



KING STUBB & KASIVA
ADVOCATES AND ATTORNEYS

MERGERS & ACQUISITIONS



ABOUT KING STUBB & KASIVA

KSK provides end-to-end solutions and services in the Mergers & Acquisitions space. Our seasoned and professional team brings into play decades of valuable experience gleaned from advising on some of the biggest transactions, representing entities, principals, and financial advisors in more than 500 transactions so far. We guide both global and domestic companies of various hues along with established Indian companies and start-ups in different industry sectors including e-commerce, fintech, genomics, defense, drugs and cosmetics, ed-tech, med-tech, news, and media aggregation, logistics, blockchain, airports, mining, green energy, power & energy, real estate, engineering & manufacturing, pharmacy wholesale & retail distribution, F&B, fashion & clothing, fitness et al, amongst others.

In addition, we also represent bidders, targets, shareholders, board of directors in transactions and contests for corporate control. Our lawyers regularly counsel companies and entities in connection with corporate governance, corporate preparedness, and contingency planning, by-law provisions and rights plans, severance, and change in control compensation arrangements. and are able to effectively hand-hold them through the crests and troughs of the transactional cycle. Through our teams based out of Delhi, Bangalore, Mumbai, Chennai, Hyderabad, Kochi, Pune, and Mangalore we are able to provide seamless services across the length and breadth of the country.

OUR ADVANTAGE

The Firm handles a full range of transactions, acquisitions and dispositions of privately-owned companies, divisions and subsidiaries. We have 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 its capacity as financial advisors, as well as representing them in their own acquisition transactions. 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 an M&A transaction. We have, on several occasions, structured transactions for our clients to overcome the challenges posed by Indian labour law regulations.
- Tax– We provide tax advisory services and are in a position to quickly turn around tax related issues that envelope domestic and cross-border M&A deals. We evolve the optimum tax structure while structuring deals, for e.g., carry forward of losses, slump sale structuring, demerger and spin-off.
- Finance– The Firm has enormous depth in the debt and high-yield markets and is able to structure a broad range of public and private company acquisition financing.
- Intellectual Property/Information Technology– The Firm provides business solutions to 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.

INDICATIVE MATTERS

- Advised a UK software major in its acquisition of an equity stake in Indian software major. The transaction involved structuring, conducting due diligence, shareholders agreement, purchase/subscription agreements.
- Advised Quest Global in the of acquisition of Mobiliya technologies and acted as the Lead Global Counsel coordinating with Law firms in USA, Canada, Singapore, china, Korea, Ireland and Malaysia.
- Advised DMI in its acquisition of Pragati, a SAP commerce cloud company.
- Advised Epsilon Ventures (former management of Intel Capital) in its acquisition of ZEBI, in the Block chain space.
- Advised Zebi on its acquisition of Elements 42 in the Block Chain space.
- Advised Pramac in its acquisition of Captiva Energy Solutions in the power generation business.
- Advised Essilor on acquisition of manufacturing companies in the optical sector. The deal involved negotiations with the existing shareholders, preparation of various agreements including share purchase agreement, escrow agreement; taking approval from regulatory authorities including the FIPB and the RBI, conducting legal Due Diligence.
- Advised Max Hypermarkets, a Indian retail company in its acquisition of a equity stake in a retail company valued at USD 45 million.
- Advised Styletribe, a leading Canadian apparel company in its acquisition of its Indian joint venture partner for USD 90 million.
- Advised Royal Philips NV in its acquisition of Alpha Technologies.
- Advised ACC Cement in acquisition of a 40% stake in Alcon Cement. Transaction involved negotiating the shareholders' agreement, the share purchase agreement, conducting due diligence.
- Advised Ambridge Partners in its proposed insurance cover to Schneider Electric acquisition of 74% stake in Luminous Power. Transaction involved review of all transaction documentation and opinion on the possibility of imposition of taxes by Indian tax authorities.
- Advised Everonn Systems Limited in its 100% acquisition of Toppers Tutorial Private Limited in a transaction valued at INR 75 million. Transaction involved negotiating the Business Purchase Agreement, and advisory on structuring Trade Marks and Copy Rights portfolio of Target Company.
- Advised leading sugar company in acquiring stake in Gokak Sugars. Transaction involved negotiating the Assesst Purchase Agreement and tax advisory on slump sale and structuring benefits from a tax perspective.

