



## **ABOUT THE FIRM**

Anand and Anand is one of India's leading law firms with offices in four of India's major cities - New Delhi, Noida, Chennai and Mumbai. We represent clients on a large number of the most complex and high value matters across the globe. Most of our key practices have won top industry awards and accolades. We understand the different challenges faced by our clients in the contemporary business environment as a result of technological changes, evolving government regulations, and competitive pressures in the marketplace. We believe that the combination of our firm's culture, depth of our experience, wide range of expertise and the quality and energy of our lawyers, allows us to offer a level of client service that is unique not only in the Indian legal market but around the world. Our lawyers are trained to take a commercial perspective of the issues of our clients and face the same with a solution-oriented approach. We provide seamless, resourceful and integrated service across a broad spectrum of practice areas.

### **Our practice areas include the following:**

- **GENERAL CORPORATE COMMERCIAL**

This is one of our key practice areas. We cover a broad spectrum of corporate and business affairs and transactions. A significant component of this practice and area of experience is corporate legal advisory and transactional practice which covers advising on day-to-day business legal issues, diverse corporate legal affairs, matters relating to corporate transactional, commercial contracts and related documentation.

- **CORPORATE AND COMMERCIAL CONTRACTS**

With our diversified practice areas, we concentrate on transactions and disputes, immediate as well as potential, and the changing policy in that sector. Our corporate lawyers have expertise in drafting agreements for various Public Sector Undertakings, Real Estate and Construction companies, Telecom companies, Retail sector and various other private and multinational companies. We have substantial experience in drafting transactional agreements including but not limited to Joint Venture Agreements, Shareholders Agreements, Share-Purchase Agreements, Subcontracting Agreements, Outsourcing Agreements, Technology Transfer Agreements, Business Transfer Agreements, Consultancy Agreements, Licensing Agreements, Termination Agreements, etc. We also draft Employment related Contracts, and Confidentiality and Non-disclosure Agreements for companies. We draft property related agreements such as agreement to sell, sale deeds, lease deeds, mortgage deeds, conveyance deeds, leave and license agreements, rent agreements, power of attorneys, etc. For our clients in the IT Sector we draft Software Licensing Agreements, Software Maintenance Contracts, Mass Market Licenses, Assignment and Licensing Agreements for Trade Marks, Patents, Copyrights, etc.



- **CAPITAL MARKET AND SECURITIES**

The Firm advises clients on all aspects of corporate finance and securities law including acquisition, venture capital funds and collective investment schemes. We draft requisite documents for companies to raise capital by floating IPOs, and by raising capital from foreign countries by issuing ADR/GDR, FCCB's etc. We assist companies in raising funds through the ECB route. We provide legal services on listing of companies on stock exchanges in India and assist clients in Initial Public Offers (IPOs). We provide tactical advice on the structure and presentation of bids for various PSUs and private companies. We also review legal documentation on behalf of institutional investors. We advise companies in management of their portfolio investments including restructuring, refinancing of existing debts and management incentive schemes. We also have an active securities litigation practice before the SEBI and the Securities Appellate Tribunal in defending regulatory and disciplinary action by SEBI, and in appeals before the High Courts and the Supreme Court of India.

- **CORPORATE RESTRUCTURING**

The Firm assists clients on restructuring including but not limited to joint ventures, mergers, acquisitions demerger, leveraged buyouts, buy-back, capital reduction, slump sale and winding-up. We conduct due diligence for companies before going for mergers and acquisitions including intellectual property due diligence. We advise on all aspects of restructuring in industries ranging from retail, health care, financial services to food products among others.

- **DUE DILIGENCE**

The Firm also assists clients to conduct due diligence for assessment on the legal position and standing of their prospective business partners, before entering into major transactions with them like joint ventures, mergers, acquisitions, transfer of shares, commercial lease etc. We perform due diligence of corporate documents, title deeds, records, capital & share holding details, credits and borrowing, valuation of assets and intellectual property, Registrar of Companies (ROC) compliances, existence of charges or encumbrance, etc. Our due diligence meets the specific requirement of the industry and the transaction. We have conducted due diligence for various private and multinational companies and their properties situated at various locations pan India.

- **ESTABLISHMENT OF BRANCH, LIAISON AND PROJECT OFFICE**

The Firm assists foreign companies in setting business in India by way of establishing branch office, liaison office or project office in India. We analyze the risks and potential business growth for companies and advise them on the most suitable entry route for investments in India. We assist companies in taking requisite permissions and approval from the Reserve Bank of India (RBI).



