

10 *Years* Juris  
Corp

advocates & solicitors

# Juris Corp: The Firm

## About Us

Juris Corp is a full service law firm founded in the year 2000 by H. Jayesh and is now in its *10<sup>th</sup> year*. The Firm specialises in Banking & Finance, Joint Ventures, Foreign Investments into India, Private Equity, Bankruptcy and Restructuring, Cross-border M&A, Insurance, Dispute Resolution and International Arbitration.

## Our Objective

To provide unbiased and unmatched legal services in all areas of practice. To be *the* Preferred Law Firm for our clients and take that relationship forward by making ourselves deserving enough to be their advisors and not just a law firm for their various deals.

## The Advantage at Juris Corp

The Firm is set up on the *professional firm* format and not as a family run law firm. Since its inception it was driven with the view that when the Indian legal sector liberalises, Indian firms would have to match global standards and competition, and it is therefore vital to run the firm as a professional organisation. The Firm believes in a multi-disciplinary approach and has in its midst a Chartered Financial Analyst, a Chartered Accountant and a few Company Secretary(ies) in addition to each of them being attorneys.

According to our clients, what works in our favour is our ability to *“think ahead of the client”*. We are known to *“act in the best interests of our clients”* and *work on bringing down unnecessary or avoidable legal costs through innovation and forward thinking*.

*For a firm our size, we are humbled by the fact that year on year some of the best names in the globe have chosen us to act for the largest and complex transactions in those areas in India*. We thank our clients for entrusting us with such major responsibilities and we intend to continue to give our clients reasons to repose confidence in us.

## **Confidentiality and Conflict Issues**

All measures to ensure complete confidentiality of information are taken and adhered to with strictness at the Firm.

Here at Juris Corp, we strictly adhere to the conflict issue policy, and have never acted for conflicting parties (though we have acted and do act for more than one creditor of the same debtor). We make sure we do a thorough check before we take on any new client or deal.

## **Areas of Specialisation**

**Bankruptcy & Corporate Restructuring**

**Banking & Finance**

**Competition Law**

**Corporate & Commercial**

**Direct Taxation**

**Dispute Resolution**

**Energy & Infrastructure**

**Information Technology**

**Intellectual Property Rights**

**Insurance**

**International Arbitration**

**Mergers & Acquisitions**

**Project Finance**

**Property & Real Estate**

# **Juris Corp : The Team**

## **Associates**

The Firm is manned by highly skilled and trained legal professionals who have acquired their legal degrees from eminent law schools from India and abroad backed up with exposures and experiences in both Indian and International environments. The associates are a group of young, committed and extremely dedicated attorneys who are reputed to have excellent knowledge and experience in their fields of practice.

## **Partners & Of Counsels**

Innovating and reaching breakthroughs in deals is a sort of a forte of the partners and of counsels at Juris Corp. Their talent and experience is many a time used in drafting and reviewing important legislations and bills. They have all achieved credibility and reputation in the market place for their knowledge. They have been invited to lecture law graduates in their fields of interest, write various articles, speak at mega conferences and seminars and author books.

## **The Management**

The Management at the Firm ensures smooth and efficient functioning of the Firm, while at the same time providing opportunities and avenues to its members to grow and learn. It promotes secondments, sabbaticals, leadership development, corporate training, seminar and conference participation amongst a host of other activities.

## **Knowledge Management**

The Firm can boast of having an updated Knowledge Management database and has a culture of sharing knowledge, a key component of knowledge management. The Knowledge Management is headed by an Attorney having significant years of experience and now runs the Knowledge Management on a full time basis.

## **Corporate Communications and Client services**

The Firm has a separate corporate communications and client servicing team to ensure that these two fields are given the right importance and resources and any issues related to them are handled professionally.

## Juris Corp : Important clients & mandates

(purely illustrative)

Juris Corp is the Indian legal advisors to the International Swaps Derivatives Association (ISDA) as well as the legal advisor to the Fixed Income Money Market and Derivatives Association of India (FIMMDA). Juris Corp also advises the International Capital Markets Association (ICMA) and the Securities Industry and Financial Markets Association (SIFMA) on netting and related issues under Indian law.

