

PRATHAM LEGAL
Advocates & Regulatory Consultants

ABOUT US

Pratham Legal is a leading Indian law firm, providing a full range of legal, regulatory and tax services, including advice on international business transactions, mergers and acquisitions, banking and financial services, corporate and securities laws, trade law, labour and employment issues, real estate, laws relating to not for profit organizations. With more than 100 years of combined experience in corporate advisory services, we offer highest level of service to our clients and have successfully completed a high number of corporate transactions in the recent years across several industries.

Pratham Legal advises clients from diverse business sectors including in the information technology, media and broadcasting, real estate, construction, consumer goods, food and drug, telecommunications, and other manufacturing and services sectors.

We provide advice on entry options, incorporation of companies/LLPs, obtaining regulatory approvals from the Government, including permissions from the Secretariat for Industrial Assistance and the Reserve Bank of India and on – going legal advice to both domestic and multinational companies operating in India.

Pratham Legal's corporate and transactional practice is headed by Prashant Kumar, senior partner with substantial experience in corporate and international transactional work, strategic advisory work, setting up companies in India, foreign direct investments, mergers and acquisitions, joint ventures, and general corporate advisory. He regularly advises domestic and multinational clients on M&A, corporate and securities laws, trade and regulatory issues, investments, restructuring and related issues.

Pratham Legal also has a highly experienced tax practice. In addition to other tax experts, one of its senior partner, Pradeep Kumar, is a former Indian Revenue Services Officer with substantial tax experience, having held positions, including that of the Commissioner of Income-tax. He has also worked as Chief Executive Officer and Whole Time Director of India Infrastructure Finance Company Ltd., a Govt of India owned, India's largest infrastructure finance company. Pradeep Kumar regularly advises several domestic and international companies on various tax issues including cross border and domestic transactions, tax structuring of inbound investments into India, restructuring of business entities and other tax advisory services including advice on estate planning, structuring trusts and other products for wealth management.

We are located in the heart of central business district of India's capital New Delhi, which is one of the largest financial, commercial & business centers and headquarters several noted Indian & Foreign Multi-national corporations. We are in close proximity to Central Government Offices, Diplomatic Enclaves, Business

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Hotels, Restaurants, Premiere Shopping Areas, Lush Green Gardens and Golf Course.

OUR SERVICES

INDIA ENTRY STRATEGIES | FOREIGN COLLABORATIONS & JOINT VENTURES

We provide advice on entry options, incorporation of companies/LLPs, obtaining regulatory approvals from the Government, including permissions from the Secretariat for Industrial Assistance and the Reserve Bank of India and on – going legal advice to both domestic and multinational companies operating in India. We have an experienced panel of legal professionals and experts including company secretaries, corporate lawyers and business and financial experts, well-versed in all the nuances involved in the strategies of setting up business operations in India. Our professionals can plan the best mode of entering into Indian market for anyone depending on their objectives, purpose, position and requirement through:-

- ◇ Advising on setting up of wholly owned subsidiaries and joint ventures in India.
- ◇ Incorporation of companies/LLPs including wholly owned subsidiaries and drafting of Memorandum and Articles of Associations;
- ◇ Drafting & negotiation of Shareholder's Agreements, Joint Venture Agreements, Technology Transfer Agreements, Promoter's Agreements, MoUs, Commercial Contracts etc.
- ◇ Advising on legal and procedural matters falling under the provisions of FEMA, 1999.
- ◇ Advising non – residents regarding investments in India and repatriation of such investments and returns thereon.
- ◇ Obtaining Reserve Bank of India ('RBI')/Secretariat of Industrial Assistance ('SIA') approvals for Foreign Direct Investments in India;
- ◇ Establishment of Branch, Liaison & Representative Offices;
- ◇ Formation of Limited Liability Partnerships;
- ◇ FEMA Exchange Control & Regulatory Matters;
- ◇ Assistance in all required regulatory approvals and tax clearances including opening a bank account in India;
- ◇ Corporate secretarial services;
- ◇ Commercial contracts for servicing, licensing, development, distribution, marketing, Agency and franchising, manufacturing, outsourcing maintenance etc.
- ◇ Corporate & Shareholder's Disputes
- ◇ Consultancy and advice on compliance & operational issues.
- ◇ Issuing Certificates for exchange control purposes under FEMA.