- **FOREIGN INVESTMENT AND REGULATION**

The Firm also assists clients in obtaining necessary approvals from concerned authorities and adhering to relevant FEMA and RBI compliances. We also assist clients in industrial licensing, Government contracts, transfer of technology and licensing and repatriation. We have a considerable experience in dealing with diverse transactions relating to mergers & acquisitions, private equity, joint venture agreements, and capital markets. We also advise on various provisions and procedures relating to imports and exports.

- **INCORPORATION OF COMPANIES IN INDIA & WINDING UP**

We assist domestic and foreign clients in incorporating companies and setting up subsidiaries and joint venture companies in India. We also have an expertise in drafting relevant incorporation documents including Memorandum of Association and Articles of Association and managing of all filings and compliances with the Registrar of Companies. We assist our clients in winding up of their business in India in accordance with the applicable laws. We have an far-reaching experience in representing our clients in proceedings related to winding up of companies before National Company Law Tribunal, National Company Law Appellate Tribunal, High Court and Supreme Court of India.

- **MERGERS & ACQUISITIONS**

The Firm serves clients ranging from investment banks, partnership firms, companies and large corporate groups in merger and acquisition deals. We advise on structuring mergers and acquisitions including structuring issues, drafting transactional documents, etc. We also give advice on matters related to corporate and security law, SEBI, Takeover Code, etc and further assist our clients to be in compliance with regulatory requirements, government approvals, statutory filings etc. related to mergers and acquisitions.

- **PRIVATE EQUITY AND VENTURE CAPITAL FUND**

The Firm assists private equity investors in evaluating, structuring, negotiating, and consummating private equity transactions in both domestic and international context. Our private equity lawyers function in areas such as leveraged buyouts, venture capital, fund formation, secondaries and spin-offs and establishment of new private equity houses etc. We also advise on buy-outs, realizing investments via flotation or trade sales. In addition we also advise mezzanine providers and sponsors on leveraged financings. We handle venture capital and other early-stage financings, transactions involving private equity funds, and specialized financing in both domestic and international contexts. We assist our clients in evaluating and selecting suitable companies for investing venture capital funds and determining investment criteria.



- **ANTI TRUST AND COMPETITION**

The Firm advises clients and undertakes litigation on issues related the Competition Act, 2002. Our lawyers provide consultancy services on specific issues such as supply and distribution, pricing, marketing, mergers, acquisitions, amalgamation, licensing, research, etc. We conduct competition audit and due diligence for developing appropriate guidelines for employees, distributors, agents, franchisees etc. The Firm is involved in drafting claims, counter-claims, replies, rejoinders, representations etc. with respect to competition law. We also represent clients before the Competition Commission of India, the Competition Appellate Tribunal, arbitral tribunals, the High Courts and the Supreme Court of India. Our firm has an irreplaceable reputation in handling matters involving competition and IP law issues.

- **START UPS and SMEs**

As our Firm always believes in and encourages innovation, we have a dedicated team of lawyers having an expertise on advising diverse SMEs, start-up ventures, Angel Investors, Private Equity players and Venture Capital funds and mentoring them to shape up into promising entities in the initial years of business on cost basis across various technology areas and industry practice areas. We not only provide highly researched and sophisticated advisory and legal representation services, but also guide the respective founders by giving advice on legal aspects of the business such as choice of entity, intellectual property, contracts, M&A, raising capital, executive compensation, dispute resolution, compliance, etc. The comprehensive advisory provided to SMEs and start-up ventures include reviewing business strategies, giving inputs on presentations to be made to potential investors, valuations, etc. We also assist them with legal aspects of funding and investment opportunities. The firm also advises Private Equity / Venture Capital funds, seed investors, FIs and financial institutions on structuring their investments in India vide tax friendly cross border investment structures, setting up of trusts, limited liability partnerships, companies or other suitable entity structures, including advice on the Indian regulatory and tax (onshore and offshore) regime.

- **TECHNOLOGY, MEDIA AND TELECOMMUNICATIONS**

Our TMT group comprises of highly skilled and self motivated lawyers who are constantly driven by the innovation and new technologies being adopted all over the world. We provide an entire gamut of TMT services including legal, strategic, regulatory, data protection, commercial and dispute resolution to large and mid size corporations including start ups.

