 2022, he has been the driving force behind the company's technical execution and client delivery. While our senior leadership provides the strategic blueprint, Devesh oversees the critical implementation of our advisory services, ensuring that the complex machinery of corporate filings and regulatory documentation runs with flawless precision.

Having mastered the intricacies of the field through a dedicated, hands-on apprenticeship under the company's founder, he brings a practical, "field-tested" expertise to every project. He specializes in bridging the gap between high-level legal counsel and the rigorous, detail-oriented execution required to navigate even the most complex regulatory landscapes. His commitment to operational excellence and his deep familiarity with the company's core processes make him an indispensable partner to our clients, ensuring their most vital compliance matters are moved from theory to successful completion.



DEEPA SHARMA

Director – Corporate Strategy & Administration

Mrs. Deepa Sharma is a Director at Apogee, where she serves as a primary architect of the company's organizational culture and internal stability. A graduate in Political Science, she brings a balanced and thoughtful perspective to the Board, focusing on the long-term health and core values of the organization.

As a seasoned entrepreneur with a successful history of independent business leadership, Mrs. Sharma provides the high-level oversight necessary for a growing Consultancy & Advisory Services company. While our technical team manages the regulatory advisory services, her focus is on the "human" element of the business—mentoring our staff and fostering a professional environment rooted in excellence, discipline, and ethical practice.



Our Advisory Board

Beyond our internal leadership, Apogee draws upon a curated circle of seasoned professionals to sharpen our strategic edge. The Advisory Board serves as an extension of our intellectual capital, and acts as a sounding board for complex problem-solving. By integrating their external viewpoints, we ensure our clients receive solutions forged through rigorous debate and peer-level vetting. This collaborative pressure-testing ensures our work is airtight and built on a rock-solid foundation, giving you the absolute confidence that every strategy we implement is structurally sound and ready for regulatory inspection.

MR. PRASANNA TILAK

Advisor | FCA, FCS, LL.B, DISA, FAFD, Peer Reviewer, AICA Level1

Mr. Prasanna Tilak is a distinguished Advisor and Chartered Accountant, holding fellowships with both ICAI and ICSI, and a degree in law. With over 40 years of senior managerial experience across major conglomerates in India and overseas, Mr. Tilak has demonstrated expertise in finance, compliance, and strategic leadership. He retired as Functional Head – Finance & Commercial from the Aditya Birla Group in July 2017, following notable leadership roles at Almaya International Limited (Dubai, UAE) and the Sona Group of Industries (Nigeria).

Mr. Tilak's credentials include specialized certifications such as DISA, Peer Reviewer, FAFD, and AICA-Level 1 from ICAI. As a seasoned consultant and senior mentor, he offers deep expertise in project financing (including equity issues), mergers & acquisitions, ERP & SAP implementation, audit and taxation, NBFC compliance, and management information systems. His broad perspective and hands-on approach make him a trusted advisor for complex financial and operational challenges.



MR. SUDHIR GARG

Advisor | ACS

Mr. Sudhir Garg is an Associate Member of the ICSI with 32 years of vast experience working with listed companies. He possesses specialized expertise in Company Law, Corporate Governance, Securities Laws, GST, and various other Commercial Laws. He has a proven track record of serving various listed companies in the capacities of Company Secretary and Head of the Commercial Department. Mr. Garg currently advises on strategic decisions and future action plans to facilitate the company's rapid growth.



MR. GAJANAND GUPTA

Advisor | FCS

Mr. Gajanand Gupta is a Fellow Member of the ICSI with 31 years of extensive experience in the corporate sector. He spent much of his career working with the listed company, Polycon International Limited, where he served as both Company Secretary and Chief Financial Officer. His professional expertise is centered on Company Law, Corporate Governance, Securities Laws, Finance, and Commercial Laws.