### **Few Significant Assignments/Transactions/Deals by Juris Corp which are in the public domain:**

- Advised and assisted *Morgan Stanley* in simultaneously buying out their JV Partner in the brokerage business and selling their stake to their JV Partner in the merchant banking business (including subsidiary entities). The transaction size was **USD 465 million**. It involved a clean split between the JV partners involving four companies such that Morgan Stanley effectively continued to have a seamless presence in merchant banking even though it was being bought out from the merchant banking JV (various regulatory approvals including from the Foreign Investment Promotion Board, the Reserve Bank of India and Securities Exchange Board of India were required for achieving the same).
- Juris Corp acted as the lead counsel for a real estate transaction, which was one of the *most innovative transactions* in 2008. The transaction size was **USD 400 million** and is the *single largest real estate transaction till date*. The deal was structured to achieve the Investor's objective; i.e., to ensure funds are used in a particular manner and to ensure that till the time the investors stay invested, the assets are a multiple of investment made. This was achieved by structuring a pass through investment onshore and documenting effective control over such investment and the asset cover. Structuring the entire deal included advising our client on cross-border legal and regulatory issues pertaining to foreign direct investment in the real estate sector through a synthetic equity structure, undertaking extensive corporate due diligence on the Indian companies and property and title due diligence on vast tracts of real property at different places in India. This transaction structure has *been now replicated in the market for real estate and other sectors also and in a way this innovation has been a trendsetter in the market*.

- *For the first time in the Indian judicial system there has been an authoritative pronouncement on the issues relating to derivatives.* This was achieved due to active involvement of our Firm which represented the bank in the dispute. The Madras High Court upheld the legality of the derivative transactions and in doing so affirmed the underlying principles of law governing such transactions. This judgment has also negated all the defences raised by the counterparty i.e., the transaction was a wager, contravened the provisions of the relevant statute, was in breach of fiduciary duty of the bank and contravened the public policy of India. The High Court also permitted the bank to initiate appropriate proceedings before the fast track forum to recover its dues from the counterparty.
- Acted as transaction legal counsel to *Tata Motors Finance Limited* and *Tata Motors Limited* in securitisation deal amounting in the aggregate of approximately *USD 910 Million & USD 420 Million* respectively.
- Advised *J P Morgan Securities India Pvt. Ltd.* and *Morgan Stanley* as legal counsel for setting up and launching their structured products programme in India.

# **Juris Corp : Not Just a Law Firm**

Juris Corp is not just a plain vanilla law firm but plays a pivotal role in changing mindsets and improving situations. The Firm believes in being innovative rather than just following archaic modes of working and set patterns in India.

Juris Corp has been able to break the popular myth in India that you need to be an old and large firm to acquire the mega mandates. We at our size and age, are privileged to have worked on some of the best and biggest deals and with the best names in the industry. We thrive on quality and winning the clients' trust.

## **Corporate Social Responsibility and Pro bono Work**

The Firm believes it has a professional responsibility towards supporting noble causes such as free legal aid, charity to chosen organisations, sponsoring of education, NGOs, etc.

The Firm chooses to commission hand made greetings each year made by local artists in rural areas which promotes lesser known form of painting including on '*palm leaf*' and '*tussar silk*'.

## **Foreign Lawyer's Programme**

The firm plans to introduce the Foreign Lawyer's Programme to promote the exchange of international and Indian legal aptitude, knowledge, learning, style of working and mutual development. We wish to encourage foreign attorneys to apply to our firm for getting first hand experience of working at Juris Corp and gaining a fair understanding of the Indian legal system.

## **Training & Development**

The Firm regularly deposes its Personnel for various Seminars/Conferences/Workshops to further enhance their skills and knowledge in their areas of expertise. The Firm encourages career development opportunities for its Professionals and plays an active role in mentoring and providing career development guidance, corporate training, secondments etc. We also scout for good fresh talent from reputed and remarkable law schools and colleges in India through our recruitment programme.

