

## OUR ENERGY & INFRASTRUCTURE PRACTICE

**ELP** has carved a niche for itself in the Energy and Infrastructure (including mining) market in India. We also have the distinction of being one of the few Indian law firms to provide advice to multi-national clients as foreign counsel in other jurisdictions.

We provide integrated legal solutions covering all issues from the inception of a project to financial close continuing through design, construction, equipment supply, operations and management. Through our commercial understanding, ability to assist clients in managing risk, strong understanding of regulatory issues and by bringing to the table our expertise in undertaking due diligence exercises, drafting and negotiating concessions, design consultancy, construction, civil engineering, equipment supply and O&M contracts, we help sponsors and lenders allocate and minimise risks of delivery and performance. We also advise project companies, sponsors, strategic investors and funds on equity dilution, investments in equity and debt securities and public offerings.

Our experience in Energy and Infrastructure (including mining) dates back to 2003, when Mr. Sujain Talwar joined **ELP** as a founder partner. Today we have a top tier dedicated team of lawyers available to provide advice on all aspects of projects, pooling their know-how and resources to meet the project goals of clients. In addition to helping our clients manage risks through our strong understanding of regulatory issues, we also work with other teams at **ELP**, including the real estate, corporate commercial, tax, banking and finance, competition law and dispute resolution teams to ensure that the advice provided by us in relation to infrastructure projects is comprehensive and integrated.

### OUR SERVICES

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**ELP** provides integrated legal solutions covering all areas of an infrastructure project, from the inception of a project, continuing through award of the project, financial close, design, investment, construction, operation and management.

The following briefly capture the entire gamut of services offered by **ELP** to clients in the infrastructure space:

- Due Diligence reviews, covering transactional, financial, environmental, tax and compliance related issues;
- Tax efficient structures to identify tax exposures and optimal tax structuring;
- Transactional documentation. Our experience is varied and includes the drafting, review and negotiation of:
  - ◆ Invitations for tenders and bidding documents;
  - ◆ Concession Agreements, Implementation Agreements, and State Support Agreements;
  - ◆ Power Purchase Agreements and/or Power Conversion Agreements;
  - ◆ Fuel supply
  - ◆ Financing Documentation including Facility Agreements and Security and Contractual Comfort Agreements;
  - ◆ Joint Venture, Share Subscription and Shareholders Agreements;
  - ◆ Verification of title to underlying property, sale deeds, lease deeds and development agreements and other conveyance deeds in relation to acquisition of rights, interest or title in the underlying property;
  - ◆ Engineering, Procurement and Construction contracts;
  - ◆ Service Agreements and Consultancy Arrangements;

- ◆ Operation and Maintenance Contracts.
- Risk strategy advice and all aspects of risk allocation and management and the unique features of risk allocation and management structures in both privately financed and state funded infrastructure transactions;
- Resolution of disputes and litigation flowing from the projects;
- Compliance with all applicable laws such as project specific regulations, investment laws, company law, indirect taxes, developmental regulations, environmental regulations, labour, corporate, exchange control and other commercial laws.

## **OUR METHODOLOGY AND APPROACH**

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We work closely with the client's business and/or commercial teams to ensure that they not only receive innovative and focused legal advice but also understand how best to implement it. Our professionals are highly regarded for their legal expertise and are trained to take a commercial perspective of the issues and provide our clients with a solution-oriented approach. We are aware of the complexities of the Indian regulatory environment and provide sector specific business and commercial advice that is in keeping with changing market trends. The experience and high quality practical advice distinguishes us from our more traditional peers. In summary, we can offer:

- Deep knowledge of the infrastructure sector from an investor, lender, sponsor, contractor and government perspective;
- Market-leading experience in all areas of law relevant to the development, operation and investments in port projects in India;
- Full commitment and immediate partner availability along with a highly experienced core team of lawyers from the relevant practice group(s);
- A committed team which will give the transaction its highest priority;
- A commercial and pragmatic approach.

For a due diligence, we deploy persons with experience in the relevant sector and knowledge of sector specific regulations. We prepare a report based on our review, along with a list of issues classified on the basis of the level of risk involved. We engage with the representatives of the targets and record their representations as a part of the report in order to provide a comprehensive picture.