OUR SERVICES

- **Securities Laws & Capital Market Services**
- **Corporate Law, Secretarial & Compliance Management**
- **Corporate Restructuring & Advisory Services**
- **NBFC and Compliances**
- **Financial, FEMA & Specialized Regulatory Services**
- **Audit & Assurance Services**

SECURITIES LAWS & CAPITAL MARKET SERVICES

(SEBI & Stock Exchanges)

- **IPO & Listing Management:** Comprehensive management of Mainboard and SME IPOs, including drafting of DRHP/RHP, coordination with Merchant Bankers, and acting as the company-side listing consultant and Secretarial Due Diligence for IPOs.
- **Debt Listing:** Listing of Non-Convertible Securities through Private Placement and Compliance thereof as per SEBI Regulations.
- **Listing of Securities of Existing Listed Companies:** Migration of SME Listed Company to Main Board, Direct Listing to other Exchanges, Listing of Securities from Dissemination Board to Main Board.
- **Listing Compliance (LODR):** Ensuring continuous compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, including quarterly/annual filings and corporate governance reports, Related Party Transactions (RPTs), Promoters reclassification.
- **Takeovers & Acquisitions:** Due Diligence of Target Company before acquisition, Compliance & Advisory relating to SEBI (SAST) Regulations, Exemptions from SEBI and managing the entire process of Takeover including Public Announcements, Detailed Public Statements, and Open Offers through Merchant Bankers.
- **Insider Trading Controls:** Implementation of SEBI (Prohibition of Insider Trading) Regulations with Listed Companies, drafting of Fair Practice Code for UPSI, Codes of Conduct and implementation of Structured Digital Databases (SDD).

SECURITIES LAWS & CAPITAL MARKET SERVICES

(SEBI & Stock Exchanges)

- **Buy-back of Shares:** Buy-back of Shares as per Companies Act, 2013 and/or SEBI (Buy-back of Securities) Regulations, 2018 along with Direct Tax Advisory.
- **Delisting/Relisting of Shares:** Managing voluntary delisting, whether exit opportunity required or not.
- **Issue of Securities:** Advisory & Execution of Issue of Shares, Warrants and Debt Securities on Preferential Basis, Right Issue, Bonus Issue, QIPs, ESOPs and Sweat Equity as per SEBI (ICDR) Regulations, 2018 and Companies Act, 2013, Approval from Stock Exchanges – In principle, Listing and Trading Approvals, Conversion of Warrants / Debentures.
- **Employee Stock Options:** Drafting of policies and implementation of ESOP as per Companies Act, 2013; ESOP, ESPS, REBS and SARS schemes in compliance with SEBI (SBEB) Regulations along with in-principal approval from Stock Exchanges.
- **Exchange-Specific Matters:** Handling Migration from SME to Mainboard, Revocation of Suspended Companies, and Direct Listing on NSE/BSE/MSEI.
- **Adjudication & Representation:** Appearing before SEBI and the Securities Appellate Tribunal (SAT) for adjudication proceedings and compounding of offences.
- **New-Age Listings:** Specialized advisory for REITs, InvITs, and listing on the Social Stock Exchange (SSE) for NGOs.
- **Corporate Action:** Split-off and Consolidation of Shares, Bonus Issue and Compliance of Stock Exchanges.

CORPORATE LAW, SECRETARIAL & COMPLIANCE MANAGEMENT

(MCA & RoC)

- **New Entity Incorporation:** Formation of Private Limited, Public Limited, One Person Companies (OPC), Limited Liability Partnerships (LLPs), Non-Banking Finance Companies (NBFCs), Section 8 Companies (NGOs), LLP and Nidhi Companies.
- **Statutory Document Drafting:** Professional drafting of Memorandum of Association (MOA), Articles of Association (AOA), Offer Letters, Share Purchase/ Subscription Agreement, LLP Agreements, etc.
- **Secretarial Records:** Maintaining all statutory books and registers, including Minutes of Board Meetings, General Meetings, and Committee Meetings.
- **Annual Filings:** Preparation and filing of Annual Returns (MGT-7 & 7A) and Financial Statements (AOC-4 & AOC-4 XBRL) with MCA.
- **Structural Changes:** Managing alteration of MOA/AOA, Change of Name of the Company and shifting of Registered Office (within state or inter-state).
- **Director & KMP Management:** Handling appointments, resignations, and remuneration of Directors and Key Managerial Personnel (KMP).
- **Charges & Deposits:** Registration, modification, and satisfaction of charges; compliance relating to the acceptance of deposits.
- **Entity Conversion:** Converting Private/Public Companies into LLPs and vice-versa.
- **Liaison Services:** Representing the company before the Ministry of Corporate Affairs (MCA), Regional Director (RD), and Registrar of Companies (ROC), Adjudicating Authorities, Hon'ble NCLT, MCA Inspection Officer, etc.

