



THE CENTER FOR AMERICAN  
AND INTERNATIONAL LAW

# Doing Business in India

## CONFERENCE

*A Practical Guide for Lawyers and Business Leaders*



The Center for American  
and International Law

*Presented by*

**IACC**



The *only* bi-lateral Chamber for Indo-US business

*in cooperation with*



**April 8-9, 2008**  
**PLANO, TEXAS USA**



### **PROGRAM HIGHLIGHTS**

- ▶ Outsourcing Opportunities
- ▶ Networking Opportunities - Meet with Our Large Delegation from India
- ▶ “How To” Advice from Indian Lawyers and Business Leaders
- ▶ Opportunities And Pitfalls for Private U.S. Business Interests

**13.5 Hours of MCLE Credit Available.**

## CONFERENCE CO-CHAIRS

### **Mr. Lalit Bhasin**

Advocate, Bhasin & Co.,  
New Delhi, India

### **Dr. Anton G. Maurer**

CMS Hasche Sigle,  
Stuttgart, Germany

### **Mr. Sajai Singh**

J. Sagar Associates,  
Bangalore, India

# Doing Business in India

## CONFERENCE

## Schedule

### TUESDAY, APRIL 8

8:00 **REGISTRATION**

9:00 **WELCOMING REMARKS**  
from the Co-Chairs for the Program  
**Dr. Anton G. Maurer and Mr. Sajai Singh**

9:05 **INAUGURAL ADDRESS**  
**INCREDIBLE INDIA - OPPORTUNITIES AND CHALLENGES**

**Mr. Farokh T. Balsara**  
National President, Indo-American Chamber of Commerce, and Partner Ernst & Young, India

9:25 **KEY NOTE SPEECH**  
**HOW GLOBAL ORGANIZATIONS CAN BENEFIT FROM OUTSOURCING,  
AND THE BENEFITS INDIA CAN BRING**  
Long Term Developments and Short Term Perspectives

**Speaker: Mr. Raman Roy**  
CEO and Founder of Quattro BPO Solutions (P) Ltd., Gurgaon

10:15 **INVESTING IN INDIA** (including 15 minute break)  
**PART I:**

**Session Chair: Dr. Anton G. Maurer**

1. **Establishing a Business in India – An Overview of Foreign Direct Investment Policy**  
A look at the options available to overseas investors- What Government and regulatory per-missions are required or recommended? Pros and Cons of setting up a wholly owned subsidiary or joint venture or acquiring an Indian company in an asset deal or a share deal. Avoiding pitfalls in setting up a permanent establishment in India.

**Speaker: Ms. Shivpriya Nanda, J. Sagar Associates, Gurgaon**

2. **Acquisition of Shares in an Indian Listed Company - FDI & Take Over Code Implications**  
As a distinct body of transactions, investment in listed companies in India creates challenges and opportunities. – SEBI, RBI and FDI regulations, company law matters, etc. Also, exemptions offered to PE/VC investors, FVCI registrations and Listing Agreements analysed in a practical manner.

**Speaker: Mr. Nitin Sharma, Kesar Dass & B & Associates, New Delhi**

3. **Key Legal Issues and Critical Deal Terms- Private Equity Transactions in India**  
Are there Peculiar Indian Laws limiting this? Key deal terms in private equity transactions in India.

**Speaker: Mr. Vishal N. Gandhi, Gandhi & Associates, Mumbai**

4. **Investing in Real Estate and SEZ's - FDI, REITs & Exit Restictions**  
The Indian Real Estate Market is hot, but restricted for FDI. In addition to the FDI restrictions, foreign investors need to study land acquisition, conversion, title perfection and other property related matters

**Speaker: Mr. Percival Billimoria, AZB & Partners, New Delhi**

5. **Contracting in India - How to Structure, Draft and Execute Contracts**  
India is a common law country, much like the US, but is contracting the same as in the US? Practical guide to structuring, drafting, negotiating and execution of contracts with Indian parties in India and implementation of contracts executed overseas in India.

11:00 **BREAK**



11:15 **INVESTING IN INDIA** (including 15 minute break)

**PART 2:**

**Session Chair: Dr. Anton G. Maurer**

1. **How Critical is Doing the Right Due Diligence in India? - Basic M&A Transactions, PE/VC Transactions and in other Commercial Transactions with India** Irrespective of the transaction, caveat emptor is a critical part thereof. How to approach due diligence in India, nature of requests for information, public sources of information, expectations from advisors, addressing risk in deal terms, and other issues that arise while conducting pre and post transaction audits.

