



BEGUR & PARTNERS
ADVOCATES & SOLICITORS

Overview

Sr. No.	Particulars
1	About Us
2	How we can assist
3	Technical Expertise
4	Credentials

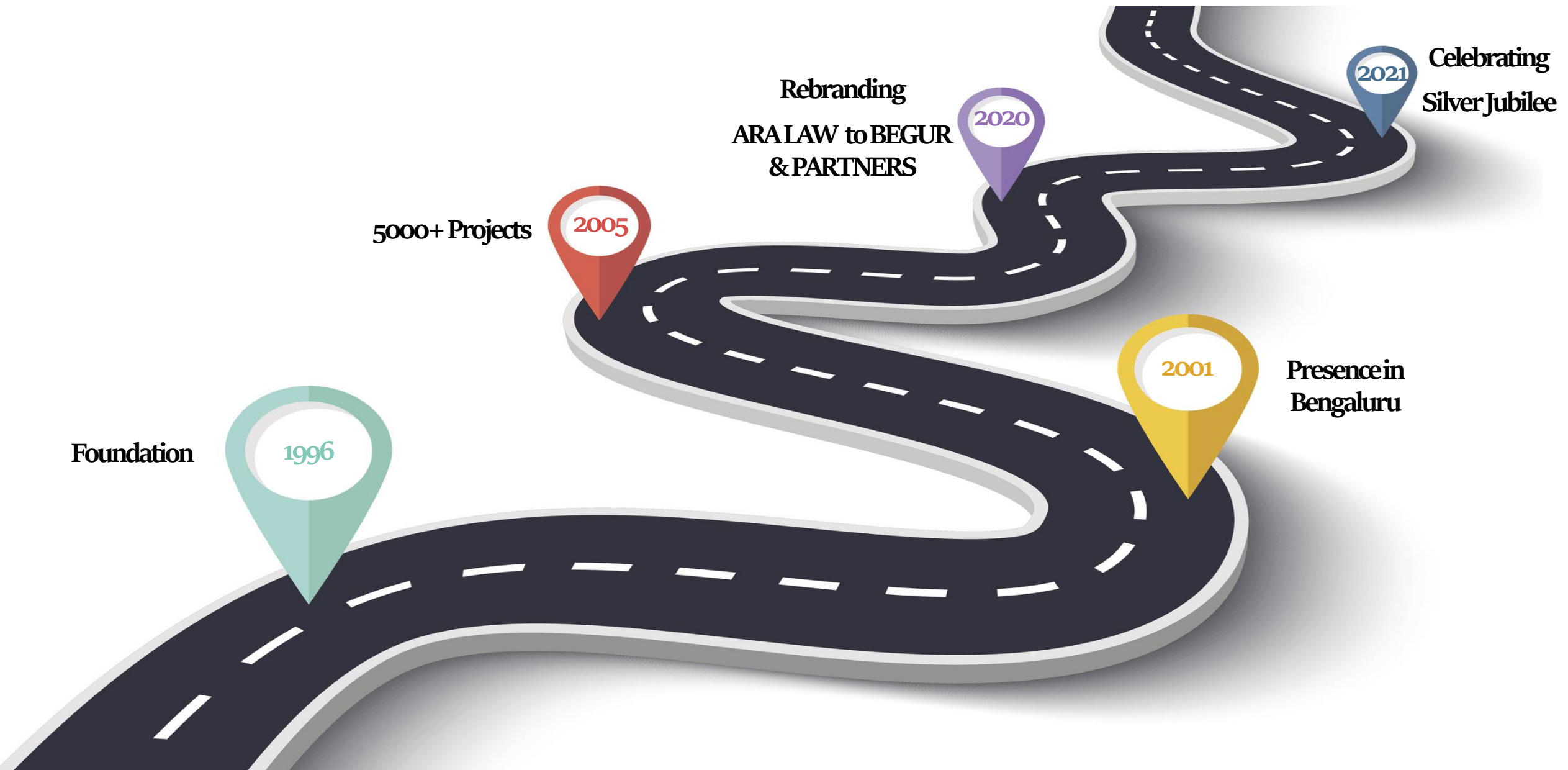




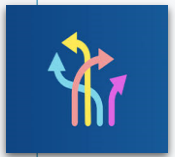
ABOUT US



Milestones



Competitive Differentiators



Flexibility



Focused Attention



Pragmatic Solutions



Client Centric



Structured Implementation



Consistency



Value Add



Knowledge Repository



Optimum Resource Allocation

Industries



BFSI



EDUCATION



