



## Rabindra Jhunjunwala

Partner

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### Practices:

Corporate and Commercial  
Joint Ventures and  
Collaborations  
Mergers & Acquisitions  
Private Equity  
Regulatory

### Education:

B. A. LL.B., (Hons.), National Law  
School of India University,  
Bangalore (1999)

### Professional Affiliations:

Bar Council of Maharashtra &  
Goa  
Bar Association, Calcutta High  
Court  
Incorporated Law Society,  
Calcutta High Court  
High Court Club, Calcutta High  
Court  
The Trade Mark Registry and The  
Patent Office, India  
International Bar Association  
International Law Association,  
London

Rabindra is a Partner and a senior member in the Corporate Law Practice in the Mumbai office. He started with the firm in its Kolkata office in 1990 and co-founded the Mumbai office in 2001.

He heads the Firm's IBA, France desk and Germany desk initiatives. He also sits as an officer on the IBA Corporate and M&A Committee. He has been elected as vice president of the Bar Association of India. His practice spans a range of areas, including domestic and cross border M&A, PE investment, transaction documentation work and advises his clients regularly on all aspects of foreign investments (both inbound and outbound) and regulatory approvals. He has advised several multinationals and Indian companies on complex and big-ticket M&A transactions.

### Representative Matters:

In his areas of expertise, Rabindra has represented and advised the following clients:

#### Mergers & Acquisitions

- **Schunk GmbH** on the Indian law aspects in relation to execution of a purchase agreement to acquire majority stake in OptoTech Optichmaschinen GmbH, a company incorporated in Germany (Target).
- **Grünwald Equity Group** on the Indian law aspects in relation to acquisition of 100% shares in Luwa Air Engineering AG (Switzerland) (including Luwa India Private Limited) by Nederman Holding AB, Sweden
- **Kalzip Group (part of Tata Steel Europe)** on the Indian law aspects in relation to its acquisition by Donges SteelTec (a subsidiary of German Mutares Group) including acquisition of its India subsidiary, Kalzip India Private Limited.
- **Ipsos group** in relation to acquisition of GfK group's custom research business in India. The acquisition was part of the acquisition of 4 global divisions of GfK's custom research by Ipsos in 26 countries for an enterprise value of Euro 105 million.
- **Ensono LP** on the Indian law aspects in relation to divestment of Wipro Limited's hosted data center services business to Ensono LP for USD 405 million.



- **Berwind Corporation** on the Indian law aspects in relation to its acquisition of Rotometrics USA and Electro Optic GmbH alongwith its respective subsidiaries.
- **Gaja Advisors Private Limited (Gaja)** in relation to primary investment by Gaja in the Zorawar Kalra promoted Massive Restaurants Private Limited (Massive). Gaja will also provide partial exit to F&B Asia Ventures (Singapore) Pte Limited (F&B Asia), an Everstone entity, by acquiring part of the shares in Massive held by F&B Asia.
- **Genstar Capital** on Indian law aspects in relation to the acquisition of Tekni-Plex, Inc., US from affiliates of American Securities.
- **WestRock Company, USA** in relation to selling the dispensing systems business and consequent transfer of shares held by it in Aphrodite Solutions Private Limited to Silgan Holdings.
- **ARM Limited** on the Indian leg of the transaction in relation to its acquisition of Simulity Labs Limited from Foresight Venture Capital Trust PLC.
- **TT Electronics PLC** on acquisition of the Indian subsidiary of TS&C Division by AVX Limited.
- **Chryso Group** in relation to acquisition of Chryso India Private Limited by Cinven Partners LLP from LBO France.
- **Tenneco Inc.** on the Indian law aspects in relation to its acquisition of Federal-Mogul group.
- **Processia Solutions Inc.,** on the Indian law aspects in relation to acquisition of 100% shareholding in both NobleTek entities viz NobleTek B.V. and NobleTek PLM Solutions Private Limited.
- **Lindsay Goldberg Vogel** on the India leg of the global transaction involving transfer of its majority shareholding in Weener Plastic Packaging Group, Germany to 3i Group PLC, UK for USD 269 million approximately;
- **Solize Corporation, Japan** in relation to acquisition of CSM Software India Private Limited;
- **RAG-Stiftung Beteiligungsgesellschaft mbH (RAG-Stiftung)** on the Indian leg of the transaction involving acquisition by RAG-Stiftung of 70 % stake in the Dorsch Group through its investment company, RAG-Stiftung Beteiligungsgesellschaft mbH;
- **Acal, Plc** on the Indian leg of the transaction in relation to its acquisition of Trafo Holding AS for USD 125 million approximately
- **Vinters Engineering Limited** (part of Rolls Royce group) on the Indian leg of the transaction in relation to acquisition by British Engines Limited of the U.K. based Michell



