



## Surbhi Kapoor

### Corporate, Employment and Project Finance

Surbhi specialises in drafting and closing commercial, corporate, employment, banking, and project finance documentation. This broadly includes the structuring of joint venture agreements, share purchase agreements, share subscription and shareholders' agreements, bailment and facility agreements, media and sports agreements, aircraft purchase agreements, celebrity endorsement agreements, loan facility agreements, local country agreements, asset purchase agreements, and other related agreements. She has experience advising various national and international clients on regulatory compliance as per the applicable laws of India and provides advisory services in matters related to the day-to-day operations of the entities. Surbhi brings extensive expertise in developing customized employment policies, employee handbooks, and operational manuals that meet the unique needs of organizations. She has assisted clients in creating policies that comply with the Prevention of Sexual Harassment (POSH) Act, prioritizing workplace safety and adherence to legal regulations. Moreover, she provides guidance on maternity benefits, designing policies that align with the Maternity Benefit Act of 1961 and its amendments. She conducts extensive due diligence for national and international clients, identifying red flags to facilitate informed decision-making while ensuring adherence to regulatory and statutory requirements.

#### Areas of Specialisation:

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

#### Education:

Advocate, Faculty of Law,  
University of Delhi.

Company Secretary, 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,  
Guarant Co, Bothra Group,  
Hubergroup, LSG Sky  
Chefs, Shree Cements,  
India 1 payments, Waycool,  
Skycop, Bridgestone,  
Office Banao, LIBF,  
Swageazy, Xylem, SMAS,  
etc.

#### Some of her recent work includes:

- (i) Closing transactional and definitive agreements for an investor client who proposes to acquire shares in a special purpose vehicle incorporated as a private limited company to give effect to the handling of cargoes on a DBFOT basis in furtherance to the concession agreement executed with the governmental port authority;
- (ii) Acted as legal counsel for investors of a company offering office space solutions for the shares and rights offered under the executed shareholders agreements, providing our observations to any restrictive covenants stipulated under the employment agreement and highlighting the red flag issues, including any gaps in relation to agreed equity %.
- (iii) Preparing a due diligence report and a legal fact book for an Indian company (subsidiary of a German company), manufacturing liquid inks, with a look-back of five years;
- (iv) Drafting of local country agreements for a client intending to avail of facility management services based on the global master service agreements and separate SOWs. This further entailed finalisation of the same pursuant to discussions on a global level.
- (v) Conducting extensive diligence for asset-purchase transactions for national clients, highlighting various red flags as regards to the purchase of assets and the land parcels on which such assets are affixed, along with drafting of the definitive agreements forming part of the proposed purchase.
- (vi) Leading the banking and finance team for closing loan facility and security documents for various government and private banks. This includes finalisation of the set of loan documentation after liaisoning with the law officer of the banks prior to grant of the loan facility.
- (vii) conducting due diligence marking restrictive clauses under the transfer of hostel undertaking agreements executed between different universities transferring its rights to a recognised company and its associated companies, in furtherance to takeover of the loan facility by our client bank from the erstwhile lenders of the recognised company.
- (viii) Drafting of concession agreement for warehousing and logistics development under the Hyderabad Metropolitan Development Authority Project.
- (ix) Leading the due diligence for various international clients, including Knorex Pte Limited intending to acquire the business of the target, along with the drafting of definitive agreements such as share purchase and business transfer agreements.

### Some of her recent work includes:

- (xi) Conducting due diligence marking restrictive clauses under the transfer of hostel undertaking agreements executed between different universities transferring their rights to a recognised company and its associated companies, in furtherance of the takeover of the loan facility by our client bank from the erstwhile lenders of the recognised company.
- (xii) Drafting of the concession agreement for warehousing and logistics development under the Hyderabad Metropolitan Development Authority Project.
- (xiii) Leading the due diligence for various international clients, including Knorex Pte Limited, intending to acquire the business of the target, along with the drafting of definitive agreements such as share purchase and business transfer agreements.
- (xiv) Drafting and closing of data sharing agreements, distribution agreements, partner program integration agreements, vendor and service agreements for clients in education, gifting platforms, Drupal engineering and solutions, spectacles & lenses sector, etc.
- (xv) Reviewed and negotiated debt trust deed & related security documents and concluded the execution before the security trustee for iBUS Network and Infrastructure Private Limited.