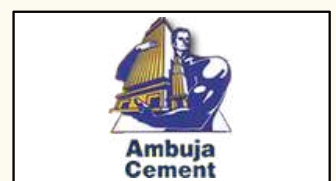
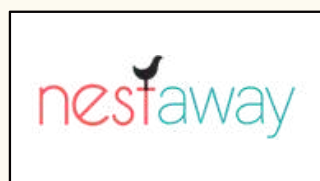
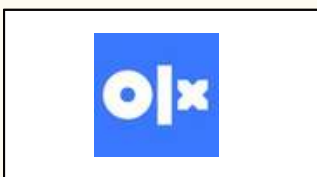
- Advised GL Hotel Group SPA in its acquisition of an Indian Hotel Chain The transaction was valued at USD 650 million and involved negotiating the shareholders' agreement, the share purchase agreement, conducting the due diligence and advising on the acquirer on the Indian takeover code.
- Advised Ciber Inc. in its acquisition of Iteamic Pvt Limited, a software company. Transaction involved negotiating the shareholders' agreement, the share purchase agreement, conducting due diligence and advising on the modalities and compliance issues.
- Advised Russian Helicopters, one of the largest Helicopter manufacturing companies undertake due diligence on Vectra HeliCopters, a large helicopter manufacturing company in India. The deal was formalized into a Joint Venture Agreement and involved drafting and vetting of transaction documentation.
- Advised Max New York Life in its USD 530 mil strategic sale stake to Mitsui Sumitomo Insurance Company. Transaction involved review of documentation and negotiation of transaction documents including Share Purchase and Share Holder Agreements.
- Advised and represented Tronox Holdings Plc (NYSE:TROX), a global mining and inorganic company in acquiring the titanium dioxide business of the National Titanium Dioxide Company Ltd (Cristal).
- Advised and acted for Autoliv (Swedish-American automotive safety supplier with sales to all leading car manufacturers worldwide) in completing the spin-off of its electronics segment, Veoneer Inc. in India.
- Represented and advised a US-based Fortune 500 company providing engineering and construction infrastructure to the electric energy, oil and gas, and communications industries in selling its Indian Subsidiary to Ardom.
- Assisted TriMas Corporation, a diversified global manufacturer of engineered and applied products in acquiring Lion Holdings Pvt. Ltd.
- Assisted and acted for Elemica, the world's leading digital supply chain network, in acquiring ProcessWeaver, the leading first-to-final mile multi-carrier parcel TMS solution provider.
- Acted for H.K. Wentworth Limited ("HKW"), a leading UK-based manufacturer of electro-chemicals for the electronics, LED, automotive, and industrial manufacturing industries in its acquisition by Element Solutions Inc (NYSE: ESI) ("Element Solutions"), global and diversified specialty chemicals company, for approximately \$60 million.
- Currently advising KKR-backed Viricent Infra on acquiring solar assets of an Indian solar development company.

SERVICE OFFERINGS

- Advice on structuring mergers and Acquisitions 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, and 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, merging 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 therefrom 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;
- Working closely with regulatory authorities like the SEBI (Securities Exchange Board of India), RBI (Reserve Bank of India), FIFP (Foreign Investment Facilitation Portal), CCI (Competition Commission of India) and drafting applications, for regulatory approvals and assisting with registrations, ongoing compliances.
- Advice and assistance in relation to the exit strategy and its implementation.
- KSK lawyers handle the full spectrum of negotiated and contested situations, including:
 - Advance preparation for prospective targets
 - Asset sales and purchases
 - Corporate governance advice
 - General corporate counseling
 - Joint ventures
 - Leveraged buyouts
 - Private equity
 - Proxy contests
 - Recapitalizations
 - Spin-offs/Split-offs
 - Stock sales and purchases
 - Strategic mergers
 - Tender offers

CLIENTS





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