

# MERGERS, ACQUISITIONS AND JOINT VENTURES



# A FULL SERVICE LAW FIRM

Estd. 1999

70+ Lawyers

13 Partners

3 Branch Offices

7 Associate Offices

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Clients include Fortune 500  
Companies, Large and  
Medium Businesses,  
Multinational Corporations,  
Government Authorities and  
Public Enterprises.

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## INDUSTRY SECTORS

Aerospace  
Automotive  
Agro-processing  
Defense  
Education  
Energy  
Engineering, Procurement  
& Construction  
Financial Services  
Healthcare  
Hospitality  
Information Technology  
Ports, Roads and Railways  
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LAW CENTRE

# Our services include



Process-driven approach and expert advice to clients as overseas companies initiate, operate, and grow their businesses in India.

Legal Counsel to Indian/overseas companies for Joint-Ventures, Mergers & Acquisitions in India and abroad.

Our firm is fully equipped to help you in evolving innovative and intelligent solutions to foray your efforts into India.

## Foreign Exchange Management

- Advising for cross-border transaction
- Investment routing, tie-ups and private placement of shares
- Advice to foreign clients on debt instruments
- Foreign Investments via both approval and automatic routes
- Advise for External commercial borrowings and conversion of debt into equity
- Foreign exchange remittances/repatriations of funds
- Compounding of defaults

## Mergers & Acquisitions

- Work closely with in-house legal counsels, investment banks and accounting firms
- Strategic Corporate Restructuring including Demergers, Acquisition and Buy-Outs
- Schemes of arrangement, Restructuring of Capital and Conversion of a Public Company to a Private Company
- Takeover of Business Divisions, Winding Up Proceedings and vice versa
- Assistance in statutory compliances and court proceedings
- Structuring the transaction
- Business/ asset transfer agreement
- Non-compete agreements and earn out models for the management
- Transactional documents from the term sheet level to final closing of the definitive agreements

## Post-acquisition advisory

- Corporate governance and other secretarial compliances
- Employment law compliances along with restructuring of units
- Redeployment of resources or redesigning of roles or reallocating (transfer) employees between the existing and acquired units
- Termination of employment contract and designing settlement packages, or even re-writing employment agreements within the permissible limits under the local laws

## Joint Ventures/ Collaborations

- Experience in forging joint ventures and strategic alliance agreements
- Advise in planning and executing complex consolidations, collaborations and disaffiliations of businesses
- Legal counsel for structuring the ownership entity
- Negotiate and draft all related documents and partnership agreements

## SELECT ENGAGEMENTS

### Mergers of Indian subsidiaries of foreign companies in India

- **iQOR** - Advised and assisted the client on its merger with Receivable Management Services India Private Limited. The Transaction involved a review of the Scheme of Merger, drafting of First Motion documents, Notices, Second Motion documents, handling court proceedings and carrying out other necessary compliances concerning the transaction.
- **Jones Lang Lassalle**- Advised the client on their acquisition of Meghraj Tramell Crow, an international real estate brokerage house operating in India and subsequent merger of India subsidiaries of JLL and Meghraj Tramell Crow.
- **McGraw Hill Financial** -Integration of the two previously separate businesses, **S&P Capital IQ** and **SNL Financial**, as **S&P Global Market Intelligence** under parent company McGraw Hill Financial
- **McGraw Hills Companies** - For a review of issues relating to grant of phantom stock option units and extension of the employee stock option scheme to employees of their Indian subsidiaries.
- **Mentor Graphics Corporation** - For the merger of their Indian subsidiaries in Delhi and Hyderabad. Mentor Graphics is a leader in electronic design automation.
- **WSP Consultants** - Advised and assisted the client for the merger of its two subsidiaries in India. Advised on strategic benefits of the merger and assisted the client on completing the merger process.