INCORPORATION | FORMATION OF BUSINESS ENTITIES & GOVT. APPROVALS

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We provide advisory services relating to the practices involved in setting up of businesses in India, and legal, strategic guidance involved in the process. We have an experienced panel of legal professionals and experts including company secretaries, corporate lawyers and business and financial experts, well-versed in all the nuances involved in the strategies of setting up business operations in India. Our main services in this area include the followings:

- ◇ Incorporation of public companies/private companies/one-person companies;
- ◇ Formation of Limited Liability Partnerships;
- ◇ Setting up Joint Ventures & Wholly Owned Subsidiaries;
- ◇ Setting up Overseas wholly owned subsidiaries;
- ◇ Establishment of Branch Office, Liaison Office, Project Offices in India;
- ◇ Drafting & negotiation of Shareholder's Agreements, Promoter's Agreements, Joint Venture Agreements etc.;
- ◇ Drafting of Memorandum and Articles of Associations;
- ◇ Approvals from the Ministry of Corporate Affairs and Offices of Regional Director and Registrar of Companies;
- ◇ Approvals from Reserve Bank of India ('RBI')/Secretariat of Industrial Assistance ('SIA'); Securities & Exchange Board of India ('SEBI')/IRDA/Stock Exchanges/Real Estate Regulatory Authorities etc.
- ◇ Approvals from Food Safety Standards Authority of India ('FSSAI');
- ◇ Approvals from Director General of Foreign Trades ('DGFT');
- ◇ DoT Licenses/Telemarketers Licenses;
- ◇ Pollution Control Board approvals and environmental clearances;
- ◇ DGCA approvals;
- ◇ Industrial approvals;
- ◇ Labour and labour law approvals
- ◇ Approvals from Ministry of Home Affairs;
- ◇ Approvals from Ministry of External Affairs

REGULATORY COMPLIANCES & CLEARANCES

Businesses across a range of industries increasingly face stringent government regulation and aggressive enforcements. In this ever more complicated regulatory environment, companies and their employees must be vigilant to act in accordance with regulations and respond quickly and appropriately to correct oversights. Our professionals understand these complex environments and work with clients to identify and mitigate the risks of potential enforcement actions, heading off compliance problems whenever possible. Our professionals have specific expertise in a number of areas in which they help clients meet regulatory and compliance obligations including corporate law compliances, FEMA & Foreign Direct Investment law compliances, securities law compliances, industrial and labour laws compliances, tax law compliances, economic law compliances etc. We offer services, to clients, in the following areas:

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- ◇ Corporate compliance management services;
- ◇ Regulatory, advisory & liaison services relating to corporate laws, foreign direct investments, industrial & labour laws, and general commercial laws;
- ◇ Listing/de-listing, stock exchanges compliances;
- ◇ Corporate secretarial services;
- ◇ Book keeping & payroll services;
- ◇ Tax compliance services.

TRANSACTION ADVISORY SERVICES

Our highly skilled and specialized professionals having expertise in corporate law and transaction advisory provides tailor-made, comprehensive solution and end to end documentation, regulatory approval support to clients for corporate transactions to ensure successful transaction closing. Our main services in the domain of transaction advisory includes -

- ◇ Planning strategies for amalgamation/merger, acquisition, takeover, spin off, reconstruction, reorganization, restructuring and winding up of companies;
- ◇ Merger & Acquisitions;
- ◇ Public Offerings, listing/de-listing of securities;
- ◇ Drafting and vetting of Scheme of amalgamation or arrangement, public offer for acquisition or takeover, and Promoters Agreement;
- ◇ Change of name, change of objects and shifting of registered office of the company;
- ◇ Appointment/Resignation of Directors;
- ◇ Share Transfer/Share Purchase/Drafting & Negotiation of Share Transfer/Purchase Agreements;
- ◇ Advising on various legal and procedural requirements;
- ◇ Advising on post restructured scenario.

