

sb ADVOCATES & SOLICITORS  
partners

# firm profile

## firm profile

SB Partners, formerly known as 'KSB Partners' is a full service corporate law firm with a presence in Gurgaon and Mumbai operating across diverse industry segments and practice areas including commercial laws, corporate finance, tax, regulatory & general corporate advisory work. The firm's clients include sponsors, strategic investors and banks, developers as well as target companies, borrowers, domestic and offshore PE funds, hedge funds, venture capital funds and similar investment vehicles.

The firm's strong industry focus has helped us forge our market reputation and distinguishes us from our peers. We work hard to understand our clients and the sectors in which they operate in order to understand what each client will find valuable. We believe that one size does not fit all when it comes to adding value to client relationships. We are noted for our commitment to client service and our ability to assist clients with their most complex and demanding legal and business challenges.

The partners of the firm have vast experience in corporate, foreign investment, commercial and outsourcing laws. The partners have been involved in some of the widely-publicized financing and outsourcing transactions in the recent past. With its partners having worked as 'in-house' corporate counsel as well as counsel in reputed law firms across India, the firm is distinguished by the depth of its legal advisory services across industry verticals. Their unique understanding of business and commercial requirements makes them amongst the best legal advisors and negotiators for clients to have on their side of the table.

The firm's corporate finance, banking, private equity, energy and infrastructure, capital markets, outsourcing, real estate and corporate advisory practices are amongst the best in the country. The associates of the firm have been encouraged to specialize in specific areas such as private equity, project finance, energy and infrastructure, banking, real estate and outsourcing operations so that their contribution is not limited just to render general legal support but also extends to providing specific industry-based domain knowledge. The firm also provides 'one-stop' transaction services including legal due diligence, documentation, negotiations, assisting with closing a transaction, corporate and regulatory advisory services. We have achieved considerable reputation within a short period in structuring cross border debt transactions covering various security arrangements.

# key practice areas

Capital Markets & Regulatory Practice

Corporate and Commercial Law

Energy Practice

Mergers and Acquisitions

Private Equity

Real Estate

Corporate Finance

Outsourcing

## **Capital Markets & Regulatory Practice**

Our Capital Markets & Regulatory Practice provides legal advice on large and complex debt and equity transactions. Our lawyers provide innovative solutions to a wide variety of capital raising and compliance and governance issues faced by our clients. We have significant experience in advising companies on regulatory and commercial issues relating to capital market transactions and liaise with and appear before various regulatory authorities (both Central and State) including India's Central Bank, the Reserve Bank of India ("RBI"), the Securities Exchange Board of India ("SEBI") and the Foreign Investment Promotion Board ("FIPB"). We have assisted various listed companies in the issuance of securities to investors (both through public offerings and on a preferential basis) and in seeking necessary exemptions from SEBI from time to time.

Preparation of capital market documentation and advising on laws relating to company listings and securities form an important component of the firm's practice. An initial public offer or secondary offering can be a time consuming exercise and careful planning is required to ensure that the key milestones are achieved in a timely manner. The firm prides itself on its keen market insight as well as knowing the business of its clients. As a result, we are able to provide high-quality and cost-effective services while remaining attentive to the critical nuances of a deal.

Our team helps issuers and merchant bankers by strategizing and customizing its services to provide the appropriate level of support through the entire process of the assignment. Our lawyers are familiar with the issues that are faced and are able to synchronize resources effectively to render appropriate on-time legal advice.

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## **Corporate and Commercial Law**

Corporate and commercial laws which are central to any business transaction are a key practice area of the firm. The corporate and commercial law skills and expertise that the firm brings to the table is a fundamental resource which the firm's clients rely on heavily. We offer our clients with the benefits of our experience with business entities of varying sizes, market segments and stages of growth. The ability of our lawyers to understand the clients' business requirements, together with their grasp of the applicable laws ensures the effective, successful and timely completion of major transactions.

We handle matters that run the gamut and advise clients on a complete range of corporate transactional and business law matters including day-to-day legal, regulatory and compliance issues concerning commercial & business affairs, general corporate advice, evaluating business options, corporate governance, establishing legal entities or other forms of business presence in India, restructuring companies and businesses, contract law, foreign investment and takeover code issues.

We are involved with virtually all aspects of business relations and, in particular, participate in negotiations, drafting and advice on a wide variety of commercial contracts. The firm routinely advises and represents clients in complex international and domestic business and other commercial and corporate transactions.

## **Energy and Infrastructure**

The scope and depth of our firm's energy and infrastructure practice enables us to provide comprehensive representation to our clients, combining an ability to identify and understand the issues that they face and to craft solutions that are right for them.