**ENGINEERING &
AUTOMOBILE**



FMCG



HEALTHCARE



INFRASTRUCTURE



IT & ITeS



LOGISTICS



**MEDIA &
ENTERTAINMENT**



**PHARMACEUTICALS
& BIOTECHNOLOGY**



REAL ESTATE



RETAIL

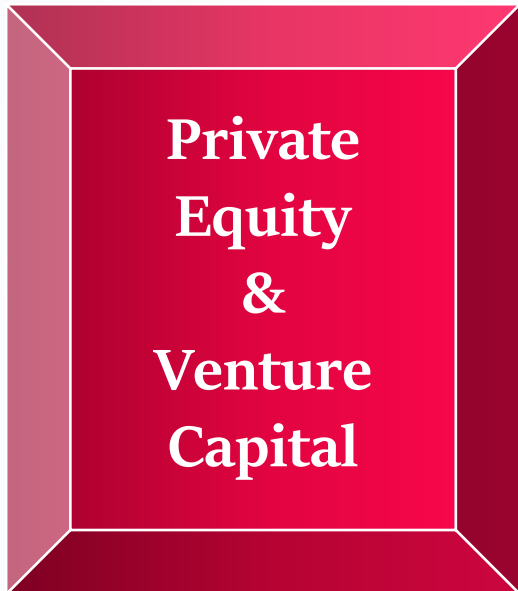


TELECOMMUNICATION

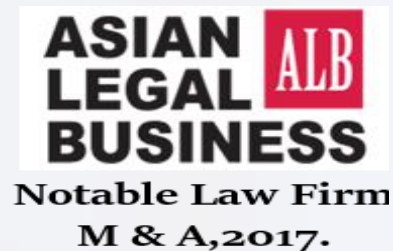
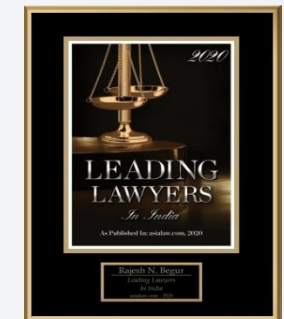
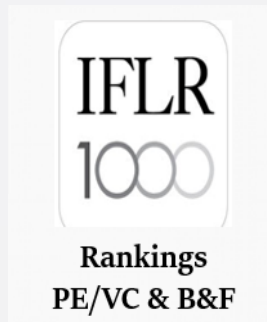
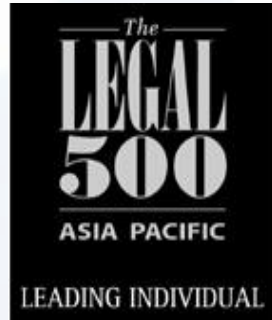


TEXTILE

Core Practice Areas



Awards & Accolades





HOW WE CAN ASSIST

Scope of Services (1/5)