## Media

The members at the Firm regularly contribute to leading law journals, magazines, newspapers, etc. in the form of expert articles and opinions and have very often been sought-after for their views on issues of interest by the local and international media. Many partners have even authored books and handbooks on their respective practice areas. They are regularly invited as speakers for various reputed international conferences.

## JURIS CORP'S - GLOBAL RECOGNITION

### AWARDS

- The Firm has been recognised as one of the top law firms in India for Banking & Finance and Securitisation and Structured Finance by India Business Law Journal's 2009 **"Indian Law Firm Awards"**
- The Firm has been recognised as the Winner in the Infrastructure and Real Estate category by EUROMONEY's **"Asialaw India Awards 2009"**

### RANKINGS AND RECOGNITION

**Juris Corp has been consistently ranked in the top tiers over the years in the Banking, Finance, Capital Markets and Corporate, M&A practice areas in the following:**

CHAMBERS & PARTNERS GLOBAL  
CHAMBERS & PARTNERS ASIA  
IFLR 1000  
LEGAL 500  
ASIALAW  
INDIA BUSINESS LAW JOURNAL

Our efforts are also appreciated and rewarded by the feedback of our clients consistently given to global market research organisations.

"Always willing to go the extra mile"

- Legal 500

"Juris Corp has crafted a unique niche, offering the full spectrum of legal services"

- Indian Business Law Journal

"Clients praise its work in a number of areas"

- Chambers & Partners

Juris Corp is "the pick of the lot on structured work"

One recent client describes "an excellent experience" with the firm, saying: "What I liked about their work was an absolute transparency of positions they took on legal issues. They left the final decision up to us but I don't think they ever compromised in terms of highlighting risks that were emanating from the structure.

Another client adds: "I appreciate that Juris Corp knows to keep quiet. They are highly discreet about transactions."

- IFLR1000

# **BIOGRAPHY**

**MR. H. JAYESH**

**FOUNDER PARTNER**

Contact at: [h\\_jayesh@jclex.com](mailto:h_jayesh@jclex.com)

## **About the Founder Partner**

Juris Corp was founded in the year 2000 by H. Jayesh with the objective of becoming *the* Preferred Law Firm for a select clientele. Under his stewardship the Firm grew manifold and became a quality name to associate with. It crafted its niche in the domestic as well as the international market and acquired many important mandates from both markets. The Firm has shown excellent, consistent and quantifiable growth over the past years under Jayesh's leadership.

## **Practice Areas**

H. Jayesh is an expert in the field of Financial Services and is the pre-eminent practitioner in India for Derivatives and Structured Products and amongst the leading practitioners in India in the areas of Capital Markets, Corporate Banking, Dispute Resolution, M & A, Private Equity & JVs, Bankruptcy and Restructuring and Structured Finance. He has made Juris Corp, *the* law firm in India for derivatives and complex financial transactions.

## **Qualifications**

H. Jayesh is enrolled as an Advocate with the Bar Council of Maharashtra and Goa and also a Solicitor enrolled with the Bombay Incorporated Law Society. He is a Chartered Financial Analyst as well as a diploma holder in Business Finance.

## **Background**

As a Chevening Scholar he has gained experience in English and European Community laws and regulations by undergoing training at the College of Law at York and working briefly with a London based firm of Solicitors in their Corporate Finance Department.

He was with the law firm Udwardia, Udeshi & Berjis since its inception and was a partner from 1998 onwards until he founded Juris Corp in October 2000.



