

2016

PROFILE OF BRUS CHAMBERS PRACTICE AREA: CORPORATE, COMMERCIAL LAW



BRUS CHAMBERS
ADVOCATES & SOLICITORS

MUMBAI
INDIA
|
NEW DELHI
INDIA

ASSOCIATE OFFICES - INDIA
Port and Capital City in all States of India



BRUS CHAMBERS

1/1/2016

BRUS CHAMBERS-SPECIALISED LAW FIRM

Brus Chambers is a specialised law firm, one of the better known Indian law firms having its offices in Mumbai, Delhi and associate offices at capital cities of all states in India.

Brus Chambers core values embrace the highest professional standards and build supportive and strong relationships with clients. These values are communicated throughout the firm and serve to instill in all our lawyers a full appreciation of professional and ethical responsibilities the firm places upon them. The firm is committed to enhancing its reputation for client service.

The firm believes it is important to build long-term relationships with our clients in order to anticipate the legal and regulatory implications of commercial opportunities and to resolve problems and disputes affecting our clients' businesses at an early stage.

Brus Chambers domestic and international clients range from privately owned to publicly listed companies, including Fortune 500 entities. The Asia Pacific Legal 500; Lloyds Group (Informa) and other independent bodies have consistently rated and recommended Brus Chambers.

Practice Areas of BRUS CHAMBERS

Brus Chambers leadership is structured around the following specialised practice areas:

- Shipping, Maritime & Admiralty,
- Corporate, Commercial & Contracts
- Arbitration & Litigation
- Projects
- Real Estate
- Finance -Banking, Insurance & Capital Markets
- Intellectual Property



Goal: Focusing in practice area and sectors where Brus Chambers can offer its clients the most rounded advice drawing on deep knowledge on area of practice of its partners and associates in timely, economical, and efficient manner.

Brus Chambers Corporate, Commercial Law practice area may be broadly enumerated as:

Corporate and Commercial
Investments & Joint Ventures
Buyouts, Mergers and Acquisitions
Commercial & Contracts
Financial Services & Banking
Corporate Secretarial

The above practice areas operate with multi-disciplinary teams that are able to support clients for these practice areas, in both, their day-to-day needs as well as achieving their objectives by playing a key role in planning and strategising.



Corporate and Commercial

Fast-moving international businesses often re-organize their corporate or commercial structures and operations to take advantage of operational efficiencies and achieve cost savings. This may be accomplished via a corporate simplification exercise, designed to reduce and consolidate the number of entities the organization has globally; a transformation in the way in which the business operates its supply chain, manufacturing operations or distribution network and the territories in which such functions are carried out; or a re-organization of the way in which the group finances its operations. International groups need to create new entities under Foreign Direct Investment, consolidate new entities acquired and undertake re-organizations prior to disposals are often required to package a business for sale. These are the base arenas of operations of a corporate lawyer. As an integrated approach under our Corporate Commercial Contract network has developed considerable practical experience in advising international groups on such structuring transactions. We deliver sector knowledge and insight in tandem with a full range of commercial legal services - many of which, such as regulatory, intellectual property, technology, dispute resolution and employment. Often working as a combined team, we can ensure that projects are planned and completed, taking account of all relevant corporate and commercial legal matters with the necessary tax input.

Investments & Joint Ventures

Investments & Joint Ventures practice area transcends across undertaking business in India afresh or for an expansion by an Indian or a non Indian corporate in India is under the domain of Investments & Joint Ventures practice area. This practice area encompasses doing business in India which includes fresh FDI investments, creating presence through joint ventures or acquisitions. This practice area includes advices on structuring the optimal entity premised on the laws, rules and regulations pertaining to foreign direct investments (FDI) and the needs of a corporate body, incorporation, attendant registration to have an operational Indian subsidiary.

We under this practice area provide legal services interalia in constructing Share Purchase Agreement, Share Subscription Agreement, etc for investments. This is achieved with sector knowledge and insight in tandem with a full range of commercial legal services - many of which, such as regulatory, intellectual property, technology, litigation, employment and real estate.

We believe in the strategic alliance as a business medium, we understand its importance to our clients' businesses and have significant experience implementing strategic alliances by way of joint ventures.

Buyouts, Mergers and Acquisitions

This practice area transcends buyouts, mergers and acquisitions, private equity, venture capital and public equity as a generic across various sectors. In this way, we deliver sector knowledge and insight in tandem with a full range of commercial legal services - many of which, such as regulatory, intellectual property, technology, litigation and employment, are critical to this practice area.