Legal and business challenges concerning the energy sector impacts owners, operators, developers, lenders, investors and consumers. We help clients find their way through the complex legal and regulatory environment, assisting them with sophisticated business, contractual, financing and regulatory solutions. Our lawyers have considerable experience and a robust understanding of technical, legal, and business considerations in all sectors of the energy and natural resource industry especially in relation to thermal, hydro and wind power generation.

We represent our clients in energy projects from inception involving real estate lease/ purchase and construction to completion. We periodically represent developers in construction and operation of power projects in different parts of the country encompassing projects based on both renewable and non-renewable energy sources including coal, hydro, solar and wind power. Our lawyers provide title examination, due diligence assistance along with negotiating, drafting, advising on and closing power purchase agreements, supply and turn-key construction contracts, EPC/ O&M contracts and other related agreements along with formulating and evaluating bids and bidding procedures.

## Mergers and Acquisitions

We deliver the full range of services which apply to an M&A transaction working in multi-disciplinary teams with lawyers from our specialist groups. We have considerable experience in advising on private acquisitions and disposals of both companies and businesses across a broad range of sectors. We provide integrated solution oriented advice to our clients in all aspects of mergers, acquisitions, divestitures, joint ventures and strategic alliances, to ensure that the projected value in the deal is realized.

Our lawyers also create deal structures for joint ventures, consult in the development of distribution, marketing and pricing arrangements. We are particularly recognized for our ability to propose the right structure, careful risk analysis and forward planning to deliver value and convince the stakeholders that the deal makes sense. We understand how important it is for companies involved in mergers, acquisitions or joint ventures to move efficiently towards closing in a time bound manner.

We understand the issues that arise and suggest creative solutions that bridge differences between the parties. We seek solutions to those differences, rather than having both parties become entrenched in their positions.

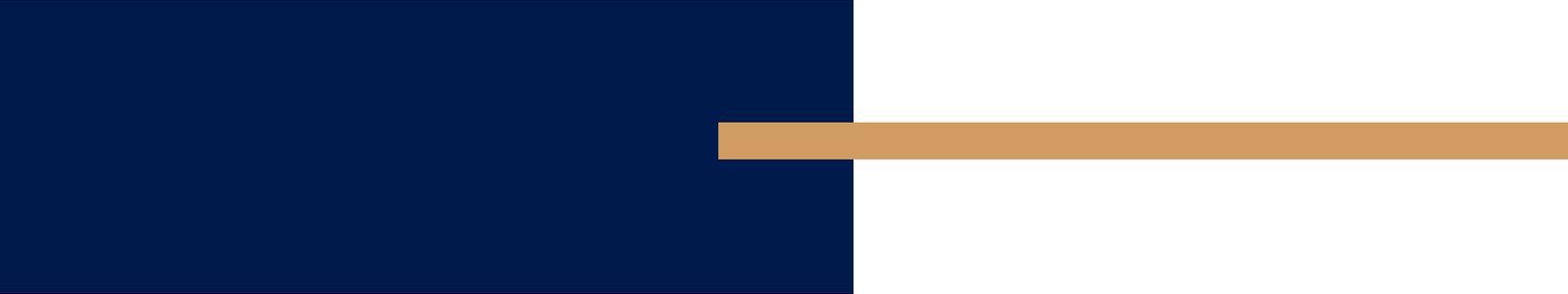
Our M&A practice covers the full range of services necessary to accomplish the transaction including structuring the transaction, drafting and negotiating the acquisition agreement, any escrow agreement, employment agreements and other ancillary agreements, due diligence, real estate issues, environmental law issues and employee and labour and employment issues.

## Private Equity

The firm offers an optimal blend of legal experience and business perspective on all aspects of a typical private equity transaction. Our lawyers help clients break complex issues down to their manageable sub-parts and assist them in solving such issues by providing simple yet effective deal structures that address the big-picture and drive strong results. We offer practical solutions to help our clients' achieve their commercial objectives in a cost-effective way such as by maximising the marketability of a fund, the effectiveness of a scheme or by devising or advising on novel structures and transactions.

Our Private Equity Practice offers unrivalled local expertise across the full spectrum of sophisticated and complex financial opportunities which provides clients with effective tools to structure their business in the most efficient way. We suggest optimum entry strategies, investment vehicles and specific products (such as investment funds/structured products). Because of our deep understanding of the local laws and the spirit with which they have been formulated, we ensure comprehensive compliance with regulatory requirements without making the structures complex.

We have assisted clients in negotiating and structuring diverse corporate investment transactions and provide the full spectrum of transaction and legal advisory support services, at each stage of the investment cycle from due diligences, transaction documentation drafting, negotiations, acquisitions and dispositions, to the final exit planning and liquidation including, regulatory, tax and transactional advice.



