



## Ashish Suman

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### Practice Areas

Corporate

### Sectors

Transport & Logistics

Mines & Minerals

Construction and Engineering

Urban Infrastructure, Smart Cities and Public Procurement

### About

Ashish's key focus area is Infrastructure Specialty contracts as well as Public Procurement and Public Private Partnership with a focus on Construction, Transportation and Energy.

Ashish practices in the areas of Projects with a focus on Infrastructure sector including Rail, Road & Highways and Transport. He has a broad legal background of more than 15 years of post-qualification experience in Infrastructure & Transportation Sector as well as Merger & Acquisitions wherein he has been advising on Acquisition of Road Projects, Solar & Wind Power Projects, Foreign Direct Investment and General Corporate Commercial. He has extensively worked on projects relating to domestic and international road & highway projects and have advised on Framework Agreements for Expressways, EPC, Operation and Maintenance Contracts & Joint Ventures in Road Sector.

In the general corporate law and M&A transactions, he has led the team of lawyers representing various multinational businesses, state-owned entities, private equity firms, and venture capital firms, particularly in the Infrastructure, Heavy engineering, R&D, Automotive, Construction & Engineering and has been involved in transaction involving more than USD 3-4 Billion of FDI in India in the last 4-5 years. His work assignments have related to the drafting of share sale and purchase agreements, joint venture agreements, shareholders agreements, and associated transaction documents and rendering strategic advice to his clients – domestic and foreign.

He has provided legal advice and services to both private sector as well as public sector entities, both domestic and international on a wide range of practice areas including Arbitration, General Corporate & Commercial, Foreign Direct Investment, Joint Ventures and Infrastructure Projects. In infrastructure sector he has dealt extensively on issues relating to EPC Contracts-FIDIC, NEC bases Contracts, DBFOT, BOT (Toll/Annuity), BOOT Projects carried out on a PPP basis and have also drafted various model concession Agreements including EPCM Agreement for World Bank, Hybrid Annuity, Expressway Concession Agreement and Engineering & Procurement Contracts. Ashish also advises on risk analysis and providing mitigation strategies. Extensively worked in projects relating to domestic and international expressways, road, building & construction, rail and power.

Ashish has been advising on financing and investment issues to Power Finance Corporation, Rural Electrification Corporation and IREDA on various solar and wind projects. Have recently advised in the acquisition of the three wind projects wherein the acquisition was through share purchase and slump sale. Ashish also advises on risk analysis and providing mitigation strategies.

He is also advising on issues and transactions in the Oil & Gas sector and is advising large Indian & International Oil & Gas companies undertaking upstream/midstream/downstream activity on various issues with reference to licensing, joint operating agreements and oil field services contracts.

## Experience

Some of the key assignments in these areas handled and being handled by Ashish amongst others cover the following: -

### Roads & Highways

- Due diligence of **National Highways Authority of India** for its Public Issue of Debt Securities.
- Advised **Government of Cambodia** in the preparation of the Concession Agreement and Framework Agreement for the development of Expressway for the Phnom Penh to Sihanoukville BOT Expressway Project.
- Advising **Leading Road Contractor** on drafting a standardized engineering, procurement and construction sub-contract for the highways projects it has been awarded under the Hybrid Annuity Model.
- Advised **Leading Road Contractor** in relation to equity divestment of its shareholding in 10 special purpose vehicles/Project Concessionaire's responsible for developing state highways projects in Madhya Pradesh;
- Advised **Autostrade Indian Infrastructure Development**, a wholly owned subsidiary of **Autostrade per l'Italia, subsidiary of Atlantia S.p.A**, one of Italy's largest toll motorway builders, in relation to its proposed acquisition of two operational BOT (Toll) road projects:
  - **Dhule Palenser Tollway Ltd.**, which is engaged in the design, building, financing, operation and maintenance of the Madhya Pradesh/ Maharashtra Border Dhule section of NH-3 from Km 168.5 to 265 in Maharashtra under the NHDP Phase III Scheme; and
  - **Bijapur-Hungund Tollway Pvt. Ltd.**, which is engaged in the construction, operation and maintenance of the existing road from Km 102.000 to 202.000 (approx. 97.221 km), on the

Bijapur-Hungund section of National Highway No. 13 in Karnataka by four-laning on design, build, finance, operate and transfer basis.