### Other Engagements

- **Boortmalt N. V.** – Advised client on applicability of pre-merger notification on acquisition of Barmalt Malting India Private Limited by Boortmalt N.V. Assisting client in reviewing the legal due diligence report of Barmalt Malting India Private Limited.
- **Bony Polymers Private Limited** – Advised and assisted client on its joint venture arrangement with Tristone. Bony Polymers (P) Ltd. is a reputed supplier to OEMs in the field of Rubber Moulded Parts, Rubber to Metal Bonded Parts, Hoses, Hose Assemblies, Fuel Tubes, etc.
- **Centana Growth Partners** – Advised and assisted the client in 100% equity acquisition of an Indian company Jumio India Private Limited. Advised the client on acquisition strategy, drafting and negotiation of transaction documents and assisted in reviewing completion formalities.
- **Choice Hospitality** - On transaction for the acquisition of 100% equity of its joint venture in India, Choice Hospitality India Pvt. Ltd. and grant of a franchise to the erstwhile Indian partner besides legal advisory on a day to day matters.
- **Dukane Intelligent Assembly Solutions** – Advised and assisted the client in the sale of its Indian subsidiary to another non-resident entity by way of 100% equity sale. Assisted the client with review and negotiation of transaction documents, completion of closing conditions and statutory compliances thereof.
- **Engineers India Ltd. (EIL)** - Advised EIL in its consortium with SBI Capital Markets Ltd for the Due Diligence and Valuation services for the proposed acquisition of Bharat Heavy Plates and Vessels Ltd., a public sector undertaking under the administrative control of the Ministry of Heavy Industries and Public Enterprises, Government of India.
- **European Cargo Services** – Acted as the India counsel on the acquisition of Aviation Solutions GSA Group's Air Cargo and Logistics business for South East Asia Region. Conducted due diligence on the Indian subsidiary of Aviation Solutions GSA Group and advised on the transaction documents from the Indian law perspective. Assisted the client on regulatory and statutory compliance from Indian law perspective for the said transaction.
- **Feedback Ventures** - We represented the client in the following matters:
  - Assisted in negotiations and drafting/execution of shareholders agreement and share subscription agreement for acquisition of 40% shareholding of the Company by Brisa, an indirect wholly owned subsidiary of Brisa – Auto-Estradas de Portugal, S.A., the leading concession owner, and operator of road transport infrastructure in Portugal. Feedback Ventures is a leading integrated infrastructure services company in India.
  - Legal Counsel on the Joint Venture between the client and a Nepalese company to undertake the business of providing consultancy and other services for the Infrastructure sector in Nepal through a Joint Venture Company to be set up in Nepal.