Merger &
Arrangements

Tender Offer, Hostile
Takeovers &
Defenses

Demerger,
Business & Asset
Sale

Management &
Leveraged Buyouts

Take-Private
Transactions,
Delisting & Squeeze
outs

Cross-border
Mergers

Distressed
Company Deals
through Bankruptcy
or other structures

Anti-trust &
Competition Issues

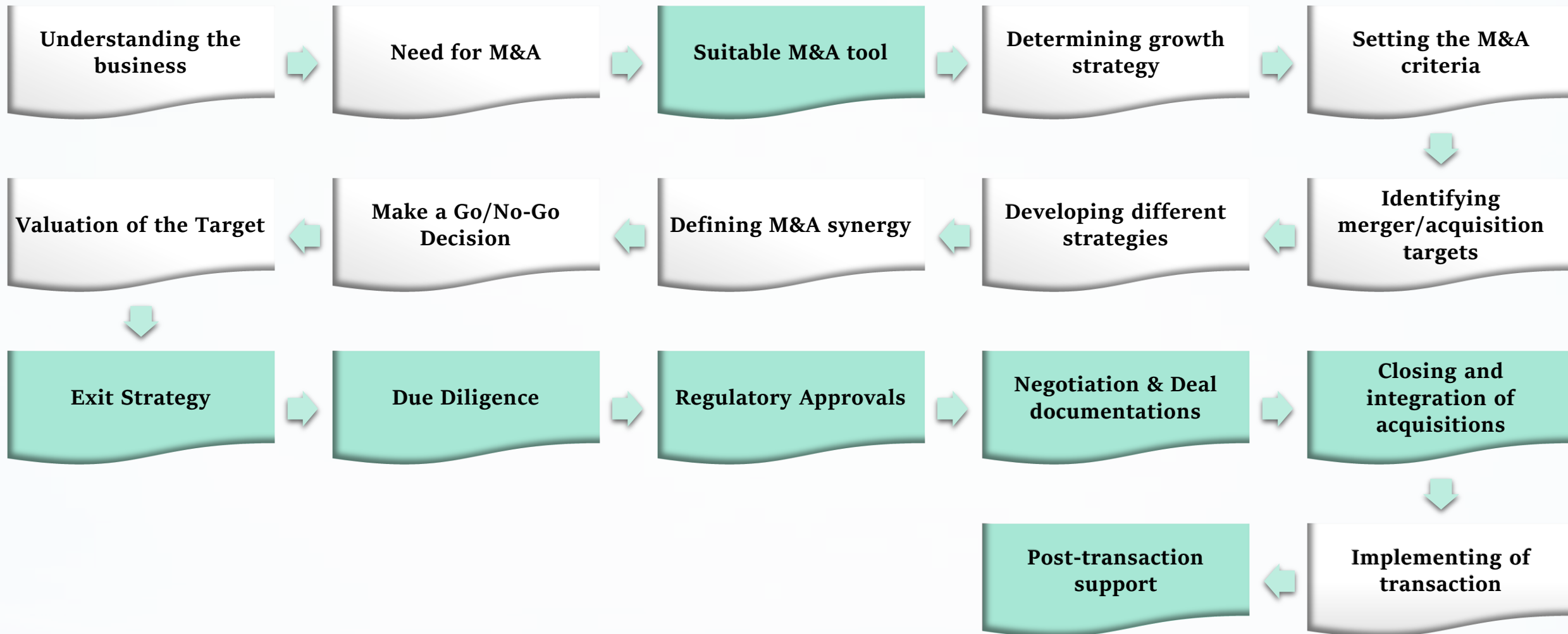
Special Purpose
Acquisition Company
(SPAC)