## Memberships

- Committee member of the International Swap Derivatives Association, Inc. (ISDA) HK & SE Asia Legal & Regulatory Committee, as well as of the Capital Market Committee of the local chambers of commerce.
- Member of GARP (Global Association of Risk Professionals).
- International Bar Association (IBA)
- American Bar Association (ABA)
- Associate Member of the Asia Pacific Loan Market Association (APLMA) (member firm)
- Bombay Chamber of Commerce & Industry (BCCI) (member firm)
- The Chamber of Tax Consultants (CTC) (member firm)

## Illustrative important matters handled

- Jointly (with Senior Counsel Mr. Atul Setalvad) authored the India 'netting' opinion to the International Swaps Derivatives Association, Inc.
- First of its kind trade receivable financing with credit insurance. Had to do significant restructuring to ensure that the lender could avail the benefit of the credit insurance by ensuring there was an '*insurable interest*' under English law.
- Film financing facility (along with equity upside) to an offshore subsidiary of a listed Indian company with a charge on the receivables (i.e. proceeds generated from the distribution of the films). The structuring also involved negotiating a Completion Bond i.e., a performance guarantee.

## Articles and Publications

- Co-authored along with Mr. Atul Setalvad, the India chapter for **Set-Off Law and Practice: An International Handbook**, Oxford University Press.
- Regular contributor of articles on Arbitration, Capital Markets, Insurance and Structured Finance.

## Client and Peer Rankings:

- Asia's Leading Attorneys by Euromoney consistently for the years 2003, 2004, 2005, 2008
- Leading Individuals in Chambers & Partners Asia
- Leading Individuals in Chambers & Partners Global

- “Strongly recommended by the market, H Jayesh is ‘an impressive lawyer who understands business as well as he understands regulations, and he is very prompt and clear with his advice.”  
- Legal 500
- “H Jayesh, is praised by one client for his ‘derivatives and capital markets expertise, his integrity, and his commitment to his clients”  
- India Business Law Journal
- “H Jayesh, is extremely bright. He's the one man who I think is what makes the firm hugely different.”  
- IFLR 1000

**NISAR OOKABHOY**  
**PARTNER**

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**Practice Areas**

Nisar Ookabhoy is highly experienced in the field of banking & corporate finance, project finance, and bilateral & syndicated loans.

**Qualifications**

Nisar Ookabhoy is enrolled as an Advocate with the Bar Council of Maharashtra and Goa. He is a certified associate of the Indian Institute of Bankers and also a diploma holder in International Banking Management.

**Background**

Nisar Ookabhoy was in the Legal Group of Export-Import Bank of India ("EXIM") at its Head Office, Mumbai, for over two decades having joined EXIM within a year of its becoming operational. He headed the Legal Group for more than a decade and retired in 2003. His services were thereafter retained by Exim Bank as whole-time Legal Consultant until October 2007. Before joining Exim Bank, he served for more than fifteen years in senior position in the Legal Department of Bank of Baroda at its Central Office at Mumbai.

EXIM Bank being an apex financial institution established mainly for financing of export and import transactions, he was associated with its funded and non-funded programmes including project finance, lines of credit to governments of various countries and to foreign banks and export credit agencies, buyers credit, pre-shipment and post-shipment export credit, guarantee participation, risk-participation, overseas investment finance, to name a few. At Exim Bank, he had evolved standard formats of loan and security documentation pertaining to its various programmes. He also attended to litigation matters, restructuring and securitisation of loan assets besides overseeing recovery action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002.

Nisar Ookabhoy joined Juris Corp in 2007 and has been handling matters relating to corporate finance and lending, security creation and documentation.