Bearings group including the acquisition of 51% stake in  
Michell Bearings (India) Private Limited;

- **KOKI Technik Holding GmbH, Germany** on the Indian leg of the acquisition of KOKI TECHNIK Transmission Systems GmbH by AVICEM KOKI GmbH & Co. KG, a subsidiary of the Chinese state-owned AVIC Group (Aviation Industry Corporation of China).
- **Groz Beckert Kommanditgesellschaft** on the Indian leg of the transaction involving sale of carding solutions business of Bekaert Carding Solutions NV (Belgium) and its affiliates to Groz-Beckert, a global company with headquarters in Albstadt, Germany. The deal also involves 100% acquisition of Bekaert Carding Solutions Pvt. Ltd. (India) by Groz-Beckert;
- **Sucres & Denrees** on the Indian leg of the transaction in relation to acquisition of Nedcoffee BV. The transaction included Dutch, Indonesian, Singapore, Indian and Vietnamese companies forming a part of Nedcoffee B.V.
- **Seebach GmbH, Germany** on termination of joint venture between Seebach and Brueckner Holding GmbH (Brueckner) in relation to the JV company - Brueckner Seebach Filter Solutions India Pvt Ltd.
- **Georg von Holtzbrinck GmbH & Co. KG** on the Indian leg of the transaction involving Merger between the majority of Macmillan Science and Education with Springer Science + Business Media.
- **Jiangsu Jinsheng Industry Co., Ltd. (“Jinsheng”)**, China on the Indian leg of the transaction in relation to its acquisition of the natural fibres and textile components business units from the textile segment of Oerlikon Corporation AG, Switzerland structured in the form of asset and share purchase deals for a total consideration of 500 million Swiss Francs;
- **Quest Diagnostics Inc.** in relation to the sale of Quest Diagnostics India Private Limited’s diagnostic kits business related to HemoCue products to DHR Holding India Private Limited (subsidiary of Radiometer Aps). The transaction involved acquisition by Radiometer Aps of Hemocue AB, Sweden (Subsidiary of Quest Diagnostics Inc. USA) as well as acquisition of the business of Quest Diagnostics India Private Limited engaged in import and distribution of HemoCue products in India, through DHR Holding India Private Limited (subsidiary of Radiometer) for USD 300 million;
- **Thomson Reuters Corporation, USA** in relation to the Indian leg of sale of Thomson Reuters Corp’s Portia business to SS&C Technologies Holdings Inc, USA for USD 170 million;



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- **Thomson Reuters Corporation, USA** on the Indian leg of the sale of its global healthcare business to Veritas Capital, USA for USD 1.25 billion;
- **Springer Science + Business Media** in relation to the Indian leg of its acquisition of Wolters Kluwer's pharmaceutical and healthcare related Marketing & Publishing Services business;
- **iGATE Corporation** on acquisition of Patni Computer Systems Ltd., with a deal value of USD 1.25 billion;
- **Nomura Research Institute, Ltd ("NRI")** in relation to acquisition of 100% shareholding of Anshin Software Private Limited by Nomura Research Institute Asia Pacific Pte. Ltd., one of the group entities of NRI;
- **Merck & Co. Inc., USA** on a merger transaction with Schering-Plough Corporation which has been renamed Merck & Co. Inc.;
- **Total SA., France** on sale of businesses of coatings resins of Cray Valley (Europe, Asia, South Africa) and Cook Composite Polymers (United States), as well as the photocure resins of Sartomer (Europe, United States, Asia) to Arkema S.A., France, with a deal value of USD 720 million;
- **Hutchinson Telecommunications International Limited** on sale of stake in Hutch-Essar to Vodafone, plc, with a deal value of USD 11.1 billion;
- **United Drug** in relation to the Indian leg on its acquisition of Bilcare Global Clinical Supplies from Bilcare Limited, an Indian company listed on the BSE for approximately USD 61 million;
- **Zensar Technologies Limited** on acquisition of PSI Holding Group Inc, USA, Akibia Inc, Aquila Technology Corp and Akibia BV (Netherlands), with a deal value of USD 66 million;
- **Germanischer Lloyd AG** on the acquisition of Garrad Hassan Group Ltd., with a deal value of USD 83 million;
- **Mysore Cements Limited** on sale of its business to Heidelberg Cement, Germany, with a deal value of USD 117 million;
- **Suzlon Energy Limited** on acquisition of REPower, with a deal value of USD 1.03 billion;
- **Fives Group** on their acquisitions in India;
- **American Diesel and Gas, Inc, USA** on the indirect acquisition of 51% stake of the client in Q-Shield Diesel & Gas Technologies Pvt. Ltd; and
- **CEAT Limited** on acquisition of stake in Associated CEAT Holdings Company (Pvt.) Ltd., a Sri Lankan company.
- **NorthEdge Capital LLP** on the India leg in relation to management buyout of UK based video game developer



F9E Europe (formerly known as Sumo Digital) from US based Foundation 9 Entertainment Inc, which acquired F9E Europe in 2007.

