

South Asia

South Asia Practice

Business today is borderless, and so is Andrews Kurth. For decades our lawyers have played key roles in building international energy infrastructure, creating the global asset securitization market, and helping to resolve international trade disputes. Our offices are located in key centers of international finance, trade and regulation, and are well positioned to serve clients throughout Asia, Latin America, and Europe.

Leading the Way in South Asia

Our South Asia practice is central to our global focus. Andrews Kurth has unique strengths at linking global energy, environment, communications, infrastructure, manufacturing, and technology clients to the South Asian countries of India, Pakistan, Sri Lanka, Bangladesh, Nepal, and Bhutan. With our capabilities in the U.S. and other leading global economies, we can help domestic and international clients with all their South Asia business concerns:

- Negotiating and drafting energy, communications, and infrastructure project development agreements.
- Structuring debt and equity financing.
- Facilitating deals, such as acquisitions, mergers, private placements, business entity formation, and capital market access.
- Structuring operations and transactions for maximum tax and investment efficiency.
- Arranging for technology licensing, outsourcing, and intellectual property management.
- Handling regulatory and legislative issues, including those related to health care and pharmaceuticals.
- Litigating disputes before U.S. and foreign agencies and courts.

Serving Key Clients in Important Matters

Andrews Kurth lawyers have handled high-stakes transactions and disputes for major South Asian companies and U.S. multinationals representing a wide spectrum of business sectors:

- Energy, communications, infrastructure, and commercial real estate project developers.
- Financial institutions.
- Manufacturers.
- Technology companies.
- Outsourcing vendors and customers.
- Pharmaceuticals and healthcare.
- Intellectual property rights holders.
- Venture, private equity and hedge funds, as well as individual investors.
- Carbon offset finance.

Whether the issue requires insider knowledge of the business and legal environment of individual South Asian countries, or sophisticated experience with cross-border requirements of the global economy, we have capabilities to help our clients achieve their business objectives in this part of the world.

Handling Arbitration and Litigation

Our lawyers have represented major U.S. companies in resolving South Asian disputes in numerous arbitration, regulatory, and court proceedings, including:

- Major U.S. construction and energy companies in Washington, DC and London arbitration proceedings involving the Dabhol Power Project in India.
- A major U.S. construction company in London ICC arbitration of construction claims on Indian power projects.

South Asia

- A major U.S. construction company in seven India power project tax litigation proceedings before the Bangalore Commissioner of Income Tax Appeals, Chennai Settlement Commission, Central Board of Direct Taxation, Indian Tax Appellate Tribunal (Bangalore), High Courts of Karnataka and Mumbai, Indian Supreme Court, and U.S. and Indian Competent Authorities.
- A major U.S. construction company in injunctive proceedings before the Mumbai High Court and Indian Supreme Court.
- A major U.S. construction company in three Indian pipeline power project tax proceedings before the Delhi Commissioner of Income Tax Appeals, Income Tax Appellate Tribunal (New Delhi), and High Court of New Delhi.
- A major U.S. distiller/beverage company in the liquidation of an Indian joint venture before the High Courts of New Delhi, Chandigarh, and Kapurthala.
- A major Indian telecommunications company in an ICC arbitration in London.
- A major U.S. satellite company in an ICC arbitration in Paris involving Indian communications issues with an Indian telecommunications company.
- A major U.S. airport developer in Indian arbitration proceedings in New Delhi under the Indian Arbitration and Conciliation Act of 1996 with respect to air traffic control systems installed in the New Delhi and Mumbai International Airports.
- A major Italian construction company that was involved in a Pakistan power project, resolving construction claims in an AAA arbitration in Washington, DC and appearing in tax proceedings before the Commissioner of Income Tax in Karachi.
- A major Italian bicycle manufacturer in ICC arbitration proceedings in London against an Indian scooter manufacturer involving issues arising in India.
- An Indian technology company in a breach of contract litigation before the High Court of Chennai.

Facilitating Major Infrastructure Construction Projects

Energy and Power

Andrews Kurth has one of the world's leading energy and electric power practices, and our experience with project finance and infrastructure construction is ranked in the top nine worldwide. Our lawyers have represented regional and international contractors and developers in facilitating the financing of numerous South Asia energy and power projects. Major examples are:

- The project financing of Phases 1 and 2 of the Dabhol Power Project, where our attorneys represented major U.S. construction and energy companies.
- The project financing of Phase 2 of the Dabhol Power Project, in which we were lead financing counsel for a consortium of Indian, commercial, and multinational lenders in the largest project financing in India--\$1.86 billion.
- The project financing of ten Indian electric power project financings (LNG, naphtha, diesel, hydro-electric, coal, wind, and gas-powered applications) on behalf of U.S. contractors and developers.
- The project financing of three gas pipelines in India on behalf of a U.S. construction company, as well as LNG receiving terminals throughout Southeast Asia.
- The project financing of various power plants in Pakistan, including a \$150 million project financing, 150 and 450 megawatt plants, and several other proposed facilities.
- The representation as project counsel in the development, project finance, and construction of a U.S. \$5 billion total project cost infrastructure complex involving 4,000 MW combined-cycle LNG-fired, power projects; 5 million metric ton-per annum LNG receiving terminal, LNG receiving marine port, regasification units, and related infrastructure; an LNG pipeline complex running from the LNG facilities and a major full-scale container port, all located in Tamil Nadu, India.
- The current development, project finance, and construction of up to 25, 5 MW anaerobic digestion-to-power projects.