- **Galaxy Ventures Private Limited (GVPL)** - Provide legal service and opinion to GVPL in relation to joint venture with MPK Group, Korea.
- **Ingress Industrial (Malaysia) Sdn. Bhd** - Advise on the proposed sale of shares by Ingress Engineering Sdn. Bhd.
- **Indian Railways** - Assisted the clients for its tourism business to establish a joint venture company in collaboration with Cox & Kings for luxury trains throughout India in public-private participation.
- **Infinova International Limited** - Advised and assisted Infinova on their proposed acquisition of 100% equity shares of TechnoYen Software Ventures (P) Ltd. Undertook a due diligence on TechnoYen Software Ventures (P) Ltd. Provided and drafted acquisition documents.
- **IJM Corporation, Malaysia** – Advised and assisted the client in its acquisition of Godrej Gokarna Oil Palm Ltd.
- **Kingfa Sci. & Tech. Co.** - Acquisition of approximately 66.50% equity shares of Hydro S & S Industries Limited, an Indian Listed Company by Kingfa Sci. & Tech. Co., Ltd., China from existing promoters through private arrangement. Advised and assisted the client with the acquisition strategy, compliance of takeover regulations, drafting and negotiation of transaction documents, undertaking compliances with stock exchanges etc.
- **nThrive Inc.** - Advised and assisted the client on its 100% equity acquisition of E4E Healthcare Business Services Pvt Ltd.
- **PwC** - Advised and assisted the client on the formation of a joint venture with private entities for implementation of hydropower projects in India. The firm also advised the client on review of transaction documents like shareholders agreement. Advised in structuring of the transaction between NEEPCO and ECI Engineering and review of Memorandum of understanding along with other documents between -GoAP and Raajratna Energy.
- **Raytheon** - Assisted in conducting legal due diligence of a company engaged in the business of management consultancy and HR training and identified the concern areas in the target company.
- **Reynolds Porter Chamberlain LLP** - Advised the law firm RPC-LLP on his client Accenture Services Pvt. Ltd. on the issue of sanctioning the scheme of merger/amalgamation of Accenture Services Private Limited (“Transferor”) with Accenture Solutions Private Limited (“Transferee”) and advice on the legal impacts of a local Indian merger of two Accenture entities.
- **Scott Wilson** - For carrying out due diligence of an Indian Consulting Engineering Company for a proposed acquisition. Scott Wilson is a multi-disciplinary international design and engineering consultancy . Advised and assisted the client in the acquisition of an Indian Company engaged in the business of consulting, design and engineering.
- **Security Printing and Minting Corporation of India Limited (SPMCIL)** - Advised and assisted client on its joint venture with BRBNMPL (a subsidiary of Reserve Bank of India) for setting up of a Security Paper Mill. Assisted in structuring of the joint venture transaction, drafting negotiations of joint venture/shareholders' agreement and incorporation of the joint venture company.
- Advised and assisted **SPMCIL** on its joint venture with Voith Paper GmbH for design, supply, installation and commissioning of a paper making machine pursuant to a global tender issued by SPMCIL. Assisted in drafting and negotiation of joint venture agreement and other transaction documents.
- **Standards & Poors**- Advised and assisted client on its joint venture arrangement with Bombay Stock Exchange for setting up of ASIA Index Pvt. Ltd. Advised on incorporation of the Joint Venture and regularly advised on day to day operations and their legal and secretarial compliances.
- **Steel Authority of India (SAIL)** - advised and assisted the client for setting up a galvanizing project at Guwahati Assam. Assisted in drafting/vetting of MOU and Joint Venture agreement with the strategic partner, incorporation of JV Company and transfer of immovable and movable assets to Joint Venture company and advised on tax and stamp duty implications. SAIL is a public sector company and the largest integrated iron and steel producer in India.
- **Toyota Advanced Logistic Solutions Inc** -Provided legal assistance in M&A transaction where Toyota Advanced Logistic Solutions Inc (Acquirer) intended to acquire Bastian Group of companies (Target). Our firm assisted Acquirer in conducting due diligence of Indian subsidiary of Bastian Software Solutions, LLC. We handled the due diligence in Indian jurisdiction which was carried out in 11 other jurisdictions and in different states of United States of America.
- **Yusen Logistics (Americas), Inc.** - Advised and assisted the client on its 100% acquisition of BDP International. Assisted in conducting due diligence of three subsidiaries companies of BDP International ( BDP UGL Global Logistics (India) Pte Ltd. Freight Field (Madras) Pvt. Ltd. and LANS Project Logistics Pvt. Ltd.) in Singapore and India and drafting and negotiation of transaction documents.



## PRACTICE LEADERS



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- Foreign Exchange Management
- Real Estate

# About us

Singhania & Partners (Established 1999) is one of the leading law firms of India providing legal services in Dispute Resolution (Litigation & Arbitration), Corporate and Commercial, M&A, Employment, Infrastructure, Intellectual Property and Project Finance.

The firm has a strong presence in Infrastructure (Roads & Highways, Railways, Ports and Shipyards), Aerospace, Defense, and Energy (Power, Oil & Gas) sectors. Over the years it has developed reputed practice in Banking & Financial Services, Information Technology and Real Estate industry. It is also coming up in the area of Food, Drugs & Cosmetics, Education and Healthcare.

It is sole Indian representative of TerraLex, Inc. (USA) which is a global network of 600+ offices of Law Firms with more than 19,000 attorneys in 100+ countries.



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