## Illustrative important matters handled

- Negotiated and finalised documentation at Washington DC with (a) International Finance Corporation (“IFC”) in respect of Agency Credit Line between IFC and Exim, and standardised and prepared formats of loan/security documentation as per which documents were obtained for Exim and IFC for loans in India; (b) Export Import Bank of United States (“US Exim”) in respect of (i) Line of Credit and (ii) Master Guarantee Facility Agreements for Dollars and Rupees, and settled formats of supporting documents for being obtained for it and Exim in India.
- Participated in negotiations and settled documentation at London with (a) Commonwealth Development Corporation (“CDC”), and IFC in connection with debt re-schedulement of buyer’s credit to an overseas borrower, and follow-up action resulting in recovery; and (b) Allen & Overy, solicitors for a leading international bank, regarding multi-partite multi-facility documentation for financing acquisition of a UK domiciled company by a joint venture investment company.
- Held negotiations as a three member team at Amsterdam with prospective buyers of pledged shares and finalized draft of Settlement Agreement, which resulted in recovery of substantial dues owed to Exim.
- Prepared format of a deed of assignment of project receivables on behalf of Government of India, and supervised execution of the deeds by various Indian project exporters in favour of GOI, involving Iraqi receivables equivalent of about Rs.550 crores, for issuance of GOI Compensation Bonds by GOI favouring such project exporters who had completed construction works projects at Iraq.
- Prepared Exim’s Gratuity Trust Deed and Rules, Pension Regulations, Pension Trust Deed and Amendment Deed relating to Provident Fund, as also relevant notifications for being published in the Gazette of India.
- Evolved standard formats of documents for all lending programmes of Exim including refinance, risk participation, guarantee participation, restructuring of liabilities of borrowers, conversion of borrower’s liabilities from Rupees to foreign currency and vice versa, lines of credit to Governments and banks of foreign countries, buyers credits, pre-shipment and post-shipment credits, letter of credit applications and related documents, as also security documents for its fund based and non-fund based programmes.

- Represented Bank of Baroda as a member of the Working Group constituted by the erstwhile Shipping Development Fund Committee for evolving formats of shipping loan documents for use of commercial banks and also attended to several ship finance transactions of Bank of Baroda.
- Represented Bank of Baroda as leader of consortium of 23 banks in connection with preparation and settlement of drafts of consortium documentation for working capital facility to a Government Corporation.

**HUZEFA NASIKWALA  
PARTNER**

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**Practice Areas**

Huzefa Nasikwala has gained considerable experience over a decade in dispute resolution. Disputes handled include matters relating to banking, contracts, corporate law, personal laws, takeovers and property. He has represented clients in various High Courts and in the Supreme Court of India. He has also substantial experience in the field of property and has advised clients for acquiring and selling large properties in various parts of India. He has also advised clients on legal and regulatory issues pertaining to foreign direct investments in real estate. His practice areas also include structured finance and structured lending.

**Qualifications**

Huzefa Nasikwala graduated in law at the Government Law College, Mumbai. He is registered as an Advocate on the rolls of the State Bar Council in the State of Maharashtra and Goa and on the Original Side of the Bombay High Court at Bombay. He is also a Solicitor on the rolls of Supreme Court of England and Wales.

**Background**

He started his career with a law firm Mulla & Mulla & Craigie Blunt & Caroe in 1999. He was attached to the said law firm till 2005 after which he had a short stint with private practice and as an Of Counsel. He joined Juris Corp as a partner designate in March 2007.

**Articles and Publications**

He has contributed articles on dispute resolution including in *asia law*.

**Illustrative important matters handled**

- *For the first time in the Indian judicial system, there has been an authoritative pronouncement on the issues relating to derivatives. He was one of the key instructing attorneys which represented the bank in the dispute. As a result thereof, the Madras High Court upheld the legality of the derivative transactions and in doing so affirmed the underlying principles of law governing such transactions. This judgment has also negated all the defences raised by the counterparty i.e., the transaction was a wager, contravened the provisions of the relevant*

statute, was in breach of fiduciary duty of the bank and contravened the public policy of India. The High Court also permitted the bank to initiate appropriate proceedings before the fast track forum to recover its dues from the counterparty.