South Asia

- The current development, project finance, and construction of up to 4, 100 million gallon per year fuel ethanol manufacturing facilities.

Privatization

Privatization is a major global trend in infrastructure construction, and attorneys have represented clients to accomplish a number of impressive firsts in South Asia, such as:

- The Dabhol Power Project (the first private power project finance in India), in which our attorneys at various project stages, represented a major power company, construction company, and domestic/foreign lenders.
- The HUB River Power Project (the first private power project financing in Pakistan), in which we represented the Government of Pakistan.
- The first private electric power project in Nepal, in which we represented a U.S. developer.
- The first private power closing in Bangladesh (a diesel barge-mounted project), in which we represented a major Finnish investor.

Chemicals

South Asia is becoming a major center for the development of chemical manufacturing facilities. Our work for major U.S. companies has involved:

- Represented a major U.S. bilateral finance agency in the project finance of a polystyrene manufacturing facility in India.
- Represented a major U.S. construction company in the project finance of a petroleum products refinery and a petrochemical complex, built respectively in the states of Gujarat and West Bengal, India.

Telecommunications

South Asia is a center of global telecommunications activity, and our lawyers have represented major American and foreign developers and contractors in a variety of cellular and fixed-line projects. Our work on their behalf has included:

- Three equipment sales transactions for a major Indian telecommunications company.
- Equipment financing, on behalf of a major U.S. satellite company, of two thousand very small aperture terminals (VSAT) installed on the National Stock Exchange in Mumbai.
- Multiple satellite transponder transactions for direct-to-home TV, cable, telephone, and other communication services provided by two U.S. communications companies.

Other Industry Sectors

Finally, our construction and infrastructure project work in South Asia encompasses a variety of other industry sectors, from manufacturing and real estate development to health care centers. Among other significant examples, our lawyers have:

- Represented U.S. and U.K. steel companies in the process to award the first two foreign private sector bids for the construction of steel plants in the states of Karnataka and Orissa.
- Representing several U.S. and foreign consortia in the acquisition and development of Indian real estate into technology parks.
- Represented U.S. companies on the development and finance of leather tanneries in South India.
- Represented U.S. technology and pharmaceutical companies in the development of research and development parks in India.
- Represented U.S. companies in establishing special economic zones, software technology parks, and export processing zones in India.

South Asia

- Represented U.S. companies developing health care centers in India.

Representing Technology Companies in South Asian Transactions

Our attorneys regularly represent U.S. and South Asian clients in all aspects of technology transactions in their respective countries. In the regard, the following are typical of our counsel:

- Representing U.S. and South Asian vendors and customers in a multitude of outsourcing transactions.
- Representing U.S. and South Asian companies in technology (IT, software, energy, housing, biotech, etc.) licensing arrangements in South Asia and the U.S. and facilitated all required import or export compliance thereto.

Providing Corporate and Capital Markets Guidance

Today's global corporate transactions and capital markets access require the kind of cross-border knowledge that we have. Whether the transactional and financing need involves South Asian companies in local or U.S. contexts, or the business objectives of multinationals focusing on the South Asian region, we provide guidance on each country's business and regulatory requirements. The following examples are typical of our counsel.

- *Aircraft and Airport Finance*: Our lawyers are assisting an Indian airline company in aircraft finances and leasing, an Indian communications company in an airport privatization bid, and a U.S. defense company in air traffic control systems finance for Indian airports.
- *General Corporate*: Our lawyers have served as outside general counsel to the world's second largest razor blade manufacturer, which is located in India.
- *Import/Export Compliance*: Our lawyers have assisted U.S. and Indian aviation, chemical, communications, defense, pharmaceutical, and power companies with licensing, duty, and other required regulatory compliance into the U.S. and India.
- *Insurance*: Our lawyers have represented seven major U.S. and U.K. insurance companies in the corporate and tax structuring of their Indian operations, as well as in legislative and regulatory initiatives and joint venture activities in India.
- *Intellectual Property*: Our lawyers have represented U.S. and South Asian companies on all aspects of their intellectual property protection into and out of South Asia.
- *Investment*: Our lawyers have provided counsel concerning the structure of more than 250 investment vehicles for the minimization of tax and non-tax project liabilities from South Asian countries under the tax and corporate laws of the Cayman Islands, Bahamas, Bermuda, Mauritius Islands, Cyprus, United Arab Emirates, and Singapore.
- *Mergers, Acquisitions and Joint Ventures*: Our lawyers have assisted more than 50 Indian companies in the United States and more than 25 U.S. companies in India with mergers, acquisitions and joint ventures.
- *Securities*: Our experience includes counsel for an Indian technology company in an American Depository Receipt listing on a U.S. stock exchange.
- *Venture Financing*: Our experience includes counsel to U.S., Indian, Middle Eastern, Malaysian, Singapore, European, and other foreign investors regarding structuring 16 venture and private equity funds for investments into energy, communications, information technology, environmental carbon offset finance, biotechnology, pharmaceutical, health care, commercial real estate, and manufacturing ventures.

