



THE FIRM

LEGAL ORBIT (the “**Firm**”) is a young, dynamic and progressive full service Indian law firm providing Indian expertise with an international capability. The Firm provides with a “one stop shop” seamless service for all the legal requirements of the clients.

The Firm has been established by a group of leading legal professionals with rich international consulting and industry experience. The Firm has an integrated solution oriented approach to provide high quality corporate advisory, consulting and litigation related services.

The Firm’s partners have substantial experience in advising on various aspects of Indian law and jurisdiction in domestic as well as international cross-border transactions. The partners have worked on an array of legal issues covering various jurisdictional laws including corporate and finance laws, foreign exchange laws, employment/ labour laws, immigration laws, across numerous sectors such as infrastructure, oil and gas, energy (renewable and non renewable), technology (products as well as ITES), real estate, e-commerce.

Partners of the Firm work closely with clients to ensure they are provided with value-added, cost-effective solutions at all times. The transparent and clear billing arrangements promoted by the Firm build trust and confidence with clients. Professional fees are competitive to the Indian market.

FIRM’S PRACTICE AREAS

- Mergers & Acquisitions (including private equity, joint ventures, venture capital investments and strategic alliances).
- Corporate and foreign exchange laws advisory and support services (such as setting up entities, advisory on day-to-day management matters and compliance issues)
- Commercial contracts including licensing, franchising, agency, distribution
- Legal Due Diligence
- Legal Audit (including HR Audit)
- Project Financing
- Investment Structuring/ Debt restructuring
- Regulations, Regulatory Approvals & Practice (CERC, various States ERCs, TRAI, IRDA, RBI etc)
- Telecom Laws (includes advisory on regulatory compliances)
- Litigation & Arbitration
- Intellectual Property (filings and litigations)
- Technology, Media and Telecommunications

Our professionals have advised on a wide variety of matters to the clients. We act for institutional and regional private equity and venture capital funds (and their investors), as well as incubators, fund managers, financial advisors and clients that require private equity investment.

FIRM’S OFFERING

CORPORATE ADVISORY



We advise on establishing presence in India, setting up and incorporating a company in India and offer all types of secretarial compliance services as well as advice on the day-to-day running of their businesses in India.

General corporate advice includes convening, voting and attendance at shareholders and directors meetings, the drafting of as notice, agenda, minutes of the meetings, directors report etc., advice on a company's memorandum and articles of association, preparing and filing relevant forms and returns with the Registrar of Companies, preparing and updating the statutory registers and related documents, other necessary corporate compliances, updating and keeping statutory records.

In advising on applicable foreign exchange control laws of India, we assist our clients in preparing and filing the necessary intimations and documents including at the time of receipt of foreign inward remittance of share/debenture application money, issue of equity/ compulsorily convertible preference shares/ compulsorily convertible debentures and returns to be submitted on an annual basis. We also provide general support and advice in relation to any other legal, corporate or regulatory matter.

SECRETARIAL AND LEGAL COMPLIANCE AUDITS

The Firm assists its clients in order to ensure legal compliances (*including corporate governance*) whilst avoiding the risks associated with non-compliances within complex Indian laws and regulations. The compliance and audits team conducts legal compliance audits covering all areas of law, including but not limited to:

- Corporate and secretarial compliances
- Foreign exchange laws compliances
- Employment law compliances
- Contract compliances
- Intellectual property and data protection
- Internal codes and policies
- Environment law compliance

The methodology of conducting a legal compliance audit is to first determine audit goal and scope; thereafter, devise an audit plan with the company's senior management; conduct investigation through tailor-made questionnaires, document review & interviews; provide a the analysis and recommendations by way of a report, and finally create a plan to implement the recommendations, revising the existing procedures. We provide our clients with a practical business approach to measure compliance related issues. Further, the Firm also assists its clients in drafting comprehensive corporate governance code, addressing specific corporate governance issues, aiding the boards of companies in board and committee performance assessments etc.

M&A, JOINT VENTURES AND STRATEGIC ALLIANCES

Our team has in-depth knowledge and expertise in all areas of M&A practice (including stock acquisitions, takeovers, business / asset transfers, privatizations, buyouts (including LBOs and MBOs), due diligence etc which is combined with an intelligent understanding of the business and commercial requirements. Apart from drafting and negotiating the entire gamut of transactional documents the team also advises multinational clients on optimal structuring options and entry/ investment strategies.