- *For the first time in the Indian judicial system, the Supreme Court, in multiple proceedings concerning derivative disputes where he is a key instructing attorney, considered issues pertaining to clubbing of suits filed by counterparties against banks in derivative disputes in civil courts to be tried with the applications filed by banks before the Debt Recovery Tribunal i.e., a specialised forum set up for speedy recovery of monies due to the banks. The judgment is awaited.*
- He was one of the lead counsels involved for a real estate transaction, which was one of the most innovative transactions in 2008. The transaction size was USD 400 million and is the single largest real estate investment till date. The deal was structured to achieve the Investor's objective; i.e., to ensure funds are used in a particular manner and to ensure that till the time the investors stay invested, the assets are a multiple of investment made. This was achieved by structuring a pass through investment onshore and documenting effective control over such investment and the asset cover. Structuring the entire deal included advising the client on cross-border legal and regulatory issues pertaining to foreign direct investment in the real estate sector through a synthetic equity structure, undertaking extensive corporate due diligence on the Indian companies and property and title due diligence on vast tracts of real property at different places in India. This transaction structure has been now replicated in the market for real estate and other sectors also and in a way this innovation has been a trendsetter in the market.

**FREDDY R. DARUWALA**  
**PARTNER**

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**Practice Areas**

Mr. Freddy Daruwala has around two decades of experience in Taxation, specialising in Cross-Border Taxation and having worked as a practicing Chartered Accountant. He has also represented assesses before CIT (Appeals) and briefed counsel for Income Tax Appellate Tribunal / High Court appearances.

He has also practiced as an intellectual property attorney having drafted patent claims, and represented clients before the Registrar of Trade Marks/ Patent Examiners /High Court/ Intellectual Property Appellate Board.

Besides the above, he is also experienced in the areas of accountancy, financial management, treasury, MIS and audit, given his stint as a Commercial Director in leading advertising agencies.

**Qualifications**

Freddy holds a Masters Degree in Commercial Law and is enrolled as an Advocate with the Bar Council of Maharashtra and Goa He is also a qualified Chartered Accountant (currently a non-practicing member). He is a graduate in Physics from the University of Mumbai and also holds a technician -ship from the Institute of Engineers, Calcutta.

He has an excellent academic performance record having secured the gold medal in the LL.M. exam and merit ranks in C.A. Final, LL.B. and B.Sc. (Hons.) exams.

**Background**

Freddy started his career as a Corporate Finance Manager with a leading courier company and later with premier advertising agencies, where he was designated as Commercial Director. After a stint of about five years as a practicing Chartered Accountant, he obtained a Masters degree in law and has practiced income tax and intellectual property law earlier with the firm of Jehangir Gulabbhai Bilimoria and Daruwalla. He has been with Juris Corp since 2005.

## Articles and Publications

- Recipient of grants from Ford Foundation, USA through the Centre for Advancement of Philanthropy, Mumbai which were used to publish.  
    *"Allied Laws relating to Non-Profit Organisations"* (author) *'Guide to the Accounting Function for Non-Profit Organisations'* (principal co-author).
- Regular contributor of articles on Cross-Border Taxation, Intellectual Property Law, Non-profit Taxation and Value Investing in Premier Journals – *International Taxation, Taxman, Corporate Professionals Today, India Business Law Journal, Euromoney, SEBI & Corporate Laws* & *'Philanthropy'*.

## Memberships

- Associate (non-practicing) Member of the Institute of Chartered Accountants of India.
- Member of the Bombay Chartered Accountants Society.
- Member of the Direct Taxation Committee of the Bombay Chamber of Commerce and Industry (BCCI).

## Illustrative important matters handled

- Was a key member of the team on a real estate property Collateralised Debt Obligation ("CDO") obtained with a pass through onshore investment vehicle with different tranches of Pass through Certificates ("PTC's") for capturing the principal, income and various upside appreciation thresholds. This innovation was a trendsetter in the market.
- Was a key member of the team who structured a film financing activity for the offshore subsidiary of an Indian Company with a charge on future receivables coupled with a completion bond (performance Guarantee).
- Has advised Morgan Stanley on their global transfer pricing policy as regards India.
- Was a key member of the team structuring a financing transaction using registered trade-marks as a security. This is significant since under Indian Trademark law, no charge is permitted to be entered in the Register of Trademarks.

## Faculty

- Former faculty for 'Income Tax' at the Government Law College, Mumbai.

**SONALI SHARMA**  
**PARTNER**

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**Practice Areas**

Her primary areas of practice at Juris Corp include Debt Capital Markets, Securitisation, Structured Products, Distressed Assets, Restructuring and Structured Finance.