CORPORATE RESTRUCTURING & ADVISORY SERVICES

- **M&A Execution:** End-to-end advisory on Mergers, Amalgamations, Acquisitions, and Demergers, Capital Reduction Schemes and Appearance before the Hon'ble NCLT for approval of the Scheme and its implementation.
- **Fast Track Merger:** Merger/Amalgamation or Demerger of Small Companies, Unlisted Companies, Listed Companies (if Transferee Company), Holding & Subsidiaries as per Section 233 of the Companies Act, 2013.
- **Stock Exchange Approval:** For Scheme of Amalgamation, Merger or Demerger, Capital Reduction, etc. and implementation of the Scheme with Listing of additional securities issued under the said Scheme.
- **Due Diligence:** Conducting comprehensive Secretarial and Legal Due Diligence for IPOs, Bankers, Investors, or internal assessments.
- **Corporate Reorganization:** Executing Capital Reduction schemes, Slump Sales, and internal capital or debt restructurings.
- **Oppression & Mismanagement:** Handling litigation and representation in cases of shareholder disputes before the NCLT.

NBFC AND COMPLIANCES

- **NBFC Registration with RBI:** Registration as Non-Banking Finance Companies with RBI as NBFC-Non Deposit Type-I and Type-II, Micro Finance Company, Housing Finance Companies, etc.
- **Change of Management:** Prior Approval from RBI for Change of Management of the existing NBFC as per RBI Master Directions.
- **Change in Control:** Prior Approval from RBI for Change in Control of the existing NBFC as per RBI Master Directions.
- **Registration of NBFC with FIU, KYC-India, CERSAI, Credit Rating Agencies, etc.**
- **Compliance Management for periodical Returns with RBI through CIMS Portal**
- **Change of Name of NBFC:** Change of Name of existing NBFC and approval & issue of new Certificate of Registration (CoR) from RBI.
- **M&A:** Prior Approval of RBI for Scheme of Merger/Amalgamation of Two or more NBFCs.
- **Application for Surrender of CoR of NBFC with RBI**

FINANCIAL, FEMA & SPECIALIZED REGULATORY SERVICES

- **FEMA Compliance:** Advisory on Foreign Direct Investment (FDI), Overseas Direct Investment (ODI), and related filings with the RBI.
- **Valuation Services:** Providing the Registered Valuer Certification as well as SEBI registered Cat-I Merchant Banking Certification for regulatory requirements of the clients.
- **Economic & Commercial Laws:** Advisory on the Competition Act, Indian Contract Act, Negotiable Instruments Act, and Transfer of Property Act.
- **Labour Law Compliance:** Assistance with Personnel and Labour Law registrations and ongoing compliance.

AUDIT & ASSURANCE SERVICES

- **Secretarial Audit:** Conducting mandatory Secretarial Audit for listed and unlisted public companies under Section 204 of the Companies Act.
- **Intermediary Audits:** Specialized Internal Audits for Stockbrokers, Depository Participants (DP), and Registrar & Share Transfer Agents (RTA).
- **Annual Secretarial Compliance Reports:** Preparation of the Annual Secretarial Compliance Report as per Regulation 24A of SEBI (LODR).
- **Corporate Governance Certification:** Evaluating and certifying Corporate Governance reports to ensure institutional excellence.
- **Internal Audit of Accounting and Records**
- **Forensic Audit**

Major Assignments Handled

1

Merger, Acquisition and Demerger of Companies of various Groups in Rajasthan - Approval from Hon'ble NCLT and Implementation of the Post Merger Transactions

2

Cross-Border Merger of Singapore-based Company with Indian Company

3

Capital Reduction Scheme in respect of writing-off of Business Losses with Securities Premium Account and Approval of the same from BSE, NSE, SEBI and High Court

