



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. Our Team represents a large number of multi-national clients that are leaders in their respective fields and Indian companies as well as smaller growing businesses. 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 in multiple fields, 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, Fashion and Industry, Education Sector, Technology Sector, Healthcare Industry, e-commerce, Hospitality Industry, Manufacturing and services, Consumer Goods 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, Intellectual Property Protection Agreements, Technology Development Agreements, etc.

We also draft Employment related Contracts, and Confidentiality, Non-Disclosure Agreements for companies, sales representatives agreement etc.

We even draft Event related Agreements such as Production Agency Agreements, Artist Agreements, Consultant Agreements, etc. In addition, we have ventured into Digital Media Promotion Agreements



including but not limited to Influencer Agreements, Brand Promotion Agreements etc

We draft real estate related documents such as memorandum of understanding, agreement to sell, term sheets, 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.

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.

DUE DILIGENCE

The firm conducts due - diligence for the assessment of the legal position and standing of the 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 & shareholding 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.

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.

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.

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 analyse 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).

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.

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, counterclaims, 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 team 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. We also assist our clients on compliance including statutory, regulatory



and internal business related compliances and can effectively review and advise the companies accordingly. We also assist our clients with respect to the dealing with regulatory enforcement actions and remediation exercises. We also advise and draft different internal policies for our clients.

REAL ESTATE AND TRANSFORMATION

Our Firm has experience in extensively working on real estate and transformation transactions, including sale and acquisition for a nature of properties including plants, depot, offices, expansion and sale of idle properties to reduce the costs and optimize value etc. We also conduct real estate due-diligence of properties located in various locations for assessment of the title with an experience in strategizing mitigation of possible risk in the properties and upcoming projects including title perfection. Working substantially on real estate transactions, we advise various Clients on pre-emption and application preventive measures in relation to real estate title disputes, stamp duty issues and refund matters etc.

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, recovery matters etc. We represent a variety of clients, including domestic and International Corporations, Public Utility Undertakings and High Net worth Individuals.

ENVIRONMENT LAW COMPLIANCES

Our team has an extensive exposure on advisory in relation with environment regulatory compliances including compliance to the laws relating to environment, water, plastic waste management, hazardous waste etc. We also have experience of preparing and filing various responses to show- cause notices and other legal notices issued by central and various state pollution control boards.

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 health care sector for streamlining the entire IP and facilitating a better valuation.

- ♣ The bifurcation of businesses and assets of Indian listed companies.
 - ♣ Handling multiple corporate transactions for one of the leading Indian multinational conglomerate and automotive engineering company that operates in the sector of agri-machinery, construction material handling and railway equipment's etc.
 - ♣ Provided end-to-end advisory and assistance to multiple industries on the Force Majeure and Doctrine of Frustration with reference to the present COVID-19 situation.
 - ♣ Due-Diligence transaction for two of the leading brands of India with reference to the mortgage valuation and requirements.
 - ♣ Handling the complete corporate portfolio of a renowned Indian luxury clothing brand
 - ♣ Working on winding-up of the Indian subsidiaries of two USA based companies
 - ♣ Assisted a company in the education sector with its Intellectual Property protection.
 - ♣ Advised a company based out of Nashville on technology development, corporate and commercial transactions with reference to Tennessee Law.
 - ♣ 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 strategizing 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.
- ❁ Advised world's premium brand company on stamp duty issues pertaining to transfer of shares
- ❁ Due Diligence and transfer of IP for a major rice and ready to eat food brand in India



- ♣ Advised a manufacturer of separation technology for oil & gas drilling, mining & industrial, civil construction regarding their tender and specifically provided an opinion on Anti-dumping laws and its implications in India.
- ♣ Drafting of commercial contracts for a very prominent Indian music band.
- ♣ Conducted documentation audit for a premier brand in the EdTech sector
- ♣ Working on drafting commercial contracts and other documents for a premier brand in the Augmented / Virtual Reality Space
- ♣ Provided opinion for an international shoe brand on revision of their price tags, and on whether certain products fall under 'Pre-Packaged Commodity' under the Legal Metrology Act and Legal Metrology Rules
- ♣ Worked on a Composer's Agreement for a famous Indian music band for song to be produced for a Hindi Film.
- ♣ Worked on a Personality Rights Agreement for a famous Indian Designer Duo for assignment of their personality rights to a production house for a reality web series to be based on the Designers.
- ♣ Provided advisory and opinion on tax implications on share transfer in an inter-jurisdictional transaction for an international group, along with major firms and corporates like Latham & Watkins, Deloitte and Ernst & Young
- ♣ Worked on preparing a Joint Venture Agreement for an upcoming project between a top restaurant chain and prominent hotel located in Goa.
- ♣ Worked on a Business Transfer Agreement for a top Hotel chain in India.
- ♣ Worked on various real estate matters in the Hon'ble courts of RERA and NCLT/ NCLAT