Representing Defense Clients in South Asia Related Matters

Our attorneys regularly represent U.S. and South Asian defense clients in matters such as:

- Represented major U.S. defense company in development, finance, construction, and subsequent claims arbitration, with respect to the installation of air traffic control systems in India.
- Represent a major U.S. defense company in the corporate, tax, and contract structuring of its operations into, and transactions in, India.

South Asia

- Represent U.S. defense clients to obtain necessary export licenses for technology and equipment sales into the South Asia.
- Represent Indian defense company in its contract negotiations with U.S. companies in matters related to India.

Representing Clients in Public Policy Advocacy

Mark J. Riedy, a partner in our Washington D.C. office, working in South Asia for more than 25 years and living in India for more than 6 years, in representing clients has worked directly with several Prime Ministers, Presidents, Cabinet members, and other senior government and business leaders throughout South Asia, and in the U.S. on investments policies and infrastructure projects. He serves as a Board Member and general counsel to the U.S.-India Business Council and general counsel to the Indian American Republican Council, the South Asia Regional Energy Coalition, the U.S.-Bangladesh Business Council, the U.S.-Pakistan Business Council, and the U.S.-Sri Lanka Working Group. He also serves on the Board of the statutorily-created U.S.-Indian Subcommission.

Mark also served as the Chairman of the South Asia Energy Council for the International Private Energy Association.

Our clients have benefited from Mr. Riedy's deep experience as we handle their public policy advocacy matters. Some of this work includes:

- Obtaining the first Government of India cease and desist orders in India's history from the Central Board of Direct Taxation, blocking the Government of India Tax Authorities from the collection of penalties and interest under various tax orders against a U.S. construction client.
- Preparing and carrying out various Presidential and Cabinet Secretary missions to India, Bangladesh, and Pakistan.
- Securing over \$10 million in financing from the U.S. Trade and Development Agency (TDA) for feasibility studies on potential South Asia power, marine port, other infrastructure, and steel manufacturing projects.
- Advising U.S. companies and their personnel on Foreign Corrupt Practices Act (FCPA) and host country Anti-Bribery Laws issues that affected infrastructure projects and general company operations in South Asian countries, which included securing U.S. Department of Justice FCPA opinions.
- Advising South Asian governments on development and finance issues surrounding power, communications, other infrastructure projects, technology, pharmaceutical, and intellectual property matters.
- Working on behalf of major U.S. companies to advise and lobby South Asian governments regarding legislative and regulatory initiatives in energy, communications, infrastructure, financial services, pharmaceuticals and health care, technology, agribusiness, chemicals, pesticide, and commercial real estate matters.

Representing South Asian Companies in the U.S.

South Asian companies have a growing business presence in the United States, and our nationwide practice enables Andrews Kurth to play a key role in their success. Our lawyers have represented more than 75 South Asian technology, financial services, and manufacturing companies in the establishment of their U.S. operations. We advise them on capital markets, corporate, contract, general tax, labor, immigration, import-export compliance, intellectual property, financing, legislative and regulatory compliance, litigation, mergers and acquisitions, and other matters.

Often our representation involves industry-wide counsel, as in our work with ten Indian financial institutions on the tax and corporate structuring of their U.S. operations, contracts, financing, and acquisitions.

Connecting South Asia and the World

The rapidly growing businesses and economies of South Asia have become crucial drivers of global economic activity. Andrews Kurth is one of the few U.S. law firms to combine extensive regional involvement with multinational business counsel and a leading U.S. corporate practice. Whether the need involves construction and development, public policy advocacy, dispute resolution or transactional guidance, we have the experience and the insight to help South Asian

South Asia

businesses grow worldwide, and to help corporate clients from other regions take advantage of South Asia's immense business opportunities.

Associated Lawyers

Partners

Mark J. Riedy
David Concannon
Frederick S. Frei
Carmelo Gordian
Darrell Grams
John Harrop
J. Matthew Lyons
Aldo Noto
Vera Rechsteiner
Dahl Thompson
Mark J. Thurber
Andrew M. Tucker
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Associates

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