



Surbhi Kapoor

PARTNER

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Professional Summary:

Surbhi is an accomplished corporate and transactional legal professional with extensive experience in drafting agreements, negotiating deals, and contracts across commercial, corporate, banking, and project finance matters. Her expertise includes structuring and documentation of joint venture agreements, share purchase and subscription agreements, shareholders' agreements, debenture and loan facility agreements, bailment and facility agreements, asset purchase agreements, aircraft purchase agreements, media and sports contracts, and celebrity endorsement agreements. She advises national and international clients on regulatory compliance under Indian laws and provides strategic guidance on day-to-day operational and legal matters. Surbhi also has significant experience in conducting comprehensive due diligence for both domestic and cross-border transactions, identifying potential risks, and ensuring adherence to statutory and regulatory requirements. She has acted as local legal counsel for various financial institutions, banks, and NBFCs.

Areas of Practice:

General Corporate, Labour and Employment, M&A Transactions and Advisory, ESG and Banking and Project Finance.

Education:

Advocate, Faculty of Law,
University of Delhi,
Institute of Company
Secretaries of India,
Commerce Graduate,
B.com (Hons), University
of Delhi

Affiliations:

Bar Council of Delhi ICSI

Representative Clients:

Zetwerk Manufacturing, First Abu Dhabi Bank, Volvo, PWC, iBUS, Ver se Innovation, Amazon, Johnson, Bank of Baroda, State Bank of India, Union Bank of India, CBRE, IndusInd Bank, Proparco, Bothra Group, Hubergroup, LSG Sky Chefs, Shree Cements, India 1 payments, Waycool, Skycop, Bridgestone, Office Banao, LIBF, Swageazy, Xylem, CISCO, Johnson & Johnson, SMAS, etc.

Relevant Recent Experience:

- Represented Proparco as the Lender's Legal Counsel in connection with a €15 million senior credit facility to GRP Limited for partial project financing. Assisted with high-level due diligence, structuring of the security package, bankability review, drafting loan and security documents, and reviewing government NOCs and tripartite agreements to facilitate tranche-based disbursements for GRP's recycling expansion.

- Prepared and presented an ESG due diligence report to the board of an automobile sector client, focusing on vendor selection for charging station infrastructure.
- Represented an investor in the acquisition of shares in a special purpose vehicle established to handle cargo operations on a DBFOT basis under a concession agreement with a governmental port authority, including closing transactional and definitive agreements.
- Acted as legal counsel for investors of a company offering office space solutions, advising on rights under shareholders' agreements, restrictive covenants in employment contracts, and highlighting red flag issues related to equity structure.
- Assisted foreign clients in various cross-border transactions, advising on RBI compliance, including external commercial borrowings, non-convertible debentures, overseas investments, and foreign direct investment (FDI) into India.
- Conducted due diligence and prepared a legal fact book for an Indian subsidiary of a German company manufacturing liquid inks, covering a five-year look-back period.
- Drafted and finalized local country agreements for a client availing facility management services based on global master service agreements and SOWs, coordinating discussions at the global level.
- Conducted detailed due diligence for asset-purchase transactions, identifying red flags related to asset ownership and land parcels, and drafted definitive purchase agreements.
- Led the banking and finance team in finalizing and closing loan facility and security documentation for various government and private banks, liaising with bank law officers prior to loan disbursement.
- Drafted the concession agreement for warehousing and logistics development under the Hyderabad Metropolitan Development Authority Project.
- Led due diligence for international clients, including Knorex Pte Limited, in connection with proposed business acquisitions, and drafted definitive agreements such as share purchase and business transfer agreements.
- Conducted due diligence identifying restrictive clauses under transfer of hostel undertaking agreements executed between universities and private companies, in relation to a loan facility takeover by the client bank.
- Drafted and closed data sharing, distribution, partner integration, vendor, and service agreements for clients in sectors including education, gifting platforms, engineering solutions, and eyewear.
- Reviewed, negotiated, and executed the debt trust deed and related security documents before the security trustee.