



MERGERS, ACQUISITIONS, FUNDS AND PRIVATE EQUITY
PRACTICE

Thinking through transactions

Thinking though transactions



King Stubb & Kasiva's Mergers & Acquisitions, Funds & Private Equity Practice Group is comprised of attorneys experienced in complex corporate transactions who regularly represent a broad range of domestic and foreign corporations, private equity, mezzanine, distressed funds and financial institutions in their M&A-related deals, which encompass an equally broad range of industries and businesses. To provide greater co-ordination the Firm has an integrated M&A, Funds & Private Equity Practice which also helps our clients in a significant manner.

Our attorneys are most often involved in transactions at an early stage and provide advice regarding the development of strategies designed to achieve our clients' business objectives, structuring the transaction and addressing financing arrangements when required.

A significant focus of the Firm's M&A practice consists of representing U.S., Japanese, UK and Europe based clients. Our attorneys regularly assist companies in acquisitions of new businesses in India. Likewise, we represent both inbound and outbound clients in cross border strategic alliance matters. We represent clients in complex transactions which require sophisticated structural, documentation and negotiating services.

MERGERS & ACQUISITIONS

The firm handles a full range of transactions: acquisitions and dispositions of privately owned companies, divisions and subsidiaries; negotiated and contested public company acquisitions (including tender offers, exchange offers, takeover bids, mergers and schemes of arrangement); joint ventures and strategic alliances; and substantial equity investments. The M&A group also represents companies and shareholders in shareholder meetings and proxy contests and regularly provides advice regarding issues of corporate governance and control.

The Firm's clients include leading industrial, service and financial organizations, as well as growth companies. The firm also represents leading financial institutions in their capacity as financial advisors, as well as representing them in their own acquisition transactions.

Integrated Approach

The complementary areas of expertise that often play important roles in M&A transactions include:

Labour Issues - We advise clients on structuring the labour fall outs of a M&A transaction. We have on several occasions structured transactions for our clients to overcome the challenges posed by Indian labour law regulations. We also negotiate other employee related matters relating to acquisitions including non-compete and non-solicit clauses in employment agreements. We advise on structuring employee related dues and other statutory obligations arising out of payment of gratuity, workmen compensation etc.

Tax- We provide tax advisory services and are in a position to quickly turn around on tax related issues that envelope domestic and cross-border M&A deals. We evlove the optimum tax structure while structuring deals for eg., carry forward of losses, slump sale structuring, de-merger and spin-off.

Finance -The firm has immense depth in the debt and high-yield markets and is skilled in structuring a wide variety of acquisition financings of public and private companies.

Intellectual Property/Information Technology- The Firm provides business solutions to the diverse IP issues that arise in M&A transactions, including evaluating issues arising out of patent, trademark and copyrights.

Litigation/Arbitration- The Firm assists clients in litigation and arbitrations arising in the course, or as a consequence, of M&A transactions, such as disputes among shareholders and post-contractual disputes.

PRIVATE EQUITY

When the stakes are high and time is short, private equity leaders turn to King Stubb & Kasiva to workout a fast, focused and effective strategy to complete the deal. We regularly handle a wide range of private investment funds including direct funds, fund-of-funds, master-feeder parallel funds.

Our practice includes the full range of private equity investment-related activities, involving both middle market and larger investments as well as venture capital transactions. We have extensive experience in structuring investment and exit transaction of all kinds, including minority investments,

majority stake, leveraged buyouts, “club” transactions involving multiple sponsors, joint venture investments involving private equity sponsors and industrial company partners, and PIPEs transactions.

In acting for our private equity clients, we bring to bear the exceptional breadth and depth of the firm’s experience in mergers and acquisitions transactions. Our experience with the full array of acquisition techniques gives us extensive familiarity with legal and market practice that can be of significant benefit to our private equity clients in the scores of transactions on which we advise them.



From Investment to exit

The Firm advises its private equity clients in structuring transactions from investment to exit often working closely with our Capital Markets Practice for structuring exits through IPO’s in India and secondary listings [ADR, GDR, FCCB] overseas. We take a proactive approach in leading private equity transactions, anticipating our client needs, and responding to requests with the immediacy and sense of urgency that reflect the value that our firm places on client relationships.



FUNDS

King Stubb & Kasiva has one of the premier legal practices dealing specifically with the formation of funds in India. We assist clients in creation of funds to invest in Indian securities.

Our team applies its expertise to the complete spectrum of funds including but not limited to Mutual Funds, Infrastructure Funds, Technology Funds, Real Estate Funds.

The services we offer clients are extensive and continue to expand as we anticipate and respond to changing client needs, new laws and regulations.

The Firm's approach is to partner with our clients to help them achieve success, from fund formation through portfolio investment and every step along the way. We provide a steady commitment to going beyond what is usually expected of a law firm, day in and day out. The several long term ties that we have developed speak not only to the quality of our representation, but also to our constantly expanding capabilities: growing as our clients grow to meet their changing needs.

Our service offering are as follows:

Merger & Acquisitions:

- Advice on structuring Mergers and Acquisition including advice on structuring issues, drafting transaction documents, determination of SPV etc.
- Advice on Securities and Corporate Law issues related to Takeover Code and other securities laws issues, Listing and Regulatory requirements, Government approvals , Statutory filings
- Undertaking legal due diligence, drafting and review of term-sheet, definitive agreements [Share Purchase Agreements, Share Subscription Agreements, Shareholders Agreements], non-compete agreement, non-disclosure agreement, escrow agreement, stock swap agreement, employment agreement etc
- Advising companies on the methods of restructuring and re-engineering, including demerger / spin-off a division into a separate company, merge two companies into one, buy-back of its shares by the company, slump sale, reduction of share capital, winding-up of operations and the repatriation of the proceeds there from ensuring that the existing tax benefits continue to be available post the restructuring, devising a structure that is efficient from the stamp duty perspective in connection with the transfer of assets and obtaining the requisite approvals of the High Court or other regulatory authorities

Funds:

- Drafting of the fund documents for our clients, including the charter documents for the fund entity, the private placement memorandum, the investment management agreement, the investment advisory agreement, and other necessary documentation.
- Advising our clients the local registration requirements with the Securities Exchange Board of India and other regulatory authorities.
- Advice relating to tax issues with respect to funds

Private Equity:

- Advise on target identification and deal negotiation
- Advice on structuring the deal in terms of drafting term sheet, definitive agreements and closing and post closing documentation
- Board representation on portfolio companies of clients

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