



Shardul Amarchand Mangaldas



# Rudra Kumar Pandey

Partner  
General Corporate

Rudra Pandey is a Partner in the General Corporate practice of Shardul Amarchand Mangaldas & Co.

Rudra has 16 years' experience in Corporate Commercial transactions, General Corporate advisory and advising on Corporate Governance matters. Rudra has been very actively involved in various national and international deals.

His areas of expertise include corporate structuring, mergers & acquisitions, takeovers, delisting's, private equity investments, joint ventures, real estate, banking and finance, project finance, establishment and management of funds (onshore and offshore).

Rudra is the lead member of the Japan and China Practice of the Firm, and has advised leading Japanese and Chinese corporations on setting up and expanding their India operations, including strategic investments. While working with the erstwhile Amarchand & Mangaldas & Suresh A. Shroff & Co., Rudra has also worked in Tokyo with Nagashima Ohno & Tsunematsu, and with Standard Chartered Bank on secondment.

Rudra's breadth of experience encompasses key industry sectors that include manufacturing, automobile, media & entertainment, telecommunications, banking, Non-Banking Finance Companies (NBFCs), IT, Special Economic Zones (SEZs), trading, cement, coal, pharmaceuticals, real estate, industrial parks, retail and insurance.

Rudra has been actively involved with the Ministry of Commerce and Industry, Government of India in discussing and actively taking up trade issues under the Comprehensive Economic Partnership Agreement (CEPA) and other bilateral arrangements with Asian countries including Japan. Under the aegis of (Federation of Indian Chambers of Commerce & Industry (FICCI), he interacted with the committee constituted on *ease of doing business in India and to review the existing regime on labour laws, licenses and approvals and related law reforms*, by the Department of Industrial Policy & Promotion, Government of India (DIPP), under chairmanship of Mr. Ajay Shankar. Rudra is also a member of the *Legal Services Committee of National Council and the Corporate & Tax Committee of Northern Regional Council* of the Confederation of Indian Industry (CII). Rudra has been actively involved in ease of doing business in India initiatives of the Government of India while working with CII and FICCI. Rudra is an active member of part of CII's committee on Ease of Doing business in India and have assisted CII and FICCI in preparing several reports and write-up on policy reforms on ease of doing business in India.

## Location

- Delhi

## Education

- B. Com (Hons.)
- C.S, ICSI
- LL.B, Delhi University

## Practices

- General Corporate

## Professional Membership

- Bar Council of Delhi
- Institute of Company Secretaries of India

## Awards & Recognitions

- Among '**Top 50 Lawyers**' by ALB India 2021 Super Lawyers
- **Notable Practitioner** for M&A and Private Equity by IFLR1000, 2018-22





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Recently, Rudra has been part of working group constituted by DIPP, in relation to *new Industrial Policy (2017)* of the Government of India. Rudra is also working with *Sub-committee on Improvement of Business Environment under India-Japan CEPA* representing Indian industries and also understanding issues raised by Ministry of Economy, Trade and Industry (METI), Japan; Japan Chamber of Commerce and Industry in India (JCCI) and KEIDANREN. Rudra also assisted METI in several research projects for investment by Japanese companies in the state of Karnataka, Maharashtra and Tamil Nadu. Rudra has worked with KEIDANREN and interacted on behalf of KEIDANREN to resolve the sectoral and policy issues faced by Japanese companies in India.

Rudra has been actively working (and representing the Firm) with CII, FICCI, and with government and non-government organisations on *various policy issues including the Companies Act, 2013, FDI Policy issues, and other regulatory / legal enactments*. His recent engagements include *working with the Expert Committee* constituted by the Ministry of Corporate Affairs, Government of India on the *cost audit scenario in India, and on the recent proposed amendments to the Companies Act, 2013*, which has been recently passed by the Lok Sabha, Parliament of India. He has also been a member of the committees constituted by CII and FICCI on corporate law, policy and regulatory issues.

Rudra has been a guest faculty at the *Indian Business School, Hyderabad, India*, a prominent business school of India. Rudra has also been a regular speaker at the conference organised by CII, FICCI and several other institutions. Rudra regularly contributes to corporate law and regulatory publications and has co-authored leading guides on the market intelligence in M&A on India as part of the *Getting the Deal Through*, which is a key global reference material and also, *Getting the Deal Through's 2018 Edition of Corporate Governance*. He has also co-authored *Practical Law Company's Corporate Governance and Director's Duties*. Rudra is a regular author of several articles on Corporate Law and Regulatory issues in the *India Business Law Journal* published by *VantageAsia*. He has also provided his comments and reviewed *M C Bhandari's Guide to Company Law, 2016 Edition*, published by Lexis Nexis. Rudra has authored several articles on specific sector issues with key highlights

## Select Experience Statement

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### Mergers & Acquisitions, Restructuring and General Corporate

- **Kubota Corporation** in relation to joint venture with Escorts Limited to manufacture tractors in India.
- **Toppan Printing Company** on acquisition of 49% stake in Max Speciality Films, a company engaged in the business of manufacturing, exporting, importing and distributing of inter alia, all types of films, sheeting foils, castings and any other additives or complimentary products used for the manufacture of the aforesaid items.
- **Toray Industries** in setting up of a green field project in SriCity, India.
- **Shenyang Blue Silver Industrial Automation Equipment Co.**, a global Chinese company listed with Shenzhen Stock Exchange, in relation to India leg of a global transaction that involved acquisition of the entire equity stake in Mhitraa Engineering Equipments by SBS Ecoclean GmBH from Schenck RoTec India.