4

Issue and Listing of Equity Shares and Warrants on Preferential basis of various Listed Companies

5

Adjudication and Compounding of Offences from Regional Director and Registrar of Companies

Major Assignments Handled

6

Change of Name of Listed Companies and Implementation with BSE, NSE, CDSL, NSDL, ROC and other authorities

7

ESOP and ESPS Policy Drafting, Approval and Implementation along with In-principal Approval and Listing of the same with the Stock Exchanges

8

Issue of Sweat Equity Shares by Listed Companies along with In-principal Approval and Listing of the same with the Stock Exchanges

9

Adjudication of Defaults regarding Non-Compliance of SEBI Takeover Regulations and SEBI ICDR Regulations with SEBI

10

Settlement Proceedings and Approval of the same from SEBI in various Matters

Major Assignments Handled

- 11** Migration of SME Listed Companies to Main Board of NSE and BSE
- 12** Bonus Issue of Listed Companies and its In-principal Approval, Listing and Trading Approvals
- 13** Acquisition and Takeover of Listed Companies through Open Offer under SEBI Takeover Regulations
- 14** Re-listing of Company through Exit-offer to Public Shareholders and Approval of the same from Stock Exchange
- 15** Buy-back of Shares by Public Companies as well as Listed Companies

Major Assignments Handled

16

Secretarial Due-diligence since Incorporation for the purpose of Proposed IPOs on Main Board as well as SME Platform

17

Revocation of Suspension of Listed Companies from BSE and NSE

18

Right Issue of Shares of Companies as per SEBI ICDR Regulations which don't require appointment of Merchant Banker

19

Buy-back of Shares by Public Companies as well as Listed Companies

20

Secretarial Due-diligence since Incorporation for the purpose of Proposed IPOs on Main Board as well as SME Platform

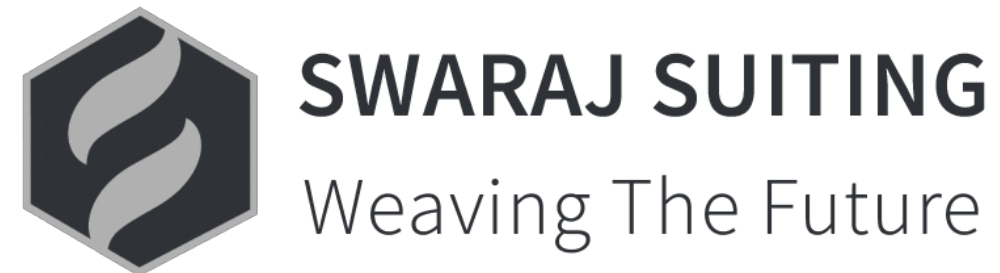
OUR CLIENTS



Value through values



OUR CLIENTS



WHY CHOOSE APOGEE?

At Apogee, we provide more than just advisory; we offer a partnership rooted in a unique synergy of institutional wisdom and operational excellence. Our company is built on a foundation of over thirty years of high-level regulatory experience, led by a professional who has not only navigated the corporate landscape but has worked closely with the institutions that govern it. This deep-rooted experience ensures that our clients receive a strategic blueprint that is both sophisticated and battle tested.

We believe that elite-level corporate and securities law advisory should be accessible to enterprises nationwide. From our strategic hub in Jaipur, we serve as a dedicated partner to organisations across India, bridging the geographic gap through a modern, tech-forward approach. Whether a client is navigating a long-term listing journey or managing complex compliance cycles, they benefit from our 'pan-India' perspective and local dedication. We view our client relationships as comprehensive partnerships; while our expertise is deeply specialized, our commitment is not confined to a rigid scope of work. We are built to adapt alongside the evolving needs of the organisations we serve, proactively expanding our support to address new challenges as they arise on the path to growth.

What sets us apart is our "execution-first" philosophy. We recognize that in the world of corporate law, strategy is only as effective as its implementation. At Apogee, every matter from intricate regulatory filings to complex restructurings is overseen by our core leadership with meticulous attention to detail. We bridge the gap between high-level counsel and rigorous execution, ensuring that our clients' most vital compliance matters are moved from theory to successful completion with absolute precision.