**Qualifications**

Sonali Sharma is enrolled as an Advocate with the Bar Council of Maharashtra and Goa and is also a Solicitor enrolled with the Bombay Incorporated Law Society.

**Background**

Sonali joined Mulla and Mulla and Craige Blunt and Caroe in 1998 where she worked as a paralegal for a period of 3 years in diverse fields including admiralty and banking. Sonali joined Juris Corp in 2001.

**Articles and Publications**

She co-authored 'Acquisition financing in India' for the Global Securitisation & Structured Finance Guide 2008. She has also co-authored various articles relating to banking for the India Business Law Journal

**Illustrative important matters handled**

- Sponsor financing transaction structured by way of offshore short and medium term notes issuance, linked to underlying compulsorily convertible debentures, issued by two Indian companies, and purchased by an offshore international bank. Transaction size was USD \$1 billion +
- Acquisition by the Indian branch of a foreign bank of a non performing portfolio of loans from a local bank.
- Foreign direct investment (involving significant structuring) in an Indian joint venture company to be engaged in projects compliant with Indian foreign direct investment laws as applicable to townships, housing, built-up infrastructure and construction development projects, pursuant to subscription to fully convertible debentures and ordinary shares and utilisation of funds for repaying the debts and liabilities of group companies.

- Restructuring of an erstwhile major consumer durables company in distress and the buyout of super majority of its secured debt by an international bank from various lenders with a view to benefit from the subsequent sale of substantial real estate holdings.

### **Faculty**

She has jointly lectured in the securities law course at the Government Law College (Mumbai) as well as Diploma in Investment and Securities Laws in Indian Law Society's Law College (Pune).

**VANDANA SEKHRI**  
**PARTNER**

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**Practice Areas**

Her core practice areas are Joint ventures, private equity, structured finance and securities laws.

**Qualifications**

Vandana is enrolled as an Advocate with the Bar Council of Maharashtra and Goa and is also a Solicitor enrolled with the Bombay Incorporated Law Society.

**Background**

She has worked for over a year with a legal website after which she worked with Desai & Diwanji for over a year. She joined Juris Corp in 2004.

**Articles & Publications**

She has contributed articles to India Business Law Journal, The Asset Magazine, Financier Worldwide Magazine, Asialaw, etc.

**Illustrative Important Matters**

- First of its kind trade receivable financing with credit insurance. Had to do significant restructuring to ensure that the lender could avail the benefit of credit insurance by ensuring that there was '*insurable interest*' under English law.
- Film financing facility (along with equity upside) to an offshore subsidiary of a listed Indian company with a charge on the receivables (i.e., proceeds generated from distribution of films). The restructuring also involved negotiating a completion bond i.e. a performance guarantee.
- First of its kind collateralised debt obligation securitised in series of notes providing for income and appreciation upside from multi- state prime commercial real estate, structured using a real estate venture fund.

- Advised a consortium of investors consisting of Deutsche Bank, Goldman Sachs, Polygon Investment Partners in relation to a Pre-IPO investment of USD 30,000,000/- (United States Dollars Thirty Million Only) in a value added telecom service provider. Advised the clients in relation to structuring.
- Advised a global bank in relation to an approximately USD 35,000,000/- (United States Dollars Thirty Five Million Only) acquisition financing transaction which involved the acquisition by the borrower of two Indian listed companies (collectively the “**Indian Targets**”) by acquiring the offshore parent of the Indian Targets (pursuant to a sale of the shares of the offshore parent by its erstwhile shareholder to the borrower). The structuring also involved for providing a mechanism (keeping in mind the regulatory prohibition in relation to cross border security creation on the shares of an Indian company) pursuant to which the shares of the Indian Targets to be liquidated and proceeds remitted offshore on occurrence of an event of default.

**HOSHEDAR WADIA  
PARTNER**

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**Practice Areas**

Hoshedar Wadia is an expert in the field of OTC Derivatives, Structured Products and Corporate Compliance.