Corporate Advisory
& Governance Issues

Strategic Alliances,
Joint Venture & Foreign
Collaborations

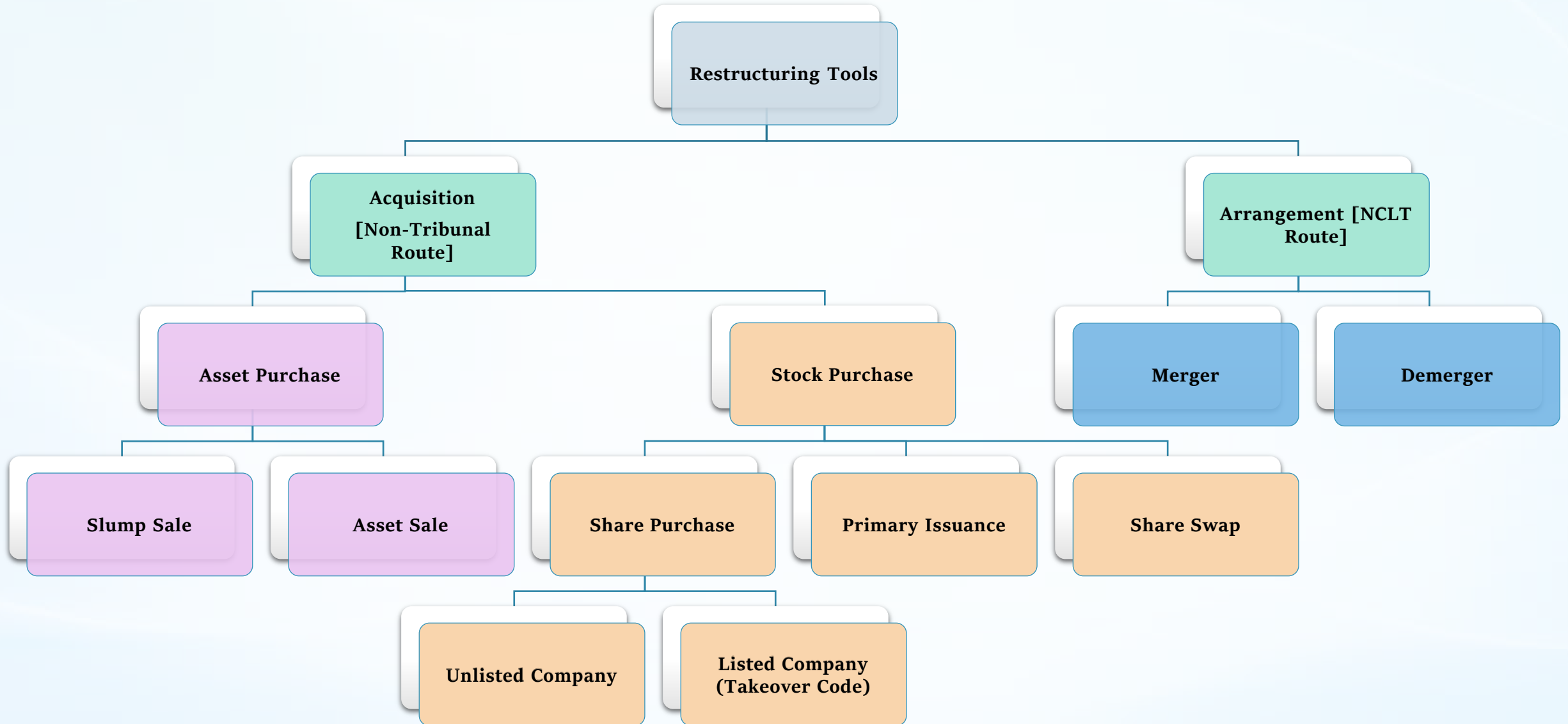
Externalisation

Scope of Services ~ Typical M&A Process (2/5)



Restructuring Ideation and simplicity of implementation – Key to a successful transaction

Scope of Services ~ Restructuring Tools (3/5)



Scope of Services (4/5)

Restructuring Ideation

- Growth objective – Expansion/
Diversification
- Cross-border/ Domestic restructuring
- Valuation adjustments
- Employee and promoter incentive
- Exit strategy
- Tax efficiency
- Intellectual Property Integration
- Funding options

Documentation

- Term Sheet
- Merger Agreement
- SPA/ SSA/ SHA
- Joint Venture Agreement
- Business Transfer Agreement
- Asset Purchase Agreement
- IP Assignment Agreement
- Employment Agreement
- Scheme of Merger/Demerger
- Charter Documents
- Secretarial Compliances
- Corporate Actions

Scope of Services (5/5)

Legal Due Diligence

- Vendor & Purchaser LDD
- Compliance health check
- IP Diligence
- Labor Code Compliances
- Legal Audit
- Identification of Risk mitigators such as Condition Precedents, R&W, Indemnities and Post-Closing Covenants.
- LODR/ Takeover Code
- Stock Exchange Listing Compliances