## Real Estate

We specialize in top level transactional work for global clients investing in the Real Estate sector in India. Clients are attracted by our ability to provide the full range of integrated services, particularly on complex cross-border transactions.

Our Real Estate Practice has achieved considerable reputation, particularly in the areas of real estate related financing and we structure and implement complex real estate financing transactions involving mortgage finance, mortgaged loans destined for securitization, mezzanine lending, participations and syndicated loans. We also have a substantial experience in negotiating real estate joint venture deals. Our Real Estate services include advising on entry strategy and structuring of transactions, conducting due diligence, drafting and negotiating transaction documents, obtaining governmental and regulatory approvals, and advising on diverse legal and regulatory issues arising in relation thereto.

We are routinely involved with Offshore Real Estate Investment Funds established in a variety of jurisdictions, looking to invest in areas such as Special Economic Zones and Industrial Parks and/or participate in ventures, including Integrated Townships, residential and commercial property and hotel and hospitality sector.

We have advised on some of the pioneer transactions in the Real Estate Sector and our clients in this segment rank amongst the top players in the industry. Whether we are representing an adviser, fund manager, investment bank, commercial bank, developer or occupier, we have the ability to handle their specific requirements and avant-garde transactions and provide commercially viable and realistic advice that helps our clients to achieve their goals.

## Corporate Finance

As a part of our Corporate Finance Practice, our team's experience includes assistance with general corporate compliance support in an ever-tightening regulatory climate and advice on matters involving our clients' investments, operations, administration and disclosure obligations.

We are well known in the market for delivering bespoke and innovative solutions for our clients swiftly and efficiently. Our experience also includes diverse financing transactions such as acquisition financing, portfolio buyouts, mortgage finance, mortgaged loans destined for securitization, mezzanine lending loans involving syndicated and participatory multi-lender structures and a variety of asset-based loan transactions.

We advise clients at the forefront of their markets. Over the past several years, we have represented many major commercial banks and non-banking institutions, domestic and offshore venture capital funds, hedge funds, private equity funds and similar investment vehicles.

We also represent borrowers, developers, investors and other parties to these types of transactions, when our lender clients are not providing the financing or are not otherwise involved in the credit or project. As both the Asset Management/ Investment Funds and Financial Institutions sectors are key areas of focus for our firm, whether we are acting for a lender or a borrower, we are able to deliver an efficient and high calibre service.

## **Outsourcing**

Increasingly, businesses are outsourcing key business processes to ensure focus on what they do best and adapt to the ever-changing demands of their industry. Our Outsourcing Practice Group helps clients define, develop and maintain large, successful, long-term outsourcing relationships. The team is experienced in the full range of issues involved in outsourcing, from structuring and negotiating contracts to advising on risk management and compliance issues.

The firm has unparalleled domain knowledge in the sphere of outsourcing. The partners have drafted complex service agreements and negotiated them against the best lawyers in the outsourcing industry in the US as well as across a number of jurisdictions in Europe.

Having been associated with the outsourcing industry from its earliest days, the partners are extremely well versed with the evolution of the Master Services Agreement ("MSA") as a document, having been amongst the first in the industry to have drafted templates for them. They are aware of the subtle changes and complexities that have been introduced in such documents with the introduction of intermediaries in the process of shortlisting service providers and negotiating the legal and commercial aspects with them.

# individual profiles

## **Samir Bedi**

Samir Bedi is one of the co-founding partners of the firm and has over 23 years of transactional experience. Before setting up the firm, he worked as the General Counsel of GE Commercial Finance - India, one of India's leading non-banking finance companies. Prior to that, he has also worked with Ranbaxy Laboratories Limited and ICICI Bank Limited.

Samir specializes in matters relating to finance, banking and capital markets and has been associated in various domestic and cross-border debt transactions covering various security structures. His transactional experience encompasses rendering advisory and structuring services on a variety of transactions in both debt and equity, including acquisition financing, portfolio buyouts, securitization of receivables, syndication of debt, restructuring and distressed asset management, and several big ticket equity investments in the knowledge sector such as IT enabled services and software companies. He has also worked with several domestic, international companies and multinational corporations, private equity investors and funds in the context of both inbound and outbound investment transactions.

Samir also has expertise in securities laws and capital market practice and has vast experience on a wide range of legal and regulatory issues, which include matters pertaining to private placement of debt such as issuance of debentures and commercial papers, listing of debt securities, external commercial borrowings, hedging risks and foreign exchange management.

Samir is an honors graduate and holds a B.A., LL.B. (Hons.) degree from the National Law School of India University, Bangalore.

**Address**

First Floor, 99, Mousari Avenue, DLF Phase III, Gurugram, Haryana - 122002  
Phone +91 124 2565701 / 02 / 06 / 07 / 08.