The team has the expertise to advise on all ancillary aspects to a M&A matter as well such as pre and post acquisition advisory, entity formation, compliance with conditions subsequent, applications for regulatory approvals, corporate secretarial matters etc.

On the joint ventures front, our partners also have extensive experience governing all aspects of joint ventures and provide comprehensive legal assistance to clients across diverse sectors and industries relating to both domestic and international joint ventures. We look at minimizing legal risk for our client's and ensuring compliances in all areas of law.

The Firm advises on the best possible structures that can be adopted to establish a business venture between two or more entities. Our services range from structuring and negotiating deals, providing strategic advice and documentation, formation of the joint venture entity, to the closing of the joint venture and our expertise includes advising on:

- Pre-formation issues
- Incorporation and setting up business and operations of the joint venture entity
- Financial funding and capital contribution requirements
- Distribution of revenues
- Issue of shares, share transfer restrictions
- Exit mechanisms
- Handling related legal issues on employment laws, arbitration and dispute resolution etc.

COMMERCIAL AGREEMENTS

As part of our services, we assist our clients in strategic planning, advising, negotiating, drafting and vetting a broad range of commercial contracts including but not limited to:

- Equipment purchase agreements
- Supply agreements,
- Distribution agreements
- Franchise arrangements
- Trademark licenses agreements
- Software licenses
- Master service agreements
- Consultancy agreements
- Lease agreements
- Non-disclosure agreements

The team also has an extensive experience on commercial contracts and is well equipped to take a transaction from start to finish – and is known for expert advise on all aspects of a business/ revenue transaction including evaluating back to back terms with vendors/ service providers, evaluating limitation of liability, indemnity, liquidated damages, SLA commitments, performance warranties, acceptance tests, transfer of risk and/ or title, revenue recognition issues etc. The team has successfully closed even global delivery transactions.

POWER & OIL & GAS AND PROJECT FINANCING

Our lawyers have been involved in various power sector deals including setting up of a generating station (including captive plants), sale/ purchase of power (represented gencos and discoms/ trading cos), power trading transactions, land acquisition for the setting up of generating stations, power projects financing deals (represented financers



also), advised regulators in writing regulations and on various aspects of Electricity Act, 2003 and other applicable State statutes, Central and State Electricity Regulatory Commissions regulations and judicial decisions.

Our lawyers have also advised the lenders in the financing of the power projects and conducted the due diligence of the project and highlighted the risks and advised on the mitigation/ addressing the same through financing documents.

Our team is capable of advising clients on various aspects of power sector transactions including drafting and negotiation of project and financing documents, preparing risk matrix, advising on risk mitigations and addressing the same through project/ financing documents, advising on regulatory issues etc.

The team has advised and assisted various infrastructure projects in the private sector, where private participation has manifested itself in diverse forms varying from BOO, BOT, BOOT, BOLT to Management and Lease Contracts.

Our team is also engaged in providing support to Indian oil and gas sector companies in bidding and contracting with Government entities and overseas oil and gas companies for seismic acquisitions (both onshore and offshore), data interpretation and advanced analysis technologies services and project management services.

TECHNOLOGY AND TELECOMMUNICATIONS

On the technology side, our counsels have an extensive experience of various IT sector deals. The experience involved drafting, reviewing and negotiation of various commercial and business agreements including strategic outsourcing agreements, global MSAs, framework agreements, escrow arrangements, End User License Agreements (EULA), System Integration services agreements etc.

Team has represented both, IT hardware, software and service providers and consultants, as well as customers, in relation to the supply and procurement of IT- related services and products.

REAL ESTATE

Our lawyers have extensive non-contentious construction, financing and outsourcing experience and expertise. They have negotiated and drafted commercial contracts for major residential, commercial and industrial developments and advised on real property rights and property investment, joint development arrangements etc. generally throughout the India.

INTELLECTUAL PROPERTY RIGHTS

Our IP team has the experience to provide a full range of Intellectual Property services to our clients. The team has considerable experience in handling civil and criminal actions in various courts pertaining to trademark, copyright infringement, domain name disputes and UDRP complaint and all other matters concerning copyright, trademark, patent violations as well as Brand Protection actions. Our counsels also appear before the concerned authorities during the course of registration of trademark, patent and copyright applications.