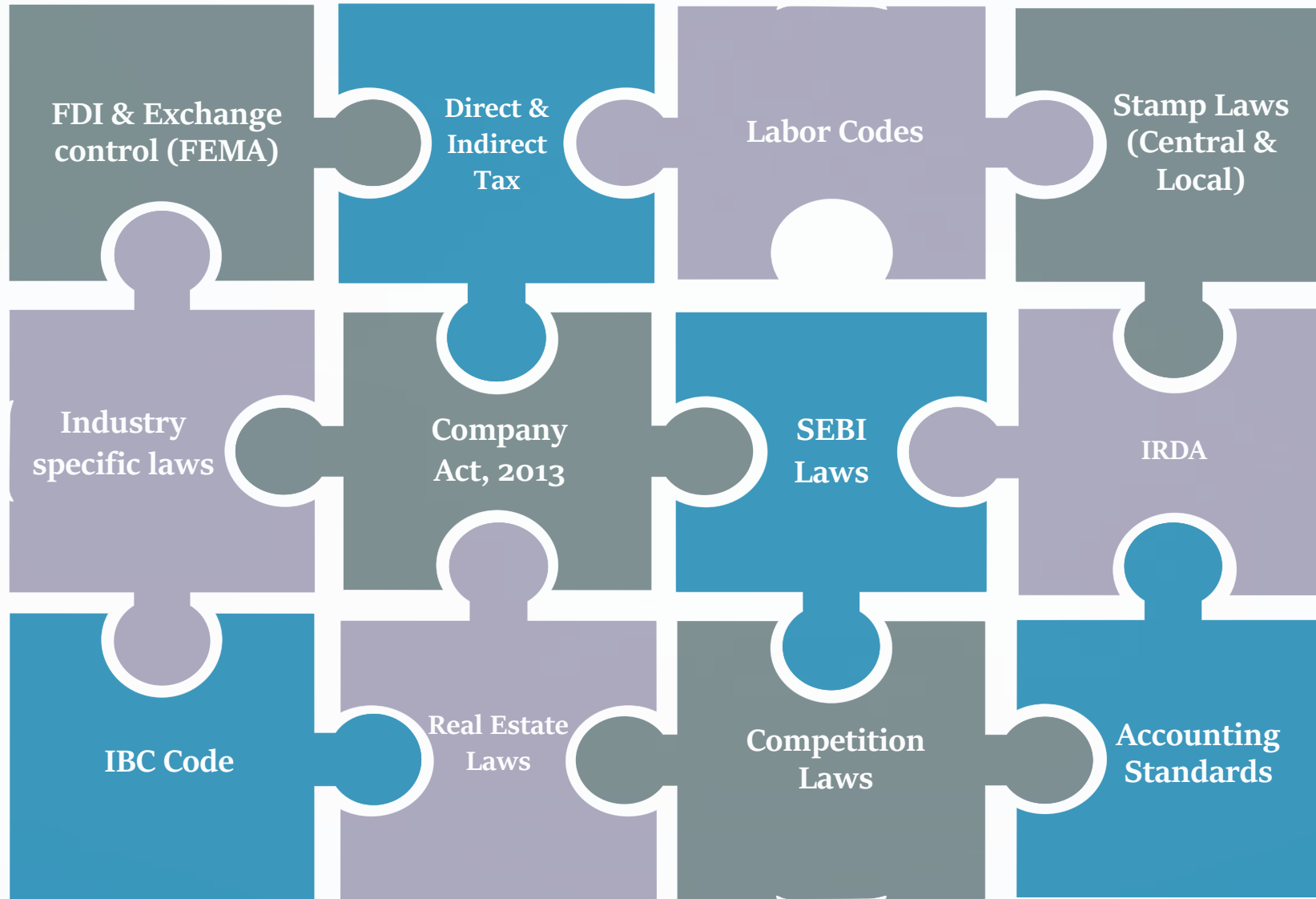
Regulatory Approvals

- SEBI
- Competition Commission (CCI)
- FDI/ FEMA
- ROC/RD/NCLT
- Sector specific approvals such as MIB, IRDAI, DoT, Department of Pharmaceuticals, etc.



TECHNICAL EXPERTISE

Legal & Regulatory Framework



DECODING FDI

FDI under sectors is permitted either through automatic route or government route.

Automatic route

Under the automatic route, the non-resident or Indian company does not require any approval from the GoI

Government route

Under the government route, approval from the GoI is required prior to the investment. Proposals for foreign investment under the government route are considered by the respective administrative ministry/ department

Automatic*

Construction and Development (township, housing and infrastructure) - 100%

Pharmaceuticals: Greenfield - 100% and Brownfield - ≤74%

Banking (Private Sector) - ≤49%

E-commerce - 100%

Telecom services - ≤49%

Cash and carry wholesale trading - 100%

Single brand product retail trading - 100%

Asset Reconstruction Companies - 100%

Regulated financial services - 100%

Insurance company - 49%

Insurance intermediaries - 100%*

Approval*

Pharmaceuticals: Brownfield - >74%

Banking (Private Sector) - >49% but ≤74%

Telecom services - >49%

Multi brand retail trading - 51%

FDI (directly / indirectly) from countries sharing land borders with India







Note 1. The above sectoral norms may be subject to additional conditions and restrictions as specifically specified.