**Speaker: Mr. Sajai Singh, J. Sagar Associates, Bangalore**

2. **PANEL DISCUSSION: Working with Professional Firms - The Indian and the U.S. Experience**

The Panel looks at engaging professional firms globally to advise on doing business in India. Pitfalls to avoid. Optimum utilisation of professionals in a cost effective manner; relevance of obtaining legal opinions, finance & audit reports in India.

**Speakers:**

**Mr. U.K. Chaudhary, Senior Advocate, New Delhi**

**Mr. Jaipat S. Jain, Lazare Potter Giacovas & Kranjac LLP, New York, NY**

3. **5 Rules of doing M&A in India – And 5 things to Avoid!**

**Speaker: Mr. Akil Hirani, Majmudar & Co., Mumbai**

12:35 **HOSTED LUNCHEON**

**NEGOTIATING WITH INDIANS - CULTURAL THINGS TO DO AND NOT TO DO WHILE DOING BUSINESS IN INDIA**

Are Indians like Americans or Europeans? How different are they from the rest of the World? From the rest of Asia? Does India reflect a uniform culture or are there regional differences? Is there a common business culture?

**Speaker: Mr. Sajai Singh, J. Sagar Associates, Bangalore**

2:00 **FINANCING AND TAXES**

**FINANCING AN INVESTMENT IN INDIA BY RAISING DEBT FROM WITHIN OR OUTSIDE THE COUNTRY**

It all boils down to money in the end! How does a business get funded in India. Are there opportunities available for raising debt, within India and from overseas? A practical look at the ECB Guidelines, term and bridge loans, creating security interests and rates of interest.

**Speaker: Ms. Mona Bhide, Dave & Girish & Co., Mumbai**

**EFFICIENT TAX STRUCTURING OF AN INVESTMENT IN INDIA – ROUTING FUNDS, DIRECT & INDIRECT TAXATION REGIME, STPI & OTHER ADVANTAGES**

Efficient routing of funds via Mauritius, Singapore, Cypress, etc is analysed, as is the Indian taxation regime for FDI, withholding tax, capital gains tax, corporate tax, VAT, service tax and taxation of ESOP's, perks, PE/VC earnings, etc. We will also discuss tax holidays available for domestic and foreign business in India, and suggest an optimum structure for doing business in India.

**Speakers:**

**Mr. Percival Billimoria, AZB & Partners, New Delhi**

**Mr. Pramod Kumar S., Ernst & Young, San Jose, CA**

3:00 **BREAK**

3:15 **INTELLECTUAL PROPERTY ISSUES RELATED TO DOING BUSINESS IN INDIA – PROTECTING YOUR RIGHTS!**

From the practitioner's perspective: what protection does India offer in the realm of patents, trademarks, copyrights, designs, trade secrets, confidential information and geographical indicators? Patentability of software, business methods, pharmaceutical & agricultural products and organisms in India. How does a business protect its IPR in India? Is counterfeiting really an issue? A discussion on enforcement issues, penalties and challenges. Alerts on drafting a water tight IPR licensing agreement.