- Appointed as Legal Expert by **World Bank** and **Ministry of Road Transport and Highways** for Drafting of Model Concession Agreement for Hybrid Annuity Project on BOT basis for Road Projects.
- Advised **Jaipur Development Authority (JDA)** in drafting and review of Bid Documents and assistance in bidding process of Six Laning of Jaipur Ring Road from Ajmer Road to Agra Road Section at Jaipur in the State of Rajasthan through Public Private Partnership on Design, Build, Finance, Operate and Transfer (DBFOT) Toll basis.
- Assisted **IHMCL** in drafting of Central Clearing House Service Provider Agreement for implementing a unified Electronic Toll Collection Program using Radio Frequency Identification Technology on National Highway Projects throughout India.
- Advised **National Highways Authority of India** on Concession Agreements Design, Engineering, Finance, Construction, Operation and Maintenance of Pathankot to Amritsar section of NH-15 from KM 6.082 to KM 108.502 in the State of Punjab under NHDP PhaseIII B on Design, Build, Finance, Operate and Transfer (the “DBFOT”) basis.
- Advised the **Maharashtra State Road Development Corporation (MSRDC)** in respect of the Project for Implementation of Mumbai Trans Harbour Link Project (MTHL) on Build, Operate and Transfer basis which includes its design, construction, financing, operations, monitoring, maintenance and transfer.
- Advised **Government of India** on the policy issue of refinancing of Road Projects and the removal of Toll-Plaza on NH-8 under the NHAI Rules and the Concession Agreement;

### **Public Private Partnerships & General Corporate Commercial**

- Advised **Pune Metropolitan Regional Development Authority (Government of Maharashtra)** on the setting up and rolling out of the Metro Project from Hinjawadi to Shivajinagar corridor in Pune through public-private partnership route.
- Advised **Napino Auto & Electronics Limited** in relation to its joint venture with Continental Automotive Holding Netherlands B.V. for electronic fuel injection systems
- Advised **RICO Auto Industries Limited** in relation to its proposed joint venture with Ultra Fairwood Pte Limited for implementation of driverless personal rapid transit system in India
- Advised **Napino Auto & Electronics Limited** in relation to its joint venture with Continental Automotive Holding Netherlands B.V. for two-wheeler instrument clusters
- Advised **Hero MotoCorp Limited** in relation to its investments in Ather Energy Private Limited, an electronic two-wheeler Indian start-up - Deal Value: INR 2 billion & INR 1.3 billion
- Drafted Concession agreement, for **Integrated Solid Waste Management for Department of Urban Development and Housing and Directorate of Local Bodies, Government of Rajasthan.**
- Advised **Rail Land Development Authority** in Land Lease Agreement and Substitution Agreement for the purpose of Development of Plot (including redevelopment of existing railway colony) at Sarai

Rohilla Kishanganj, New Delhi on Design, Development, Financing, Construction, Ownership, Operation and Maintenance.

