



SINGHANIA & PARTNERS^{LLP}
SOLICITORS AND ADVOCATES



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THE FIRM

Singhania & Partners is a full-service national law firm with its offices at New Delhi, Noida, Bangalore, Hyderabad and Mumbai. The firm supports the clients in all spheres of corporate law throughout India and internationally through partnership networks with leading local firms in almost all countries and major jurisdictions. The firm has a team of over 70 qualified and seasoned lawyers with extensive experience and wide exposure, some of whom have a dual qualification of company secretaryship. The team is dedicated to provide success to the clients, with timely delivery and cost effective legal services.

The firm represents a number of large, small and medium businesses, multinational corporations, fortune 500 companies as well as Public Sector Undertakings, Ministries and Government Authorities. The firm is empanelled with the Ministry of Finance and Department of Economic Affairs for providing legal services in Public Private Partnerships Transactions for both central and state agencies. The firm has accumulated considerable practical experience based on understanding of all shades of India's legal realities, social, economic and political developments, the local culture and business needs.

PRACTICE AREAS

- Corporate and Commercial
- Mergers & Acquisitions
- Foreign Direct Investment
- Regulatory
- Taxation
- Employment
- Real Estate
- Capital Markets / Project Finance
- Infrastructure
- Dispute Resolution
- Intellectual Property

SECTORS

The firm has clients from different industry sectors, which include established businesses looking to increase market share and new market entrants both multinational and domestic companies. Some of the areas the firm advises are

- Aerospace, Defense & Government Services
- Automotive
- Banking & Financial Institutions
- Education
- Energy and Natural Resources
- Food & Beverages
- Infrastructure (Airport, Power, Roads, Railways, Sea Ports & Shipyards)
- Insurance
- Life Sciences and Healthcare
- Real Estate
- Technology, Media and Telecom
- Tourism



CORPORATE & COMMERCIAL

The firm's Corporate and Commercial group has vast experience in handling commercial transactions. The firm assists clients in developing strategy with advice based not only on the legal aspects of doing business but also on practical experience of commercial transactions such as:

- Acquisitions and Mergers
- Agency and Distribution
- Banking & Finance
- Company Law
- Contract
- Foreign Collaborations
- Franchise, Retail & Distribution
- Restructuring/Disinvestment
- Trade Law
- Transfer of Technology

MERGERS & ACQUISITIONS, JOINT VENTURES

The M&A team provides professional advice on small to large – sized deals, frequently with a cross border perspective. The team combines detailed industry knowledge with core legal skills. The firm represents both domestic and international clients for asset acquisition, joint ventures, mergers and hive offs. Every transaction demands the right structure and in depth risk analysis. Issues such as regulatory, tax, corporate governance, competition, employment, intellectual property must be understood for any forward planning. The team assists in due diligence, preparation of legal documentation, negotiations, closing and post closing of the deal.

The team advises clients on the following matters:

- Restructuring transactions
- Stock or asset acquisitions
- Legal due diligence for both buyers and sellers
- Drafting of Shareholders Agreement
- Preparation and negotiation and closing of M&A contracts
- Advice relating to takeover code
- Integration and post acquisition legal advice
- Joint Ventures

Private Equity and Venture Capital

- Advice to private equity fund and startup entities on the various possible structures.
- Drafting and negotiating agreements between partners
- Drafting Shareholder Agreement
- Legal Due Diligence
- Integration and post acquisition legal advice



FOREIGN DIRECT INVESTMENT

The firm regularly advises foreign investors with respect to Foreign Direct Investment in India. It advises on issues such as:

- Entry strategy
- Establishing wholly owned subsidiaries
- Currency control regulations
- Establishment of representative/project offices/branches in India
- Assistance in obtaining regulatory approvals from Reserve Bank of India, and Foreign Investment Promotion Board

BANKING, FINANCE AND CAPITAL MARKETS



The firm provides advice with respect to Banking, Finance and Capital Market services. The team assists its clients from term sheet to closing, and if required even restructuring. The team provides a complete range of legal, consulting and advisory services in the following areas:

- Project Finance
- Securities & Exchange Board of India regulations
- Equity and debt public offerings
- Mutual funds
- Initial public offering
- Securitization of assets
- Drafting of financing documents such as loan agreement, security agreement, escrow agreement
- Due diligence of project documents
- Title search of the immovable properties offered as security
- Legal counsel for lenders/borrowers
- Litigation involving disputes
- Regulation of trading in securities
- Joint venture agreement and Shareholders Agreements in the banking and finance areas.





INFRASTRUCTURE / PUBLIC PRIVATE PARTNERSHIP

The firm advises both domestic and international players on the development and implementation of complex infrastructure projects. . The firm is empanelled with the Ministry of Finance and Department of Economic Affairs for providing legal services in Public Private Partnership Transactions for both central and state agencies.

The practice group assists financial institutions, the public regulators, design and engineering firms, contractors and equipment suppliers on all legal aspects related to the large infrastructure projects. The firm has assisted clients in various projects including green field, in sectors such as airport, power, railways, tourism/housing, mining, highway, telecom, port. The infrastructure group works in close coordination with the corporate and commercial, project finance and dispute resolution group to ensure that the contracts and documents drawn up reflect the client's interest at all times and provides services in drafting/negotiating various legal documents underlying the careful legal risk management. The team advises clients throughout the implementation and management of the projects including:

- Developing and drafting of bid documents including Concession Agreements.
- Bid process management
- Due diligence of proposals and bids submitted in response to RFQ & RFP
- Escrow agreement
- Share purchase agreement
- Engineering, procurement and construction contracts;
- Operation and maintenance agreements
- Power purchase agreements
- Fuel Supply Agreements
- Drafting and negotiating Joint Venture Agreements among partners for participation in large projects
- Advising on the structuring of various infrastructure or other projects in the form of public private partnerships (PPP), project finance (PFI) and similar schemes.
- Dispute Resolution (litigation & arbitration) relating to infrastructure projects.



REAL ESTATE



The Real Estate Group assists the Corporate & Commercial Group in client's legal requirements for office space, manufacturing facilities and commercial complex. The firm has carved a niche for itself for swiftly closing real estate transactions involving redevelopment of large land parcels. The firm advises on a wide range of transactions involving the ownership and development of land by local and overseas purchasers, including

- Due diligence of title
- Drafting, negotiating and finalization of loan agreements related to real estate acquisition
- Advising foreign clients on tax issues related to real estate acquisitions
- Drafting and negotiation of construction contracts
- Purchase of property
- Sale of property
- Lease & renting
- Mortgage and other modes of creating security
- Guiding clients through the regulations governing the acquisition and sale of property, and the remittance of sale proceeds out of India
- Litigation concerning real estate disputes

EMPLOYMENT



The increased work force in the service sector has made industrial labour laws applicable to other sectors as well. The firm provides comprehensive legal services encompassing all aspects of employment in India. The laws governing relationship between employers and employees are complex and it is a continuous effort of the team to provide its clients with the best practices in order to make the client a responsible employer, and draw a good balance between the laws and the flexibility required to adapt to the realities of the competitive global economy. The client may be one with worldwide operations and venturing for the first time in our markets or an employee simply dealing with evolving laws and regulations in the home country.

The firm advises on all aspects of employment and industrial relations law. The firm has assisted clients in issues relating to quick ramp up as well as in downsizing of businesses. The team advises on the following areas:

- Drafting of employment contracts and compliance with obligatory employment law and national collective agreements
- Review of terms of employment
- Confidentiality Agreements
- Non-disclosure agreements
- Stock option plans
- Long-term incentive plans for senior executives and employee incentive schemes.
- Industrial and labour issues related to gratuity, Provident fund, State insurance etc
- Termination of employment contracts and severances
- Collective redundancies
- Employment claims
- Disputes between employee and employer

TAX (DIRECT & INDIRECT)

The firm provides advisory services in both direct & indirect tax. The team first understands the business of the client and the way it is structured/to be structured. Keeping in mind the business objectives the client is offered the best tax solution.