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- **Zuari Fertilisers & Chemicals Limited** in acquisition of 30% equity stake in Fosfatos del Pacifico (Fospac), through MCA Phosphates Pte Ltd., its Singapore based Joint Venture with Mitsubishi Corporation. Additionally, advised Zuari and Mitsubishi Corporation in relation to equity investment in Fospac and an Off-Take agreement with Fospac, to purchase the entire production of concentrated rock phosphate.

### Private Equity and Joint Venture Experience

- **Suzuki Motor Corporation Limited** in relation to the joint venture entered into with Toshiba Corporation and Denso Corporation to manufacture Lithium-ion batteries in India. The joint venture company will be capitalized at 2 billion Japanese yen, with the planned participation ratio of Suzuki 50%, Toshiba 40% and Denso 10% respectively.
- **Dalmia Cement (Bharat) Limited** in relation to the investment of USD 165 Million by KKR in the pure play cement entity being created pursuant to the demerger of cement assets from Dalmia Cement (Bharat) Limited.
- **India Agri Business Fund** (sponsored by Rabobank) in relation to its investments in LT Foods Ltd (a listed entity) and its subsidiary Dawaat Foods Limited in a complex structured deal.
- **Sarla Holdings** (promoter of Pathways School) in relation to private equity investment of INR 1200 Million by Reliance Alternate Investment Fund in education space.
- **ASF Infrastructure** in relation to private equity investment of INR 1500 Million by JPM Property Fund in SEZ space.

### Funds

- **Hayground Cove Asset Management LLC**, a New York based investment management firm in relation to establishment of India Hospitality Corp (now listed on AIM, London), a fund created in Mauritius to make investments in tourism, entertainment and hospitality sector in India.
- **Old Mutual (South Africa)** and **ICS Realty** in relation to the Triangle Real Estate Fund. The Fund size is approximately USD 300 Million.
- **Rabo Bank** in relation to setting up of its India Agri Fund. The Fund size is approximately USD 110 Million.
- **Avigo Capital Managers** in relation to setting up of its SME Fund III. The Fund size is approximately USD 300 Million.
- **Avigo Trust Company**, a registered DVCF in relation its new fund in India.

### Real Estate (Regulatory and development/construction advisory)

- **NBCC Limited**, one of India's largest government company in entering into joint venture and development arrangement with Government of Rajasthan for development / re-development of existing old colonies / townships / complexes/ buildings etc. in the state of Rajasthan, thereby remodelling the infrastructure of the entire state.





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- **China Fortune Land Development** in a SWISS Challenge process and documents for setting up of an industrial township in Haryana (1500 acres of land).
- **Country Garden** (Rise Land, one of the biggest developer of Asia) in relation to a joint development of a residential project with Uppals in Delhi.
- **DFL Group of Companies** in relation to several residential and commercial projects and several compliance requirements.
- **Parsvnath Developers** in relation to its SEZ/Industrial parks projects across India.

#### **Banking & Finance (including Real Estate Financing)**

- **Bajaj Finance** in drafting of standard documents for their entire products (about 30 products), including with respect to their real estate funding business.
- **Standard Chartered Bank** in connection with the rupee denominated secured term loan facilities, made available to DLF Limited.
- **Standard Chartered Bank** in connection with the rupee denominated secured working capital facilities, including fund based and non-fund based facilities, made available to A2Z Powercom Limited. The facilities have been made available to A2Z Powercom Limited in relation to a project for laying optic fibre cables, awarded by Sterlite Technologies Limited.
- **Jindal Thermal Power** in relation to their project financing of USD 300 Million as an external commercial borrowing from ICICI Bank, Singapore and Axis Bank, Dubai
- **A European Bank** including its NBFC arm in launching new products from regulatory regime perspective, including creation of standard documentation.

#### **At Nagashima Ohno & Tsunematsu**

- **A Japanese company** in relation to its existing joint venture with an Indian company in auto component manufacturing sector.
- **A Japanese company** in relation to its joint venture with an Indian company in auto component manufacturing sector.
- **A Japanese company** in relation to its construction and road project issues in Sri Lanka.
- **A Japanese company** in relation to its joint venture with an Indian Company in pharmaceuticals sector.
- **Japanese companies** in relation to their corporate governance matters.

#### **At Standard Chartered Bank**

- Acted as in-house counsel for creation of Standard Documentation for all loan products of the Bank as per new policy of the Bank.
- Acted as in-house counsel (review of the documentation and negotiation) in relation to financial facility extended to big corporate house of India for their real estate venture, involving title search, enforcements issues, compliances of bank policies.





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- Acted as in-house counsel (review of the documentation and negotiation) in relation to ECB funding by SCB, London to a hospital in Mumbai.
- Acted as in-house counsel in preparation of documentation in relation to re-financing of an ECB facility by SCB, London to an Agri business company.
- Acted as in-house counsel in review and preparation of loan documentation in relation to a financial facility extended by Dubai branch to a subsidiary of Indian company.