Note 2. As a rule, any sector which has not been included in the sectoral list of FDI Policy have been permitted with 100% automatic FDI.

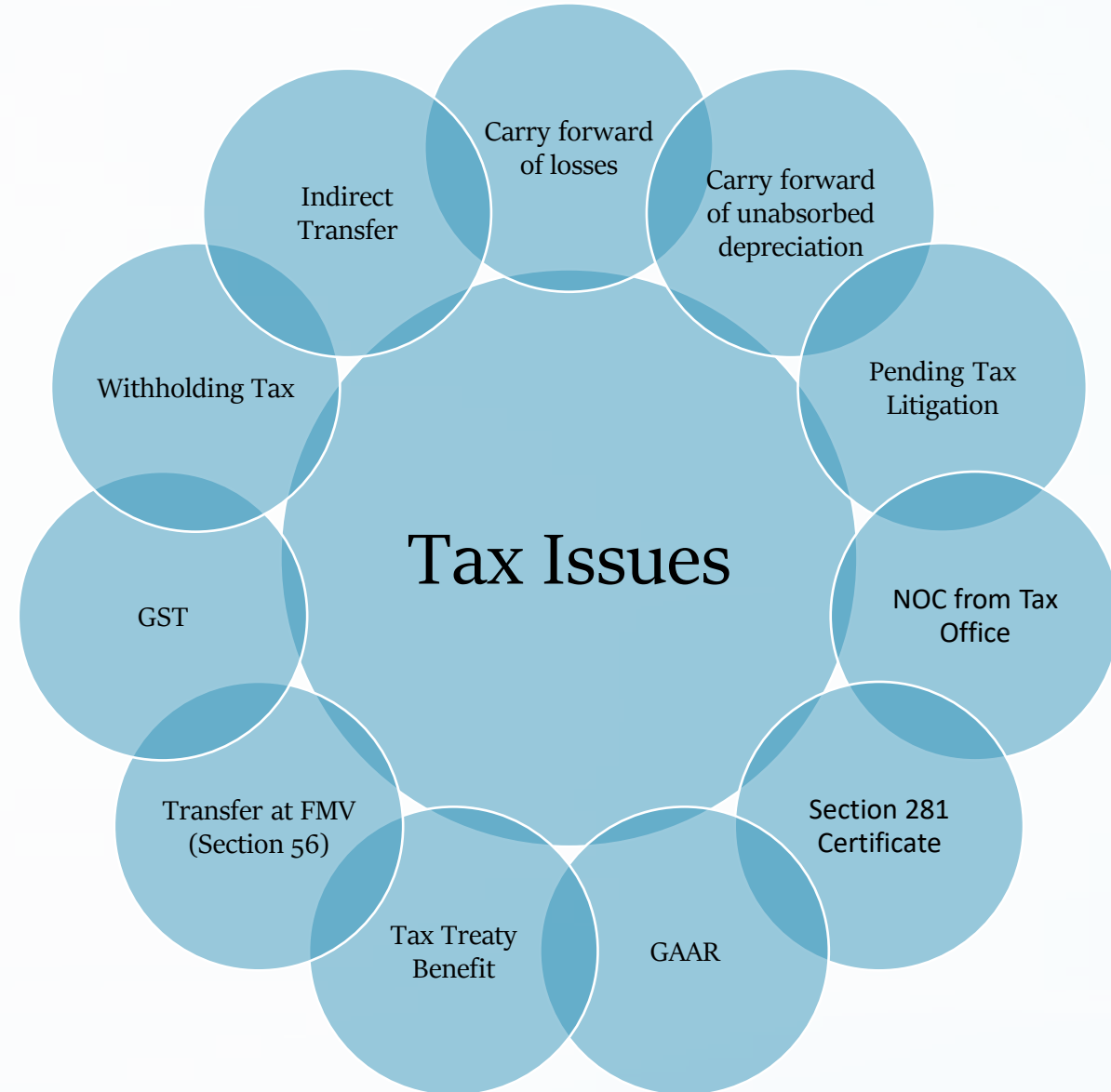
Restructuring tools – Tax aspects

Parameters	Demerger	Slump Sale	Asset Purchase	Share Transfer
Tax Neutrality (Whether taxable transfer?)				
Carry forward of unabsorbed depreciation of transferor to transferee/resulting company				
Carry forward of past losses of transferor to transferee/resulting company				
GST				