**Speakers:**

**Prof. Shuba Ghosh, Southern Methodist University, Dallas, Texas (Panel leader)**

**Prof. Srividhya Ragavan, University of Oklahoma, Norman, Oklahoma**

**Mr. Mark Patrik, Texas Instruments, Dallas, Texas**

**Mr. Abhishek Malhotra, DSK Legal, New Delhi**

**Mr. Shaalu Mehra, Perkins Coie, Menlo Park, California**

5:15 **ADJOURNMENT**

**PRACTICAL ASPECTS OF OUTSOURCING TO INDIA – HOW TO DO IT RIGHT**

**Raman Roy**, CEO and Founder of Quattro BPO Solutions (P) Ltd., Gurgaon, India

**Howard B. Hill**, CEO of Quattro Legal Solutions Inc., Tampa, FL

**WEDNESDAY, APRIL 9**

- 9:00 **HELP AND SUPPORT FROM THE GOVERNMENT, AND THE INDO-AMERICAN CHAMBER OF COMMERCE**  
What issues need to be resolved by India to strengthen U.S. investments in India? Help and support that can be expected from the U.S. Government, the Worldbank, etc.? What help and support can be expected from the Government of India? What role does the Indo-American Chamber of Commerce play?  
**Session Chair: Mr. Sajai Singh**  
**Speakers:**  
**Mr. Akil Hirani**, Majmudar & Co., Mumbai  
**Hon. Banashri Bose Harrison**, Minister (Commerce) Embassy of India, Washington, D.C.
- 10:00 **GOVERNANCE ISSUES** (including a 15 minute break)  
**Session Chair: Mr. Sajai Singh**  
**GOVERNANCE OF A SUBSIDIARY IN INDIA - THE GOOD PRACTICES GUIDE**  
What is the concept of corporate governance in India, both for public and private companies. An analysis of Clause 43 of the Listing Agreement. SEBI requirements and the concept of 'In-dependence' of the Board. Role of directors, management and officers of the Company. Corporate compliance and audit requirements.  
**Speaker: Mr. U.K. Chaudhary**, Senior Advocate, New Delhi  
**GOVERNANCE OF A SUBSIDIARY IN INDIA - THE HAPPY EMPLOYEE GUIDE**  
Hiring and firing Indian employees - opportunities and restrictions. Concept of 'workman'. dealing with unions. Enforceability of tenure of service during the course of employment. Enforcement of confidentiality, non-compete, non solicit and other restrictive covenants post termination of employment. Employment of foreign nationals (ex-pats), including Visa re-quirements, FRRO registrations and Resident Permits.  
**Speakers:**  
**Ms. Shivpriya Nanda**, J. Sagar Associates, Gurgaon  
**Sandhya Mehta**, Baker Donelson, Washington, D.C.
- 11:00 **BREAK**
- 11:15 **INDIA AND ITS INFRASTRUCTURE**  
How are the PPPs (Public Private Partnerships) working in India? Is this the only way for-ward for India's infrastructure woes? Role that FDI can play in PPP projects. BOOT, BOT, etc. Project finance, exit and return on investment issues will also be considered by the panel.  
**Session Chair: Mr. Akil Itirani**  
**Speakers:**  
**Mr. Suhas Tuljapurkar**, Legasis Services Pvt. Ltd., Pune  
**Ms. Shivpriya Nanda**, J. Sagar Associates, Gurgaon  
**Ms. Manisha Singh**, Corporate Law Group, New Delhi
- 12:30 **HOSTED LUNCH**  
**"INDIA, AN IDEA WHOSE TIME HAS COME"**  
**SPEAKER: Mr. Farokh T. Balsara**, National President, Indo - American Chamber of Commerce, and Partner Ernst & Young, India
- 2:00 **DISPUTE RESOLUTION IN INDIA – EFFECTIVE RESOLUTION!**  
Dispute resolution options common in India. Interim relief options. Enforceability of international arbitral awards and foreign judgements in India. Court system, Company Law Board and addressing the myth of inordinate delays in the justice delivery system of India.  
**Session Chair: Dr. Anton G. Maurer**  
**Speakers:**  
**Mr. U.K. Chaudhary**, Senior Advocate, New Delhi  
**Mr. Percival Billimoria**, AZB & Partners, New Delhi
- 3:15 **BREAK**
- 3:30 **SPEAKERS ROUNDTABLE**  
**QUESTIONS AND ANSWERS WITH SPEAKERS, COVERING ANY ISSUES DISCUSSED DURING THE PROGRAM**  
**Session Chair: Dr. Anton G. Maurer**  
**Speaker: Sandhya Mehta**, Baker Donelson, Washington, D.C.
- 4:30 **CONCLUDING REMARKS** **Mr. Sajai Singh** and **Dr. Anton G. Maurer**

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### PHONE

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800.409.1090  
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PAYMENT MUST ACCOMPANY REGISTRATION

## GENERAL INFORMATION

**CANCELLATION POLICY:** Tuition less a \$50 cancellation fee will be refunded upon receipt of written cancellation received by March 21, 2008. Email [cburkel@cailaw.org](mailto:cburkel@cailaw.org). After these dates, no refunds, but substitution of attendees for this program will be permitted. Registrants not entitled to a refund will receive the course materials.

**HOUSING:** The cost of housing is not included in tuition. However, rooms (in limited number) have been reserved at the Embassy Suites, 7600 John Q. Hammond Drive, Frisco, TX 75034. For reservations call 972-712-7200 or 1-800-Embassy. The rate is \$145 + 13% occupancy tax. Please reference the International Law – India program by March 17, 2008 to obtain the special rate.

**NONDISCRIMINATION POLICY:** The Center for American and International Law does not discriminate on the basis of race, color, sex, religion, national origin, age, disability, veteran status or any other protected status in educational activities, scholarship programs or admissions.

**MCLE CREDIT:** This course has been approved by the State Bar of Texas for 13.5 hours, including 0 hours of ethics. Course ID Number: 900040250. Sign-in sheets and/or certificates of attendance will be available for ALL states.

## REGISTRATION

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#### Tuition:

- \$645 for all classes (includes two lunches and a reception) (\$695 after March 21, 2008)
- I am a member (or a designated representative of a member) of the Institute for International and Comparative Law – reduced rate of \$495 (\$545 after March 21, 2008)
- I am a member of the ABA Section of Business Law – reduced rate of \$495 (\$545 after March 21, 2008)
- I am a law student - reduced rate of \$175

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