Commercial & Contracts

In our Commercial practice we can assist clients in reviewing and elucidating contracts, web contracts, terms of usage policies and privacy statements across sectors. We can also review compliance of contracts with standard clauses (e.g., Give Back rights, products packages information, advertising rules, offer and warranty rules). We offer a complete range of legal support in all aspects of commercial contracts.

Financial Services & Banking

Brus Chambers represents financial institutions and financial services companies. We take a cross-sector approach that goes beyond a successful Finance practice to leverage the skills of lawyers across many disciplines and regions and lawyers who are experienced at working with financial institutions. In this way, we deliver sector knowledge and insight in tandem with a full range of commercial legal services - many of which, such as regulatory, intellectual property, technology, litigation and employment, are critical to the success of businesses within the banking and finance sector. We provide commercial contract support for in-house legal teams and also handle major projects and business-critical contracts for companies across sectors. Our team has commercial lawyers who are experienced in working on deals ranging from straightforward agreements to complex multi-party projects spanning multiple jurisdictions. We work with clients to structure and document relationships with suppliers, customers or strategic partners including any concession, right or license won to exploit a market or material asset. We draft the range of documents necessary to create and preserve these relationships, protect our clients' rights and enhance the value of their businesses.

The financial market place is an increasingly complex environment, particularly where laws and regulations are concerned. Our financial sector (FS) lawyers' advises are available for FS markets - on legal and regulatory developments to help them structure and operate their businesses in accordance with compliance requirements, interalia, for international commercial and investment banks, investment managers, mortgage brokers, insurers - and other key players in the FS. Our investment fund lawyers assist clients in structuring and implementing a wide range of regulated and unregulated investment funds, including equities, debt, private equity, real estate, infrastructure, hedge funds, fund of funds and other alternative investments. Alongside this, we also advise our clients with regard to the establishment of new asset management and advisory businesses, as well as designing co-investment and carried-interest structures appropriate to their investment fund structure.

Corporate Secretarial

Our Services network provides you with access to corporate secretarial specialists on certain cross border jurisdiction. This cross-border presence enables us to provide advice and solutions to you in (available) multiple jurisdictions on complex corporate secretarial matters. Our lawyers can also assist with the incorporation of new entities or the registration of overseas branches.

From assisting on corporate simplification or group restructuring projects to advising on the administration of your listed entities, organising and attending board meetings and providing updates on changes to in-country company law, our corporate secretarial network is perfectly placed to advise and assist in an unparalleled number of territories. Working alongside our associates, we also have easy access to tax and accounting specialists who compliment the services

'..has distinguished strengths in claims resolution' -The Asia Pacific Legal 500

Uttam Hathi- Leading Corporate/ M&A Lawyer in India - Asia Law Profiles

?Goal: Focusing in practice area and sectors where Brus Chambers can offer its clients the most rounded advice drawing on deep knowledge on area of practice of its partners and associates in timely, economical, and efficient manner.

The practice area of Brus Chambers Corporate, Commercial Law transcend across:

- Acquisitions and divestures
- Buyer and vendor legal due diligence for all asset class including ship purchase and sale
- Joint-ventures Management advice
- Pre- and post-deal corporate structuring
- Antitrust
- Takeover bids
- Real estate
- Regulatory approach (sectorial)
- Refinancing and cash extraction work (banking - funds)
- Finance and banking.
- Charterparty, ship sale or purchase
- Mergers and acquisition
- Corporate Secretarial
- Competition law
- Private Funds- Private Equity, Venture fund et al



We advise on all kinds of commercial agreements including purchase and supply, partnering, agency and distribution, franchise, logistics and warehousing, facilities management, management arrangements, commercial outsourcing, joint ventures, partnerships and strategic alliances.