The team has also handled litigations involving infringement and passing off claims and piracy of registered designs. Predominant work includes copyright/anti-counterfeiting actions on behalf of the companies against the pirates indulging in counterfeiting and copyright violations.

The team also has the experience of negotiation and drafting Trade Mark License Agreements, Registered User Agreements, Registration of Patents, Trademarks, Designs and Copyrights, Agreements for Assignment and Transmission of Trade Mark.

LITIGATION AND ARBITRATION

Our firm provides dispute resolution services representing its clients in Supreme Court, High Courts, District Courts, Consumer Courts, Tribunals and before various other Authorities, Boards and Commissions. The team has extensive experience in civil and corporate matters including intellectual property disputes, labour and industrial disputes, property disputes, contractual disputes, consumer disputes, family disputes, disputes pertaining to companies, disputes pertaining to debt recovery. Our lawyers also have experience in criminal matters including cases pertaining to Negotiable Instruments Act, 1881. Apart from litigation, the firm also represents its clients in arbitration proceedings both domestic and international as well as mediation and conciliation proceedings. The clients of the firm include individuals, corporate houses and public sector companies.

The litigators of the firm ensure eye on detail and work towards effectively representing their clients' case before various fora.

FIRM EXPERIENCE

Our team has extensive experience in advising clients engaged in diverse sectors. The team has a combination of technical excellence and commercial understanding to provide valuable advice. Team is backed by a dedicated staff and cutting edge business tools and infrastructure. An illustrative list of the transactions the Firm has worked upon/ currently working on is provided below:

- Have been assisting **Hareon Solar Group**, a leading international solar cell and module producer, in its India investments including two joint venture transactions with Indian corporate houses in India and acquisition of some projects by acquiring stakes in SPVs. Have also been assisting the Indian subsidiary of Hareon Solar group in its day to day corporate and management matters including employment and labour related compliance matters
- Assisted **Lanco Group**, one of the largest power sector group in India, in their various transactions including – drafting and negotiating subcontracts under a prestigious EPC contract awarded by Ministry of Power, Iraq to Lanco for setting up a 250 MW gas power project in Iraq; conducting due diligence, drafting and negotiating SPA, SSA and SHA and other transaction documents in acquisition of 3 project companies; assisted in the amendment of a PPA executed with State Government for 3000 MW power supply, also advised on the creation of additional payment security.
- Successfully concluded Series A, Series B, Series C, Series D and series D1, D2 and D3 investment transactions of **Power2SME Pvt Ltd.**, India's largest online B2B trading company. Have assisted in review, negotiation of transaction documents, assistance in fulfilment of the conditions precedents and successful closing.



Providing general corporate advise to Power2SME Pvt Ltd, in its corporate and other regulatory compliances including Companies Act, labour laws, foreign exchange laws and the issues under the Contract Act.

- Assisting **India Today Group**, a leading Indian group in print and electronic media space, in relation to foreign exchange laws compliances by its group companies, employment matters (including retrenchment, closure, Industrial Disputes Act provisions and employment agreements) and general day to day contractual advise.
- Assisting **Snapdeal Group Company**, one of the largest Indian online marketplace company in relation to a proposed power purchase agreement with a solar power generation company.
- Have assisted **Azimut Energy Services JSC (AES)**, which is the largest dedicated company in Kazakhstan providing integrated geological and geophysical services in oil and mineral exploration for national and international businesses, in executing and implementing its seismic services contract entered into with a leading oil and gas industry company of India market.
- Successfully concluded seed round and Series A, Series A1 and Series A2 investment transactions of **Asian Teaxpress Pte. Ltd.**, a Singapore based company engaged in online retail and wholesale online trading of tea; technology and logistics services for online retail of tea; and sourcing and blending tea to support the online retail of tea.
- Have assisted **AORA Solar Ltd.**, a company engaged in providing solar power generation solution based on the most advanced modular solar-hybrid system, in setting up of its pilot project with Ministry of Power, Government of India and conducting the due diligence of proposed Indian partner for joint venture in India.
- Advised **Mara Ison**, a value added services (VAS) provider based in Dubai in a global transaction involving supply of services to a leading Indian telecom service provider in sixteen (16) countries across Africa continent in consortium with a global IT service provider. The scope of work involves global service agreement, country level agreements with service recipient and back to back contracts with consortium partner and other vendors globally.
- Advising “**Zamil Infra Private Limited**” in its business contracts, customer contracts, vendor contracts, strategic alliance agreements, reseller/partner agreements and teaming agreements etc.
- Have been assisting **GOLIATH Wind OU**, an Estonia based company involved in manufacturing of ring generators used for wind power generating stations and providing EPC contractor services in setting up the wind power plants, in identifying an Indian partner for a joint venture. The scope of work involved providing assistance in due diligence, establishing a joint venture company, preparation and negotiation of joint venture agreement, licensing of technology and setting up a manufacturing unit in India.
- Have been involved in the take over of **mVentus Solution Private Limited**, a British Virgin Island (BVI) based company having subsidiaries in different jurisdictions by a Netherland based company. Have acted as the lead counsel for the transaction.
- Advising “**ISON Technologies Private Limited**” in its business contracts, customer contracts, vendor contracts, strategic alliance agreements, reseller/partner agreements and teaming agreements etc.