Our media practice ranges from advising on agreements and contracts related to film and new age media to providing advisory and transactional services in the areas of e-commerce, technology transactions, advertisement, Intellectual Property (IP) strategy and commercialisation, data privacy, copyright protection etc.



- **REGULATORY & POLICY**

Some of the significant workings in the field of Regulatory practice include representing our clients in proceedings before and consultations with varied regulatory authorities on diverse matters including issues pertaining to merger control, abuse of dominance and anti-competitive behaviour, tariff determination, licensing, non-discriminatory open access in network infrastructure, market design, performance regulation and adjudicatory proceedings. We represent clients before different regulators and judicial forums.

- **DISPUTE RESOLUTION**

Our Firm has an expertise and varied capabilities in handling multifaceted and multi-jurisdictional corporate commercial dispute resolutions including mediation, arbitration and litigation. We are also having dispute resolution capabilities in our own offices and in other locations, domestic and international; we have our affiliates and associates. Our team is uniquely placed to handle the dispute resolution work impeccably at the national and international level. Our dispute resolution practice is focused on Corporate Commercial Disputes including Shareholder Joint Venture Disputes, Contractual Disputes (Commercial contracts, Licensing contracts, Project contracts, Construction contracts, Real Estate contracts, Technology Transfer contracts, Asset and Business Transfer contracts and other Commercial contracts and arrangements, affecting client's business interests. We represent a variety of clients, including domestic and International Corporations, Public Utility Undertakings and High Net worth Individuals.

**Our key assignments include:**

- Representation of several Venture Capitalists and their investee companies.
- Brand Valuation for companies including but not limited to, advising them on ways to strengthen their brand and enhance brand value.
- Due diligence for entities in the healthcare sector for streamlining the entire IP and facilitating a better valuation.
- The bifurcation of businesses and assets of Indian listed companies.
- The issue included our interaction with the Big-5 consultants to bring in tax efficiency and factoring in related party transactions and transfer pricing. However, Transfer Pricing was not attracted in this case.
- Due Diligence and transfer of IP of listed companies on the national and global level.
- The integration of one of the largest acquisitions in Lighting involving the merger of assets of a European giant with an Indian business and compliances in several countries involving distributors and Licensees.
- Involved with an IPO of a company in the education sector including interactions with the lead managers to satisfy SEBI pricing. The company is now listed on National Stock Exchange and Bombay Stock Exchange.



- The Department interacted with one of India's leading brands facilitating a migration towards stronger IP and its franchise and license agreements resulting in an investment in the company by one of the largest VC funds in India.
- Working on a strategy for a food company funded by a Venture Capital with the emphasis on ensuring that the strength of the IP is enhanced towards better monetisation.
- Advised a leading retail chain in respect of its IP, contracts and facilitating an investment by Franklin Templeton.
- Advised a leading pharmaceutical company in forming a Joint Venture with India's leading hospital chains to set up specialised nature of clinics.
- Diligence on behalf of one of the largest unlisted global players in commodities facilitating its acquisition of a business in Olive oil as also for the same client acquisition of businesses involving other edible oils.
- Due diligence into the business of India's leading diagnostics company resulting in transfer of their trademarks.
- Advised a leading Indian woman's clothing brand in relation to their IP portfolio and strategising with them to strengthen the same for an upcoming IPO.
- Advised India's leading carbonated beverage company resulting in the setting up of a new company and assisted them in drafting of their agreements related to advertisements, licensing and share capital.
- Worked on a regulatory approval for one of India's leading consumer brands in sanitary wear to facilitate its India entry.
- Advised a leading Singapore publication company in their investment in a digital publication company in India. The transaction involved an IP Due Diligence and review of various transactional documents such as share purchase agreements, employment agreements and distribution agreements.
- Diligence for an Indian edible oil brand which effectuated a sale of the business along with the brand and goodwill in favour of a private buyer.
- Advised a leading multinational beverage company on their Joint venture with India's largest conglomerate to launch beverages.
- Advised one of the largest multinational FMCGs in conducting the due diligence for the sale of its brand to one of India's leading business houses.
- Advised a Netherlands based Media Company on its acquisition of a media business in the unlisted space including Due Diligence.
- Due Diligence of a Dutch company in respect of sale of its hotel land in Goa.