INTELLECTUAL PROPERTY RIGHTS

We deal in all kinds of Intellectual Property matters, which include Trademarks, Patents, Copyright and Designs, Technical Know-how and Trade Secrets. We provide legal advice on diverse nature of agreements dealing with use, supply, licensing and maintenance of computer services and/or facilities, software licensing, technology transfers, franchise agreements, technical services and other related services. Our team of IP legal professionals has the resources and expertise you need to help protect and further your business interests. Our IP Practice Team offers services, to clients, in the following areas:

- ◇ Trademarks, Patents and Copyrights, Designs, Trade secrets and Technical know-how;

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- ◇ Registration & Opposition Proceedings;
- ◇ Investigations, verifications and identification of Intellectual Property-violations;
- ◇ Enforcement of Intellectual Property Rights;
- ◇ Infringement & Passing-Off Actions;
- ◇ Confidential Information Protection;
- ◇ Licensing of Intellectual Property.
- ◇ Intellectual Property litigation.

DIRECT & INDIRECT TAXATION LAWS

The firm advises clients on all tax planning matters relating to the establishment of corporate business presence in India and the subsequent conduct of business by such corporate entities.

Our Tax Practice Team provides comprehensive advice and contemporary tax solutions to its clients. Well-equipped to render solution-based advice on direct as well as indirect taxation issues, Tax Practice Team comprises of Former Indian Revenue Service Officers, Lawyers, Chartered Accountants, Cost Accountants Company Secretaries & Tax Specialists. This places the Tax Practice Team in a unique position to effectively guide clients on challenging tax issues in a holistic manner. The Team has been successful in defending many of its clients at various forums including the Commissioner of Appeals, Dispute Resolution Panels, Income Tax Appellate Tribunals, Goods and Service Tax Authorities, High Courts, etc.

Our team of tax experts advises clients on direct and indirect tax issues, including custom duty, Goods and Service Tax, income tax, gift tax, and other transactional taxes and local duties.

- ◇ Corporate and International Taxation;
- ◇ Tax Planning;
- ◇ Business reorganization;
- ◇ Direct & Indirect taxes;
- ◇ Double taxation Agreements;
- ◇ Transactional taxes;
- ◇ Refunds and exemptions;
- ◇ Goods and Service Taxes;
- ◇ Custom duties;
- ◇ Stamp duty;
- ◇ Special tax exemptions for investments;
- ◇ SAD refunds;
- ◇ Registration services under the various Taxation authorities.

SERVICES FOR NGOs/NPOs

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We at Pratham Legal provide following services in relation to Non – Government Organisations and Not for Profit Organisations. Our main services for NGOs/NPOs are as follows: -

- ◇ Advising on registrations, licenses, tax exemptions;
- ◇ Registration of company licensed under section 8 of the Companies Act, 2013;
- ◇ Society Registration;
- ◇ Trust Formation;
- ◇ Registration under section 80G & 12A of the Income Tax Act, 1961;
- ◇ Registration under Foreign Contribution Regulation Act, 1976;
- ◇ Advising of fund raising, corporate social responsibilities etc.

OUR TEAM

Pradeep Kumar, Former IRS Officer | Senior Partner

Former Indian Revenue Service officer and an economist by training, is widely recognised for possessing an exceptional calibre to identify fundamental constraints within any organisation, whether public or private. Pradeep completed B.A in Economics with Honours from University of Delhi and Masters in Economics from Delhi School of Economics, University of Delhi. He later pursued M.B.A (Finance) from Faculty of Management Studies, University of Delhi. He joined the esteemed Indian Revenue Service in 1987 and served in various capacities in Government of India. He also served as Director, Banking in Ministry of Finance, Private Secretary to Minister SSI & DONER, Govt. of India and later as Chief Executive Officer (CEO) and whole-time Director of India Infrastructure Finance Company Limited (IIFCL) and opted for voluntary retirement as the Commissioner of Income Tax, Delhi.

Pradeep enjoys an exceptional reputation and is looked upon for his professional expertise in the fields of banking, fund raising / resource mobilisation, infrastructure financing, financial analysis cum management, fiscal policy making and tax structuring. He has been participating in seminars and conferences at world's premier institutes such as IIM-Ahmadabad and Harvard Business School.