**Qualifications**

Hoshedar is enrolled as an Advocate with the Bar Council of Maharashtra & Goa and also a Solicitor enrolled with the Bombay Incorporated Law Society. He has also passed the final examinations conducted by the Institute of Company Secretaries of India.

**Background**

Hoshedar joined Juris Corp in 2002 and has been with the firm since then. He has been involved in drafting of market standard documentation at the behest of FIMMDA (the Fixed Income Money Markets and Derivatives Association of India), and has also been involved in drafting and reviewing of Bills (proposed legislation) at the behest of RBI and FIMMDA.

**Illustrative important matters handled**

- He advises a number of foreign banks and foreign financial institutions and also Indian banks on regulatory and documentation issues relating to the entire spectrum of derivatives including collateral creation to cover derivatives exposure.
- He has been involved in the drafting of the India 'netting' opinions for the International Swaps and Derivatives Association, Inc., and also for the International Capital Market Association and the Securities Industry and Financial Markets Association.
- He advises extensively on issues relating to structured products and corporate compliances.

**Faculty**

He has lectured at several law colleges across India and has also been invited by the International Swaps and Derivatives Association, Inc. to Hong Kong to speak on commodity derivatives in India at the Fundamentals of Commodity Derivatives Seminar in October 2008.

**FRASER MARIO ALEXANDER  
OF COUNSEL**  
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**Practice Areas**

Dispute Resolution and Distressed Assets.

**Training and Experience**

He was practicing as an Advocate at the District Court and subordinate courts at Kollam (Quilon), Kerala from April 1992 to May 1996, during which period he was a member of the Bar Association at Kollam. He has represented clients in various matters before the Kerala High Court also.

Subsequently, he moved to Chennai (Madras) where he was attached to a law firm M/s. Kurian & Associates and represented clients in cases before the Madras High Court and subordinate courts at Chennai from May 1996 to December 1997. Subsequently, he was appointed as Legal Consultant for the NEPC Group of Companies for the period January 1998 to December 1999 where he represented the group for both civil criminal matters.

From January 2000 to October 2006, he worked as in-house counsel in banks and was based in Mumbai. During this phase of his career, he has conducted seminars and training programmes for the bank officers in the fields of litigation and enforcement of security interest.

He has joined Juris Corp in November 2006.

**Qualifications**

Fraser Alexander received his degree in Law from the University of Kerala. He is enrolled as an Advocate with the Bar Council of Maharashtra and Goa.

**Illustrative important matters handled**

- Actively involved in litigations pertaining to derivatives. Also provide proactive support in achieving the first authoritative pronouncement by the Indian Judicial system in derivative litigation.
- Had set the precedent for conduct of sale and transfer of secured asset under SARFAESI Act while being in-house counsel in banks.
- Was instrumental in setting up the legal support team to assist various business groups of the bank in recovery and litigation matters and was heading the team.

**SURUCHI DHAVALE  
OF COUNSEL**  
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**Practice Areas**

Entire spectrum of regulatory and documentation issues relating to OTC derivatives including collateral documentation.

**Qualifications**

Suruchi is a law graduate from Government Law College, Mumbai and enrolled as an Advocate with the Bar Council of Maharashtra and Goa.

**Background**

Suruchi joined Juris Corp in 2001 and worked until 2003 primarily as part of the derivatives team. She then moved on to gain experience in conveyancing which is now being leveraged for collateral documentation. She rejoined Juris Corp in May 2008.

**Illustrative important matters handled**

- Advises a number of foreign banks and foreign financial institutions and also Indian banks on regulatory and documentation issues relating to the entire spectrum of derivatives including collateral creation to cover derivatives.
- Involved in providing regular updates to the India 'netting' opinions for the International Swaps and Derivatives Association, Inc., and also for the International Capital Market Association and the Securities Industry and Financial Markets Association.
- Drafted and advised in relation to Collateral documentation.

## NOTES

For any queries / information regarding the Firm kindly contact:

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