Provide our services for:

- drafting or amending distribution contracts (e.g., exclusive distribution, selective distribution, franchising agreements, agency or commission agreements);
- drafting or amending other commercial contracts (e.g., manufacturing agreements, outsourcing agreements, advertising agreements, licensing agreements, commercial cooperation, mandatory agreements, referencng and purchase pooling contracts);
- Demise, time, voyage and space charter agreements and advise thereto
- sale and purchase of vessels including second-hand tonnage, vessel inspection, on registration and flagging of ships
- drafting the general conditions of sale and purchase;
- checking the legal conformity of the commercial contracts relating to due diligence;
- drafting the transactional protocols in order to settle the disputes between commercial partners;

- representing clients before all commercial jurisdictions regarding disputes between commercial partners;
- negotiating and drafting local and international commercial agreements in conformity with applicable laws, such as:
- license agreements;
- technical assistance agreements;
- mercantile commission agreements;
- supply agreements;
- loan agreements;
- franchising agreements,
- distribution agreements;
- manufacturing agreements;
- maintenance agreements; and
- distribution agreements;
- amending commercial contracts (when necessary);
- analysing its operations and determining which type of agreement is needed in order to support negotiations, and
- analysing agreements in order to determine if they are in compliance with the applicable laws.
- provide advice to clients in a variety of consumer protection related areas (e.g., commercial, health, financial services).

For Buyouts, Mergers and Acquisitions we provide gamut of services interalia including services for: Acquisitions and divestures

- Buyer and vendor legal due diligence
- Joint-ventures
- Management advice
- Pre and post-deal corporate structuring
- Antitrust
- Takeover bids
- Regulatory approach (sectorial)

For Corporate Secretarial we provide services, which interalia include:

- incorporations of companies and LLP's
- drafting or amending company and related documents and contracts (e.g., Articles of Association, Memorandum of Association,);
- compliance - Legal entity maintenance
- maintenance of statutory registers and minute books;
- preparation and submission of any statutory corporate secretarial returns required on an annual basis;

'..the firm has a dedicated practice that covers, transactional matters, finance and disputes' -The Asia Pacific Legal 500

- preparation of resolutions to approve the annual financial statements by directors and shareholders;
- submission of annual financial statements to the local registry, court, chamber of commerce or its equivalent;
- the timely payment of any government fees that are required on an annual basis such as business licence renewal fees, registration fees;
- provision of a Registered Office where necessary to meet domiciliation needs; and
- provision of a nominee secretary or local agent service where necessary.



"CORPORATE, COMMERCIAL LAW"

ATTENDING/SUPERVISING PARTNERS' DETAILS:

Uttamkumar HATHI

B.Sc; PGDMMT; LL.B; LL.M.

Advocate Bombay High Court



Uttamkumar Hathi has over 20 years of professional practice registered as an advocate from 24th March 1992 with the Bar Council of Maharashtra & Goa under Bar Council of India- the governing body for all law practitioners under the Advocates Act, 1961. He had a sterling academic cross functional qualification, having done his graduation Chemistry (B.Sc.) from prestigious St. Xavier's College, Mumbai; post graduation with general management - P.G.D.M.M.T from Sasmira and has received gold medal for achieving first class first for the same; LL.B. from prestigious Government Law College, Mumbai (achieved highest marks in Bombay University for Public International Law); LL.M with Corporate & Commercial laws (group I & IV) from Government Law College, Mumbai; Then enrolled with prestigious BITS, Pilani for his Ph.D with a topic on finance-bankruptcy.

Professionally (legal), he pupilaged and trained as a 'Counsel' with senior counsel Sr. Adv. (late) Mr. Mahendra Shah whereat he specialised in Shipping, Corporate and Commercial matters and till date conducts all attendant litigation & arbitration matters himself. He also practiced with reputed law firms of India and has interalia attained deep knowledge of the practice area Shipping, Corporate, Litigation, Commercial & Contracts.

Today, he with BRUS Chambers heading Corporate Commercial & Contracts has attained a reputation of precise and concise advice on very tight time schedule and manpower resources thus resulting in effective cost saving to clients.

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PRACTISING SINCE 1992

View Uttam Hathi's research on his SSRN Author page:

<http://ssrn.com/author=543488>

(full details of all partners available at www.bruschambers.com ;

<http://bruschambers.com/main/partners.htm>)

CHARGING METHOD

Brus Chambers professional charges are mainly computed on hourly basis, blended hourly rates, some are customised on case to case basis or on fixed fee, retainer etc depending on client requirement or on the matter. All disbursements and service tax where applicable are computed on actual unless the same is a package offer.