Pradeep has been professionally engaged in various assignments in London, New York, Singapore, Hong Kong, Sydney, Dubai, Cape Town and Tokyo.

Dilip Kumar Mishra | Advocate | Senior Partner

Admitted to the Bar in India; Law Graduate of Delhi University, India. He has over 20 years of experience in diverse areas of litigation and dispute resolution before various forums including the Delhi High Court and Patna High Court and other High Courts in corporate, commercial, civil, constitutional, telecom, mines and minerals, banking, shipping, aviation, environmental, consumer protection laws,

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direct and indirect tax (including sales tax and service tax) litigation. Also appearing before specialized tribunals including the National Company Law Tribunal, National Company Law Appellate Tribunal, Debt Recovery Tribunals and Debt Recovery Appellate Tribunals, SEBI and Securities Appellate Tribunals, Telecom Regulatory Authority, the Competition Commission of India and its appellate tribunal, Foreign Exchange Appellate Tribunal, and Consumer Redressal Forums. In addition, also advising clients on pre-litigation issues, negotiation and mediation techniques. Mr. Mishra is an adept strategist and can crystallize transactions and resolve the most complex issues with tactful, practical and legal solutions. Fluent in English and Hindi.

Manoj Kumar Singh | Cost Accountant | Senior Partner

B. Com (H) from Ranchi University and Fellow Member of the Institute of Cost Accountants of India. He has over 18 years of experience in different verticals, which includes 9 years industry experience and more than 9 years of experience in consultancy and advisory in the Cost and Management Accountancy field across the industries including automotive, telecommunications, fertilizers, pharmaceuticals, industrial alcohol, chemicals, engineering, consumer products, real estate and infrastructure. Fluent in English and Hindi.

He regularly addresses Seminars & Workshops organized by the Institute of Cost Accountants of India, Office of Commissioner of Central Excise & Service Tax on the Central Excise and Service Tax laws. He is a regular contributor of articles for the magazines published by prestigious the Institute of Cost Accountants of India.

Bindeshwar Sah | Advocate | Senior Partner

Admitted to the Bar in India; Law Graduate of Delhi University, India and a Diploma holder in International Law from Indian Society of International Law, New Delhi. Primarily involved in general practice litigation, including commercial and corporate litigation. He has over 18 years of experience in diverse areas of litigation and dispute resolutions. Appearing regularly before the Supreme Court of India, Patna High Court, Delhi High Court and other High Courts; National Company Law Tribunals & National Company Law Appellate Tribunals and other forums, in addition to arbitral tribunals. Also advising on Right to Information laws, labour, employment, consumer laws, health and safety laws and food and drug laws.

Prashant Kumar | FCS, LL.B. | Partner

He is commerce and law graduate and a Fellow Member of the Institute of Company Secretaries of India (ICSI). His area of practice includes corporate and commercial laws, technical and financial collaborations, Joint Ventures, Mergers & Acquisitions, Public Offerings, Capital Market & Securities Laws, Foreign Direct

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Investment Laws, Employment and Labour Laws, Registration and Licensing etc. He has drafted and successfully negotiated several commercial contracts viz., Joint Venture Agreements, Shareholders Agreements, Share Purchase Agreements, Loan Contracts, Technology Transfer Agreements, Employment Contracts, Memorandum of Understandings, and Non - Disclosure Agreements, Service Contracts and various transactional based commercial contracts. He regularly appears before specialized tribunals including, National Company Law Tribunal/National Company Law Appellate Tribunals, Debt Recovery Tribunal/Debt Recovery Appellate Tribunals, Competition Commission of India/Competition Appellate Tribunals, Securities & Exchange Board of India/Securities Appellate Tribunals, the Telecom Dispute Regulatory Authority, the Central Electricity Commission, the Foreign Exchange Appellate Tribunal, Labour Law Authorities and Consumer Redressal Forums.

He has also worked as Manager - Legal & Secretarial in Smart Identity Devices Private Limited ('Smart ID'), which provides technology products, services and solutions in the domains of Biometrics, Information & Communication Technology and Smart Cards and a leading enrollment agency of Unique Identification Authority of India and he was responsible for entire legal and compliance department of Smart ID. He is also a registered Trade Marks & Copyright Attorney. He has extensively travelled and fluent in English and Hindi.