- Have been involved in the transfer of technology from **CresTech Software Systems Pvt. Ltd.**, an Indian company involved in providing testing solutions, to its promoters in India and outside India.
- Has successfully closed an acquisition transaction of **Smart Software Testing Solutions Inc.**, a US company where it has acquired the technology from a Bangalore based Indian company. The scope of work involved structuring of the technology transfer transaction, assignments of patent applications, consultancy agreements with the promoters.
- Successfully concluded the private equity investment transaction of USD 20 Million in **ISON group holding company** (a BVI company, having 33 downstream operational companies in Africa continent) by a US private equity fund.
- Successfully concluded the business acquisition of a US company by a Dubai based company **Mara Ison Connectiva**. Have conducted the due diligence, coordinated with US counsel, prepared and negotiated the transaction documents and lead to successful closing of the transaction.
- Advising **Quantum Naturals FZ-LLC**, a Dubai based company engaged in manufacturing and distribution of the diabetic food products in Middle East and South East Asia including India in its fund raising transaction through UK based investors and assisting in preparing the company for institutional investors for Series A. Also involved in advising the Indian subsidiary in setting up a manufacturing unit in India.
- Advised the promoters of US based company in setting up an Indian company, **Total Prosthetics and Orthotics India Pvt. Ltd.**, in Orthotics and Prosthetics sector and raising fund from the Indian and foreign venture capital funds; acquisition of equity stake in a US company held by promoters; acquisition of an India company
- Advised a Dubai based group “**Mara-Ison**”, having presence in various countries including India, in their expansion plans and investments transactions (within and outside group). Also advising the group entities in their day to day customer and vendor agreements/ arrangements.
- Advising “**Zamil Infra Private Limited**”, in expanding its business in telecom and power sector. The scope of work includes acquiring equity stakes and obtaining requisite approvals for transactions, carrying out due diligence of target companies, drafting and negotiation of transaction/ financial documents etc. and other day to day corporate matters. Assisted them in various transactional documents for setting up of 20 MW Solar Photovoltaic Power Plant at district Patan in state of Gujarat.
- Advised an OEM of power generation equipments in setting up a power plant. Scope of work includes drafting, review and negotiation of various project and financing documents.
- Advised and assisted **Renew Power Ventures Private Limited** in drafting and review of their day to day project agreements/ arrangements and subcontracts.
- Handling arbitration matters and other litigation matters of “**Teracom Limited**” pertaining to contractual disputes to the tune of several corers. The work involves drafting statement of claims, petitions, various applications and arguing the matters.
- Handling debt recovering matters, district court litigation for **Punjab National Bank**,



involved in debt restructuring, one time settlements with the companies in liquidation or under BIFR or in debt recovery tribunals or undergoing financial stress.

- Representing **Teracom Limited** in its various arbitration matters (including against Railways, BSNL and DHBVN) pertaining to contractual disputes related to supply and installation agreement, construction contract. The work involves drafting

statement of claim, petitions for grant of interim measures, various applications and arguing the matter.