Billing Methods of practice area Corporate, Commercial Law practice area:

Hourly Billing Rates -Corporate Commercial Law matters are handled by partner Uttamkumar Hathi are:

- USD 189/Euro 174/RS 12500 per manhour, the currency selection being at the option of the client. .
- Blended rate is USD140/Euro 129/RS9280 per manhour a blend of hourly rate of partner/associate

Full day outstation: It may be agreed on a fixed travel cost for outstation visit per person per day which includes 6 hours of fixed billing expenses varying from INR 35,000 to INR 60,000 covering hotel, air tickets & local transportation for outstation travel in India.

Fixed quote: Certain areas of practice are available on fixed quote on matters which has time predictability,

#Incorporation

#For FDI preliminary advise @ USD 200.

incorporation of Indian subsidiary-

-automatic route : USD 2000 and official filing fees

-Fixed filing fees for filing before FIPB, mandated on the nature of filing and advise on the structure and attendance thereto computed on hourly basis.

-Kindly do check for fixed quotes as for incorporation of a company which would include advise and 10 percent fees on the bill of a chartered company secretary and the fees of the chartered company secretary quoted for filing thus resulting in very competitive incorporation fees

#Due Diligence for Contracts, Buyer and Vendor - Available on request subject to data in dataroom

#Filing of IPR before the registry.- Available on request

#litigation filing (attendance thereafter at a discounted blend hourly rate and on nature applications thereto with a fee cap- all disbursements, counsel fees clerkage wher applicable are additional.

General:

A) All Disbursements incurred are computed on actual and receivable in advance. Third party costs would include the following (where applicable): travel and transport; photocopying; phones and faxes; experts and counsels; airfare, hotels and meals, video-conferencing; correspondent fees and expenses; court or institutional fees' stamping and registration; government, quasi-government or other fees; other actual expenses.

B) Timesheet is maintained concerning usage of hours/ man-hour computation, the total usage of time is reflected in our Bill of Cost when forwarded.

Hourly Rates of others in the Corporate, Commercial Law team
Sr. Associate 126 USD
Para-Legal 117 USD

PAYMENT TERMS & MODE

Either by Bankers Cheque in favour of "Brus Chambers" payable at Mumbai or by irrevocable telegraphic transfer to our bankers Citibank N.A. with a copy of the advise to uttam@bruschambers.com & accounts@bruschambers.com

EMERGENCY RESPONSE

Brus Chambers offer their clients the most comprehensive 24-hour, 365 days a year emergency response service in the world, concerned partner is available on +91 9757282670 & +91 9323811723. The team ensures that their client is best advised on every possible aspect, which may arise in a matter. The emergency response for each practice area are the mobile numbers of each attending partner/s else, for emergency response can be contacted at their on +91-22-22659969. With the tripping/redirecting facility the regular office numbers get re-directed after office hours i.e.: IST 1900 Hrs to managing partner/s mobile number or at his residence, hence providing 24-hour/ service.

MUMBAI (RESEARCH & MAIN) OFFICE:

Office no.12, First Floor,
Raja Bahadur Complex
29-41, M. P. Shetty Marg,
Fort, Mumbai 400023
Maharashtra, India

8, Rajabhadur Mansion, 3rd Floor, Ambalal Doshi Marg,
Fort, Mumbai 400001, India.

Tel: +91 22 22659969 (24 Hrs facility)

e-Mail: uttam@bruschambers.com emails attended by practice area head

ADMINISTRATION OFFICE:

Office no. 112-D, 2nd Floor, 24-B, Rajabhadur Compound,
Ambalal Doshi Marg, Fort, Mumbai 400001, India.

Tel: +91 22 22659969 (24 Hrs facility) Associate offices in major cities across India



Certain executed work profile of CORPORATE, COMMERCIAL LAW practice area:

- Formation of non profit company Help Animals and Birds association- pro bono
- Vasuda Group, Ocean Centre advise on various structuring of their group company and its shipping assets.
- Rincon Realty a startup realestate company advise on its structuring and hand holding through its first construction contract.
- Marina Projects Private Limited - acquisition of a vessel on long term charter with option to purchase and its detailed due diligence.
- ETCO Industries Pvt. Ltd, Mayur Enterprise on cargo interest in marine insurance, cargo lost due deterioration of duty to the cargo and claims against the Bills of Lading issuer.
- Aashinwad Projects- arbitration on chartering dispute
- Simolex Ceramics Pvt Ltd. advise on recovery- receipt of cargo in Brazil without OB/L/Multimodal Transport Document by consignee
- MBtech Group GmbH & Co. KG, a Daimler Group company advise on long term contracts contracts as to Indian law with various Indian companies as Daimler India Commercial Vehicles Pvt Ltd, Force Motors Limited starting with best practices documents -NDA
- Advise on Indian law for and behalf of Chocoladefabriken Lindt & Sprüngli (Schweiz) AG with Narang Group pertaining to Distribution Agreement of Lindt products in India.
- Advise on Indian law on a 'dormant' liaison office of Stratasy Inc and future formation of Liaison /Branch Office post merger as Transition Strategies
- Crompton Greaves Ltd - advises and negotiation on contract formation for the transformer division and pertaining to shipment of transformers and accessories and issues related thereto from Mumbai to various parts of the world for various projects as NewGen Kwinana power Station project, Tema Ghana, Ouaga Ring -Bukina Faso & Gerus And Zambezi SS
- A Schulman Group- advising and reviewing of their entry to India plans, attending to the legal issues and negotiating for setting up their manufacturing unit -master batch facility in Baroda
- Anglo-Eastern Group Ltd on acquisition of a nautical school - Anglo Eastern Maritime Academy at Karjat, Mumbai: This involved the corporate structuring of the Academy along with PwC, the property issues across 360 degrees with the structuring of the negotiation and documentation thereto including the conveyance to acquire an existing school for the academy.
- Cittadini S.p.A. transplant of an existing plant of manufacture and processing of Nylon multifilament, Polypropylene multifilament, polyester multifilament to an export oriented unit of Garware-Wall Ropes Limited and the contracts thereto including the contract to outsource the production to the transplanted plant.
- CeX WeBuy Entertainment Pvt. Ltd being in the business of secondhand DVD, Gaming, Computing, Electronics and Vision products advise and review of the structuring of the company, educating on the modality of negotiation and documentation of the premises required for the business. IPR structures for the business needs
- Structuring the India entry and formation of Flo-Dyne Controls (India) Private Limited an mid sized specialized UK entity involved in prevention of surges, pulsation, noise vibration and resonance.
- FNK corporation advise generally including its contract formations and subsequent stake sale leading to dilution of the original promoters stake to a minority holding the documentations thereto- term sheet support to closure.
- Rotam group a life sciences major, strategising their re-entry in india de hors an existing joint venture and advises on Indian regulatory environment
- Advise and assistance of formation of liaison offices in India as Sinreco Resources Limited having its origin in PRC, Branch offices, Project office, 100% subsidiaries, incorporations of companies.
- Advised major Indian private equity entity on proposed takeover of IDHASOFT LIMITED.
- Chambal Fertilisers and Chemical Ltd on general advise including advise on shortlanding and damage to cargo on board m.v. Angelina, m.v. Jin Chao, m.v. Kapitan Kudlay to effectuate an cost effective recovery caused by damaged cargo
- Shannon Trading S.A owners of m.t REMI against GESCO, Charterers in a dispute pertaining to unpaid Charter hires
- Chubb and Skuld on shipping insurance, ship release, letter of undertaking and shipping laws
- Euroceanica (UK) Ltd on Charterparty hire charges recovery from West Asia Maritime Ltd,
- Structuring and Advises on charterparties as for: Genoe Maritime S.A, Hindalco Industries Ltd, Tata Chemicals Limited.

- Advises and documentations as to formation of Yacht station: Britona Yacht station, registration of yachts, sale of yachts, documentations to Volvo Ocean race in India- logistics support. Logistics support reciprocal agreements
- Design Edge Pvt Ltd is a niche design house- product designing entity: setting up of the company, manufacturing unit, advising and creating on the template contracts for their business, attending to IPR related matters including registration of designs, Patentability of products developed by them.
- Advising medical professionals on IPR creation and effectuation
- Modi Fine Chem., successfully negotiating recovery of classed hazardous cargo offloaded enroute by a shipping major.
- Advising various metal scrap traders as Genius Metal Trading Pte. Ltd. UAE, BNS Impex India, Desmo Exports Ltd on deficits of the cargo received
- Expert opinions (on Indian law) which were used in various legal forums.
- Advises to Space Energy Australia Limited for "Sceprr" Solar Energy Electricity Stations on Indian economic laws.
- Honeywell Building Solutions on airport project in India for airport lighting
- Advises to startups as : CEREBRUS Global services, Bagans, Blue Earth, Eager Beaver
- Advises on Indirect taxation