He regularly addresses Seminars & Workshops organized by NIRC of the Institute of Chartered Accountants of India and other professional bodies on the subject matters of Company and Trademark related laws. He is an active blogger and regular contributor of articles for the magazines published by prestigious the Institute of Cost Accountants of India. His articles on the subject relating to corporate and business laws posted on his blog at social networking website www.linkedin.com are being read by more than 50,000 people every month from all across world.

Rashmi Shah | ACS, LL.B. | Partner

She is a commerce graduate, law graduate from the University of Mumbai and an Associate of the Institute of Company Secretaries of India ('ICSI') and has more than 8 years of experience in Corporate Secretarial, Corporate Law, and Transaction Advisory etc. She has worked with some large Real Estate Companies based out of Mumbai e.g. Mantri Group, Ahuja Group, Isprava etc. She has led several significant assignments, providing both hands on legal advice as well as overall strategic inputs. Her practice area includes Corporate Advisory, Foreign Direct Investment, Corporate Secretarial and advising on Corporate Governance related issues. She is widely travelled and fluent in English, Hindi and Marathi.

Bibhabasu Chakraborty | FCS., LL.B. | Senior Partner

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He is Science and Law Graduate from Guwahati University, India and Fellow Member of prestigious Institute of Company Secretaries of India. He is involved in wide range of domestic and cross border transactions including joint ventures in various industries, private equity issues, company structuring and restructuring and general corporate, securities and commercial law advisory work. He has broad range of experience in the Foreign Exchange laws, regulatory compliances. He has unmatched experience in drafting and contract negotiation and has drafted many contracts, viz., Joint Venture Agreements, Technology Transfer Agreements, Loan Agreements and various commercial contracts. A skilled and experienced negotiator, he is capable of structuring complex transactions in the edifice of efficient commercial solutions. He also leads the Firm's efforts and practice in Securities Exchange Board of India and Securities Appellate Tribunal. Has worked as Company Secretary and Head Legal at Smart Identity Devices Private Limited, New Delhi.

Dheeraj Tyagi | ACS | Partner

Law graduate & Associate Member of Institute of Company Secretaries of India ("ICSI") Areas of practice includes corporate and commercial laws, mergers and acquisitions, divestments, public offerings, corporate and securities laws, foreign direct investment laws. Besides professionally engaging himself with Pratham Legal, he is at present also actively engaged in running a very reputed Coaching Institute for the CS students "**Dheeraj Tyagi Classes**" at New Delhi, India. He is Fluent in English and Hindi.

Nilesh Chaudhary | ACS, LL.B. | Partner

He is a commerce graduate, CA (Inter) and an Associate of the Institute of Company Secretaries of India ('ICSI') with more than 4 years of professional experience in MNCs, Consultancy firms etc. His area of practice includes Tax laws (Secretarial Audits, Due Diligence, Corporate Secretarial Practice etc. Before joining **Pratham Legal**, as Partner, he has worked with Regent Lighting Asia Private Limited as Company Secretary and Pranav Kumar & Associates as Senior Associate - Corporate Secretarial. He is presently engaged in setting up firm's Patna office and practice. He is fluent in English & Hindi.

Naveen Kumar Jha | Chartered Accountant | Managing Associate, Financial Advisory & Taxation.

Commerce Graduate and Associate Member of the Institute of Chartered Accountants of India. Specialist in indirect tax laws, regulatory issues and procedures. He has extensive experience in statutory and internal audit, setting up the accounting of newly incorporated business entities, project financing and Liaison with various taxation and regulatory authorities.

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OUR CLIENTS

Over the years, our policy and philosophy have proven to be successful. We have worked hard to earn the confidence and trust of many of our clients among who are of the biggest corporate names in India. We maintain strict confidentiality of client's related information and data. We also keep reservations in disclosing clients account held by us. Representative list of our clients can be made available upon specific request made in this behalf.

Please note that we do not publicly disclose information in connection with the assignments in which we have been engaged or concerned. For further assistance in this regard, please write to us at prashant@prathamlegal.com

CONTACT US

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