- Advised **Dedicated Freight Corridor Corporation of India (DFCCIL)** in the multi-billion rupee arbitration dispute in a case involving a project for the General Consultancy of Eastern Dedicated Freight Corridor.
- Mediated a joint venture agreement between the **Airports Authority of India and Maharashtra Airport Development Company Limited** to transfer the land at Nagpur Airport to the joint venture company. This was done for further development of operations as part of the multi-modal international passenger and cargo hub airport at Nagpur (MIHAN) project.
- Advised a **Mumbai-based technology infrastructure company** in the acquisition of a Bangalore-based e-governance service provider in an all-cash deal to increase the company's hold in e-governance projects.
- Advised **RBS India Development Centre**, a subsidiary of **Royal Bank of Scotland Group** assess compliance with Indian laws.
- Advised London-based **Datawind UK Plc** on the company's acquisition of majority shares in the Indian firm Datawind Innovations Private Limited.
- Advised in the pre and post-merger legal compliances for the US\$44.5 million merger deal for **International Bank of Muscat SAOG** and the acquisition of a group of companies, for COSMOS, a cosmetic retail company based in Dubai.
- Advised **Bank of Baroda, UAE** on the ECB availed by Jagran Prakashan (India).
- Advised **Bank of Baroda, UAE** from an Indian law perspective on the ECB availed by Krishna Patnam Port Company Limited (India).
- Advised **Bank of India, London** as its Legal counsel on issues relating to the Corporate Guarantee, to be provided by an Indian Parent Company, New Delhi Television Limited ("NDTV India") on behalf of its foreign Joint Venture ("JV") (established as a Special Purpose Vehicle ("SPV") to the first level step down subsidiary of its JV.
- Advised the **National Highways Authority of India (NHAI)** on its maiden Public Debt Offer of Rs.10,000 crores (US\$1.85 billion).
- Advised the **Rural Electrification Corporation on the Public Debt** Offers for 2011-12 of Rs.3,000 crores (US\$482.5 million), for 2012-13 of Rs.2,700 crores (US\$434.3 million) and for 2013-14 of Rs.3,500 crores (US\$563 million).
- Advised the **Jawaharlal Nehru Port Trust** on its Public Debt Offer for 2012-13 of Rs.2,000 crores (US\$321.7 million).
- Advised the **Power Finance Corporation** on its Public Debt Offer of Rs.5,000 crores (US\$804.2 million) for 2013-14.
- Advised **ONGC** India's largest oil and gas producer in the Rs.7,738 crore acquisition of 80 per cent stake in **Gujarat State Petroleum Corp's** KG basin gas block.

- Advised a major Belgium renewable energy company **Enfinity NV**, in the reviewing, standardizing and negotiating the turnkey EPC contracts for the design, building, erection and commissioning of a 15 MW solar power project being developed by it in the State of Gujarat.
- Advising a **major domestic energy company** in acquisition of three wind projects aggregating up to 50 MW through share purchase and slump sale of the business as going concern.
- Advised a **major Indian renewable energy company** in reviewing and identifying issues with respect to the various EPC, O&M and supply/purchase orders entered into by them in relation to their renewable energy portfolio and future acquisition of projects.
- Advised on the project undertaken by **Caparo Power Private Limited**, in financing, construction and operation of 26 MW gas based captive power plant and related facilities at Bawal Industrial Area, Bawal, Haryana, India.
- Advised a major European company, **Studiebureau Talboom BVBA (“Talboom”)** on the Collaboration Agreement, to be entered into between Talboom, Oil and Natural Gas Corporation (“ONGC”) and ONGC Energy Centre Trust (“OECT”), relating to power generation with geothermal energy in India. Advising Talboom on issues pertaining to company incorporation and foreign direct investment in India and formation of JV with ONGC for Geothermal energy exploration and partnership.

## Policy Bodies & Industry Association positions / representations

As a part of his practice, Ashish has had the opportunity to advise CII and VCC Circle on Ministry of Road Transport and Highways, Ministry of Railways and Ministry of Shipping policy issues.

## Workshops, Seminars & Publications

Ashish has also been regularly spoken at international and national conferences and workshops on topics related to diverse professional and industry-specific fora like

- Horasis Global India Business Meeting (GIBM) Antwerp
- ICRA Workshop on Outlook for the Indian Road Sector

## Memberships

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International Bar Association

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Supreme Court Bar Association

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Delhi High Court Bar Association

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## **Publications**

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Legal & regulatory Framework in Upstream Oil & Gas Sector- USIBC;

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Oil Asia Journal- " From Regulation to De-regulation Oil Pricing";

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Oil Asia Journal-"e-Vehicles: A Green Option for Smart Mobility";

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## **Education**

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LLM, University of Birmingham, UK

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BA, LLB(H), National Law School of India University (NLSIU), Bangalore

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## **Languages Spoken**

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English

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Hindi

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Punjabi

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