Restructuring Tools – Comparative Analysis

Parameters	Demerger	Slump Sale	Asset Sale	Share Purchase
Regulatory				
Legal				
Procedural				
Timelines				
Cost				
Stamp Duty				

M&A Issues



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CREDENTIALS



IT/ITeS

 Acquisition of 	 Acquisition of 1CLICK	 Acquisition of Demach Software India Private Limited.	 Joint venture agreement with 	Knowledge Systems Private Limited Acquisition of Questech India Private Limited	 Business Transfer of Kwench Global Technologies Private Limited to 	maxHeap Investment in 	maxHeap Investment in 	 Divestment in 	<i>Platinum Equity</i> Business Transfer Agreement for 
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 Purchase of shares from 	 Investment in 	 Investment in 	 Investment in 
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Education

TIGERGLOBAL Exit from 	TIGER Investment in <i>CultureAlley</i>
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Automobiles

<p>AMF Automation Technologies, Inc</p> <p>Advisory-Regulatory Regime</p> <p>PSK Engineering Private Limited</p>	<p>KOHLER</p> <p>Global acquisition of</p> <p>LOMBARDINI</p>	<p>pricol</p> <p>Acquisition of</p> <p>XENOS</p>
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Financial Services

<p>Baroc Capital Advisory Services Pvt Ltd</p> <p>Exit Advisory</p> <p>Osian's- connoisseurs of Art Private Ltd.</p>	<p>BLUE RIVER</p> <p>Advisory work on exit from the Edelweiss JVA.</p> <p>Edelweiss ideas create, values protect</p>	<p>CITY VENTURES</p> <p>Restructuring of shareholding of</p> <p>Sharekhan by BNP PARIBAS</p>	<p>Goldman Sachs</p> <p>Divestment of shares from</p> <p>kotak Investment Banking</p>	<p>Millennium Investment</p> <p>Blank cheque transaction with</p> <p>smc Moneywise. Be wise.</p>	<p>Newedge</p> <p>Acquisition of 100% shares in</p> <p>Newedge Broker India Private Limited</p>	<p>SOCIETE GENERALE</p> <p>Joint venture agreement with</p> <p>SBI</p>
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Manufacturing

<p>enry Chemistry for you</p> <p>Acquisition</p> <p>enry Chemistry for you</p>	<p>helion vertical partner</p> <p>Acquisition of Moms Supplies Private Limited & Boost Enterprises India Private Limited</p>	<p>J. K. Corp Limited</p> <p>Divestment of its polyester division to a new company</p> <p>Division of J. K. Corp Limited</p>	<p>PRATEEK APPLIQUES PVT LTD Creating Landmarks, Setting Benchmarks</p> <p>Business Transfer</p> <p>FLF FUTURE LIFESTYLE FASHIONS</p>	<p>Prateek Group Creating Landmarks, Setting Benchmarks</p> <p>Overseas Direct Investment</p> <p>KEH Kanz Financial Holding</p>	<p>PremDurai Exports Private Limited</p> <p>Structuring</p> <p>Switcher Holdings SA</p>	<p>Royal Packaging Industries Van Leer NV</p> <p>Acquisition of</p> <p>G. Claridge & Company Limited</p>	<p>TATA</p> <p>Restructuring</p> <p>PERPETUAL making a material difference</p>	<p>TEXLOG</p> <p>Acquisition</p> <p>S. Oliver Fashion India Private Limited</p>
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Healthcare/ Pharmaceuticals

 <p>Business Purchase of</p> 	 <p>Advise on SEBI Takeover Code.</p>	 <p>Acquisition & takeover of Bollineni Ramanaih Memorial Hospitals Private Limited Bollineni Heart Center Limited</p>	 <p>Merger with</p> 	 <p>Acquisition of IV fluids business of</p> 	 <p>Slump Sale of a unit of</p> 
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Telecommunications

<p>France Telecom Mobile International</p> <p>Advisory- minority protection & Consolidation in</p> 	 <p>Divestment in</p> 	 <p>Acquisition of shares of group companies</p> 	 <p>Corporate Restructuring and Due Diligence</p>	 <p>Demerger & Merger of Tower Business</p>	 <p>Demerger & Merger of NLD & ILD</p>	 <p>Slump Sale and Structuring</p> <p>Hutchison Whampoa Properties India Private Limited</p>	 <p>Advise on Structuring</p>	 <p>Exit of</p> 
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Transportation/ Logistics

