



Transactional Advisory **(M&A and Investments)**

The Transactional Advisory Practice of The Valid Points Law Offices entails mergers & acquisitions/ M&A, joint ventures, inbound/outbound transactions, restructuring, private equity investment, buy-outs, business transfers, slump sale, and winding-up. The end-to-end assistance starts from the stage of term sheet to conducting due diligences, drafting/negotiating transactional agreements, ensuring the conditions precedent & subsequent, regulatory support. The practice also covers strategic alliances, collaborations, technology transfers, licensing, market entry, FDI regulations, stamp duty implications, payment of royalty and cross-border investments and technical support & services. The practice covers the following:

A. Advisory: assistance in structuring of a transaction, assessing the nature & feasibility of any transaction, enforceability of transactional documentation, creating step-by-step checklists, conducting sessions for overall understanding of the legal & regulatory roadmap of the transaction for all internal departments to prepare for the transaction, understanding the aspects related to employee transfer or data protection or cyber security during the transaction, on the corporate governance status of the entity & keeping house in order to prepare for a transaction, understanding the registration related aspects of transactional documents, and stamp duty thereof.

B. Documentation: by drafting/reviewing or negotiation of documentation of M&A deals, JVs, inbound/outbound transactions, investment proposals, restructuring, PE & VC Investment; assistance in preparing the organizations for any strategic alliances, collaborations, technology transfers and licensing; drafting & negotiations of term sheets, shareholders agreement (SHA), share purchase agreements (SPA), business purchase or transfer agreement (BTA), voting rights agreement, term sheets, escrow agreements and schemes of arrangement; assistance in business structuring/reorganisations, corporate audit and due diligence. Assistance in preparing the organizations for any strategic alliances, collaborations, technology transfers and licensing.

C. Due Diligence: conducting due diligence for verification of compliances, corporate governances, sectoral compliances, issues in commercial contracts, aspects related to cybersecurity, privacy & data protection, applicable cross-border laws/FEMA, terms & conditions of the applications/websites, including the IP policy and disclaimers; adherence to confidentiality, IP assignment, and security measures.

D. Regulatory: assistance in completing all regulatory steps in a transaction, including procuring approvals, completing pending compliance points, undertaking filings, creating necessary & mandatory records for corporate governance under Companies Act, FEMA, etc. Assisting entities in completing conditions precedent, subsequent and consequent in a transaction, including filings with the Registrar of companies, Ministry of Corporate Affairs, and RBI.

Representative experience:

- ❖ Assisted a major French automotive component manufacturer in India in their 100% acquisition of an Indian auto component manufacturing company.



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- ❖ Assisted the world's 2nd largest office manufacturing company to acquire 100% stake through share purchase after an all-encompassing due diligence in 14 different location in India.
- ❖ Represented a US company in their acquisition of an Indian designing, manufacturing, reconditioning and servicing company in high RPM spindles space.
- ❖ Involved in formation of joint ventures between two IT companies based out of Bangalore and US.
- ❖ Assisted in local as well as multi-jurisdictional 100% acquisition and restructuring of a target for an IT company based out of US.
- ❖ Advised a subsidiary of an Australian defence company in their investment in India in setting up entities and further infusion pursuant to the revised Defence Procurement Policy.
- ❖ Advised on the acquisition of 100% stake in an Indian engineering company after conducting due diligence.
- ❖ Assisted in structuring of the investments and advised on their entry strategy for a US apparel manufacturer in sports segment in India.
- ❖ Advised an Indian IT company in their asset purchase deal another IT major giant in defence sector.
- ❖ Counselling the conglomerate re the structuring of the group, contractual arrangement, exposure and protection in a classified defence project for a French company.
- ❖ Counselling a French company regarding structuring their investment, implication on taking up assignments with Indian government w.r.t IT laws, corporate laws and IPR in a consortium for the UIDAI project.
- ❖ Assisted a large US telecom equipment manufacturer on their India entry strategy, structuring, FEMA, compliances and agreements.
- ❖ Advised a major European power company and another US MNC on the procedure for closure of their factories in India and re-investment in a joint venture in IT sector.
- ❖ Advised a top pharmaceutical company on the re-structuring of their business in India pursuant to the investments being received from their parent company in US and other group company in Europe.
- ❖ Advised an Indian subsidiary of a global food products' conglomerate on entry strategy in India and structuring of their venture.
- ❖ Advised an OPC in its JV with a major food company from UAE.
- ❖ Advised a foreign strategic investor on its PE investment in "Home Automation Business" in India.
- ❖ Advised an application development company on its seed investment from Singapore and thereafter two rounds of investment – one domestic from an angel and then from two investing entities from US and Hong Kong.
- ❖ Assisted an Indian PSU in aviation & defence sector in their acquisition of another PSU in manufacturing sector.
- ❖ Conducted legal audit of the manufacturing plant of an auto component manufacturing company in Pune to verify compliances under Companies Act, FEMA, Labour, EHS, legal metrology, regulatory licenses, tax, and IPR laws apart from litigation check, review of all business contracts and verification of factory plan approval and amendments.



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- ❖ Conducted legal audit of the manufacturing plants of three auto component manufacturing companies in Chennai to verify compliances under Companies Act, FEMA, Labour, EHS, legal metrology, regulatory licenses, tax, and IPR laws apart from litigation check, review of all business contracts and verification of factory plan approval and amendments. Also, reviewed the business agreements and agreements with SIPCOT apart from verification of factory plan approval and amendments.
- ❖ Conducted due diligence of the plants in Maharashtra & Himachal Pradesh and other offices in 12 different cities in India for acquisition to verify compliances under Companies Act, FEMA, Labour, EHS, legal metrology, tax and IPR laws (apart from litigation check and verification of factory plan approval and amendments.)
- ❖ Conducted due diligence for an acquisition of a plant based in Pune and dealing in designing, manufacturing, reconditioning and servicing high RPM spindles.
- ❖ Conducted audits of two companies respectively in the manufacturing and the service sectors (Group entities) before initiating the merger process to close all instances of non-compliances identified.
- ❖ Verified all documents related to compliances of a manufacturing entity in medical devices sector as well as other offices from sectoral laws, secretarial compliance, labour laws and advertising laws apart from contractual and clinical trial documents.
- ❖ Conducted due diligence of a unit manufacturing plant growth enhancer from sea weeds located in Tamil Nadu and offices in Bangalore from applicable industrial, labour, environmental, logistics, storage, e-commerce and metrology laws, including FEMA compliances for their offshore business in Indonesia.