The firm has also been involved in litigation matters for its clients in tax matters at First Appellate Level, Tribunal, and High Court as well as at Supreme Court of India. Its experience in the tax matters extends to:

- International mergers and acquisitions
- Joint ventures
- Double taxation avoidance agreements
- Advising on transfer pricing
- Customs
- Excise
- Works contract
- VAT
- Service tax
- Corporate and personnel income tax
- Company and partnership income and capital gains tax
- Tax effectiveness of commercial ventures
- International tax planning
- Tax litigation





DISPUTE RESOLUTION (LITIGATION & ARBITRATIONS)

In today's competitive global market the deals are bigger, the stakes higher and the disputes inevitable. The dispute resolution skill, combined with industry knowledge ensure that the client is directly supported in their disputes

The Firm assists its clients with resolution of disputes in all areas of general and special practices, including commerce, finance, construction, tax, intellectual property, anti-trust and other industries. The dispute resolution team has concrete expertise to assess the legal risks and liabilities, to identify problems before they emerge and when disputes happen, they help to choose and carry out the right strategy, with focus on timelines, cost and without damaging the image of the client. The firm ensures that the client's legal strategies directly sustain their business objectives.

The dispute resolution team practices in

- Supreme Court of India
- State High Courts & District Courts
- Consumer forum
- Administrative & taxation tribunals
- Admiralty jurisdiction matters
- Domestic & international commercial arbitration
- Competition Commission
- Debt recovery tribunals

The areas of expertise include:

- Contract disputes
- Trade secrets and other proprietary rights
- Antitrust and unfair competition disputes
- Criminal aspects of business law
- Securities disputes
- Collection of debts and claims
- Labour litigation
- Technology disputes
- Intellectual property disputes
- Commercial leases
- Litigation in administrative courts where govt. is involved
- Tax litigation
- Bankruptcy and other insolvency procedures
- Domestic and international arbitrations
- Enforcement of awards
- Mergers and amalgamation disputes
- Oppression and mismanagement cases before company law board
- Debt recovery tribunal including those under the Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002
- Foreign Exchange Management Act, 1999



INTELLECTUAL PROPERTY

The firm does not view Intellectual Property as mere legal rights, but as business tools that should be developed and maintained through careful legal procedures in order to give their owners the best.

Its clients include domestic and foreign companies engaged in complex technologies, manufacturing and research & development; small entrepreneurs and professional corporations.

The Firm's Intellectual Property practice includes patent, trade mark, copyright, design and geographical indication registration, and prosecution (opposition & infringement) for enforcement of IP rights, advise on IP protection strategies as a step to protect market share and continued growth prospects.

The IP Practice group assists clients looking at potential acquisitions in due diligence and audits of Intellectual Properties owned/licensed by target companies. In addition, the group also advises on IP issues related to portals, advertising, e-commerce, and internet transactions.

Our team focuses on the following areas:

- Copyright counseling and enforcement
- Corporate brands and domain names
- Licensing and technology transfer agreements
- Litigating against unfair competition and counterfeiters
- Manufacturing, distribution, franchising agreements
- Patent and design counseling and enforcement
- Securitization of IP rights
- Trademark search, registration, advice and enforcement
- Managing Geographical Indications

PROFESSIONAL AFFILIATIONS

Bar Council of India
Law Society of England & Wales
American Bar Association
Inter Pacific Bar Association
International Bar Association
Associated Chambers of Commerce & Industry
Federation of Indian Chamber of Commerce & Industry
TerraLex, a worldwide network of independent law firms
Indo American Chamber of Commerce
Indo French Chamber of Commerce
Indo German Chamber of Commerce
Indo Italian Chamber of Commerce
Indian Council of Arbitration



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