 <p>Overseas Direct Investment</p> 	 <p>JVA in the wholesale export segment.</p> <p>Leading brand in the garments sector</p>	 <p>Overseas Direct Investment</p> <p>Honkong based Company</p>	 <p>Divestment in</p> <p>Haytrans India Limited</p>
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Infrastructure/ Power Sector

<p>Aviation Technology & Turbine Services, UAE</p> <p>Regulatory Framework - Advisory</p> <p>BCMC Private Limited</p>	<p></p> <p>Acquisition of ZellwegerLuwa AG.</p>	<p>Distribution Control Systems, Inc</p> <p>Legal Due Diligence</p> <p>Polymeters Response International Limited</p>	<p></p> <p>JVA</p> <p>An entity engaged in manufacture of industrial Fans</p>	<p></p> <p>Filing of scheme of merger application</p> <p>Merger of two companies</p>	<p>Fadal</p> <p>Divestment</p> <p>Giddings and Lewis India Limited</p>	<p></p> <p>Due Diligence of Asia Power Projects Private Limited</p>	<p></p> <p>Jain Irrigation Systems L</p> <p>Acquisition of two vegetable dehydration units</p>	<p></p> <p>Jain Irrigation Systems L</p> <p>Acquisition of dehydration division of LMP Gujarat Agro Exports Limited</p>	<p></p> <p>Jain Irrigation Systems L</p> <p>Sale of polycarbonate unit of GE Plastics India Limited</p>
<p></p> <p>Jain Irrigation Systems L</p> <p>Overseas Direct Investment in Eurodrip</p>	<p></p> <p>Jain Irrigation Systems L</p> <p>Overseas Direct Investment in Eurodrip U.S.A. Inc</p>	<p></p> <p>Jain Irrigation Systems L</p> <p>Overseas Direct Investment in Eurodrip Damla Sulama Pazarlama VeTicaret A.S.</p>	<p></p> <p>Demerger</p>	<p></p> <p>Divestment</p> <p>Control and Valves Limited</p>	<p>Polysindo Group</p> <p>Advisory – SEBI Takeover Code</p> <p></p> <p>Best & Crompton future technologies, TODAY</p>	<p></p> <p>Sandvik AB</p> <p>Acquisition - controlling interest</p> <p></p> <p>Sandvik Asia Limited</p>	<p></p> <p>The India Cements Ltd</p> <p></p> <p>Divestment of Unit of India Cements Limited</p>		

Media & Entertainment

<p></p> <p>Acquisition and Regulatory Regime</p> <p>Gujarat Propack Limited</p>	<p></p> <p>Due Diligence & Acquisition</p> <p>A US based radio station</p>	<p></p> <p>Divestment in Target Company to JVA Partner</p> <p></p>	<p></p> <p>Investment in</p> <p></p>	<p></p> <p>Due Diligence & Investment in</p> <p></p>	<p></p> <p>Investment in</p> <p>Real Global Broadcasting Limited</p>
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Textile

 Joint Venture with 	 Joint Venture with 	 Investment in 	Phulchand Exports Limited Investments in Ahmedabad Advance Mills Limited	Phulchand Exports Limited Overseas acquisition of 	Prateek Holdings Limited Overseas direct investment in 	Prateek Apparels Private Limited Transfer of business to Future Lifestyle Fashions Limited	Sasta Management and Financial Consultants Private Limited Investor buyout from 	Phulchand Exports Limited Investments in Ahmedabad Advance Mills Limited	 Acquisition of 49% shares in 
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FMCG

EdumaTrix Services (India) Private Limited Divestment in Eurisko Agro Limited	Warner Lambert India Private Limited Global acquisition of 
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Aviation

 Overseas Direct Investment CJSC AERO REGION	Superskies Aviation Private Limited Exit from JVA <ul style="list-style-type: none"> • AVS GSA Pte Limited • ECS Group SA • MC Aviation Services Pvt. Ltd.
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Oil and Petrochemical

 Disinvestment to Aban Lloyd Chiles Offshore Limited in 	 JVA 
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