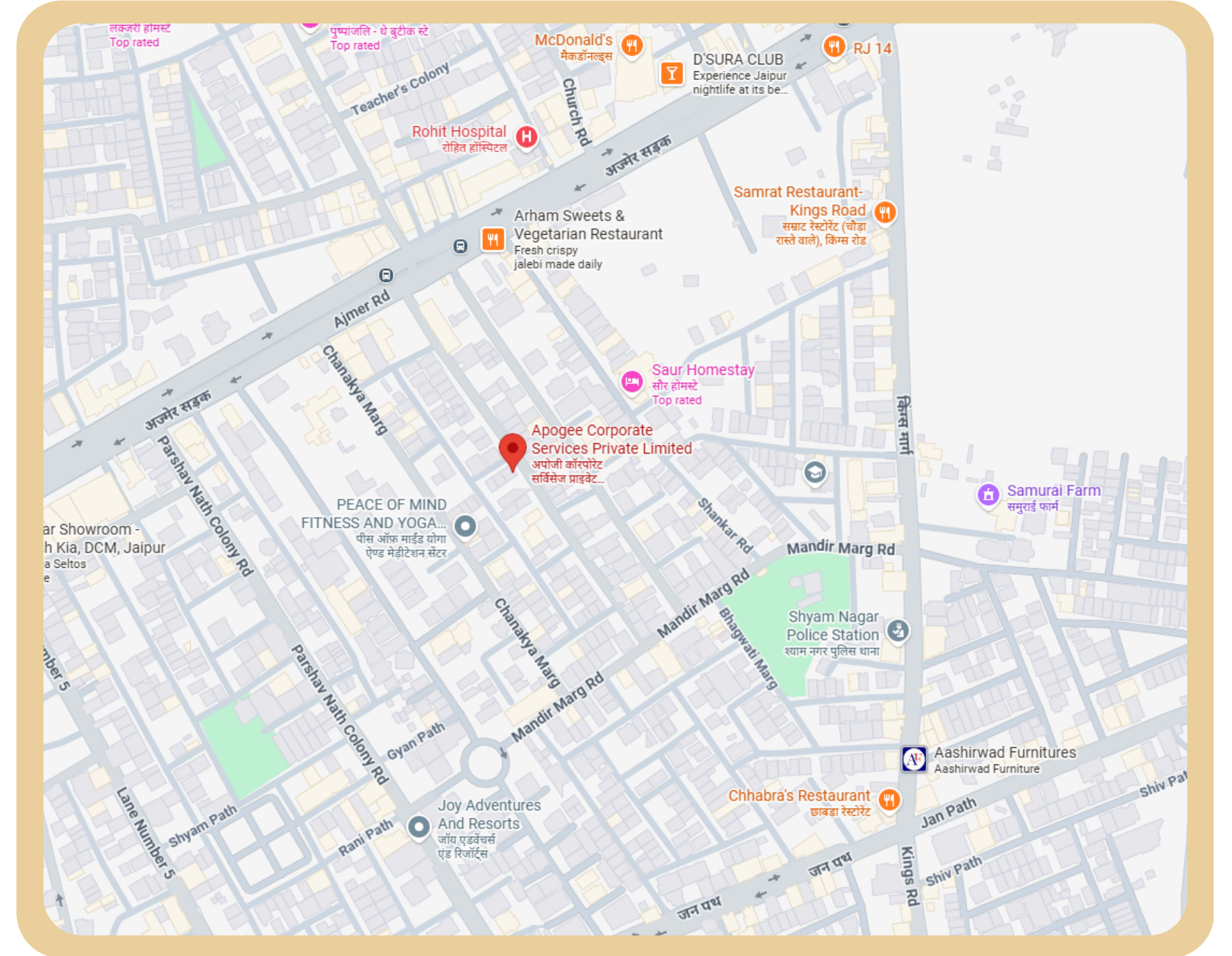
Contact us

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 AB-162, Vivekanand Marg, Nirman Nagar,
Ajmer Road, Jaipur-302019 (Raj.)





THANK YOU