#### Private Equity

- **The Blackstone Group** on investment in IT business of CMS Computers India Ltd., with a deal value of USD 100 million;
- **The Blackstone Group** on investment in Gateway Rail Freight Ltd. - subsidiary of Gateway Distriparks Ltd. (listed entity);
- **The Blackstone Group** on investment in Jagran Media Network Pvt. Ltd.;
- **BTMC Bidco Limited** ("the buyer"), backed by **ICG Group** on the Indian leg of the transaction in relation to new private equity partnership to complete a tertiary management buy-out of ATPI Cayman Limited, UK from Equistone Partners Europe; and
- **Gokaldas Exports Limited** (listed entity) on sale of 50.1% equity shares by the promoters of the target to The Blackstone Group.

#### Joint Ventures

- **Giorgio Armani, Italy** on a joint venture with the DLF group in the retail space;
- **Mayne Pharmaceuticals, Australia** on a joint venture with Zydus Cadila for manufacture of injectable cytotoxic products;
- **South Asian Petrochem Limited** (listed entity) on its green field PET project in Egypt set up as a joint venture with Egyptian Chemicals;
- **Spencer's Retail Limited** on a joint venture for running Au Bon Pain cafes;
- **Otsuka Pharmaceutical Factory, Inc. ("Otsuka")** in relation to a proposed investment of INR 1050 crores by Otsuka and Mitsui & Co., Limited ("Mitsui") in Claris Specialty Injectables Limited ("JV"), a subsidiary of Claris Lifesciences Limited ("Claris"), to form a 3-way strategic joint venture between Otsuka, Mitsui and Claris. Claris will also transfer its infusion business to the JV by way of a slump sale; and
- **Phillips Carbon Black Limited** (listed entity) on its green field carbon black project in Vietnam set up as a joint venture with Vietnam National Chemical Corporation.

#### **Publications and Presentations:**

Rabindra has authored many articles in various Indian and international legal journals. His contributions include:



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- **India chapter in Norton Rose Fullbright Autonomous vehicles “Pedal to the Metal or Slamming on the Brakes?” Worldwide Regulation of Autonomous Vehicles;**
- **Top ten points for Chinese enterprises to bear in mind when they do M&A transactions in India: issues arising from differences of legal and regulatory culture** published by **International Bar Association (IBA) Legal Practice Division** in the **China Working Group News**.
- **Impact of GDPR on M&A transactions in India and Proposed e-pharmacy amendments: Will govt align it with e-commerce rules?** in **Fortune India**;
- India chapter in **Meritas Guide - ASIA: A Legal Guide for Business Investment and Expansion - Fifth Edition**;
- India chapter in **“Getting the Deal Through – Mergers & Acquisitions 2011, 2012, 2013, 2014, 2015, 2016, 2017 & 2018 Public M&A”** published by Law Business Research, London;
- **Regulatory Liberalisation: Driving M&A in India in Corporate Livewire Expert Guide: Mergers and Acquisitions 2018**;
- **Policy reforms - Spurring M&A deals in India in Corporate Livewire Expert Guide: Mergers and Acquisitions 2017**;
- **Mergers & Acquisitions in India in Joint Publication between Global Legal Media & Legally India - India Unleashed - 2017 Legal and Investment Guide**;
- India chapter in **“The Mergers & Acquisitions Review”** (2011 ed.), published by Law Business Research;
- India chapter in **‘Mergers and Amalgamations’** (2006 ed.), published by Globe Business Publishing, London;
- India chapter in **“Successful Strategies for Doing Business in Asia”** published by Meritas, an International alliance of law firms;
- India chapter in **“International Encyclopaedia of Agency and Distribution Agreements”** (Loose-leaf; updated in October 2006), published by Kluwer Law International;
- India chapter in **“Company Formation: A Practical Global Guide”** (2006 ed.), published by the Globe Business Publishing, London;
- India chapter of the book **“Employees Share Plans: International Legal and Tax Issues”** (2008 ed.), published by the Globe Business Publishing, London; and
- Articles published in the **Student Advocate**, a National Law School of India University (NLSIU) publication, 1997, the **March of the Law**, a NLSIU publication, 1997 and 1998, **Calcutta Law Times**, 1999.

### **Recognitions and Accomplishments:**

Rabindra has been acknowledged for his experience and expertise by several forums:



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- Endorsed as a **Leading Lawyer in India - Highly regarded** by **IFLR1000** – 2017, 2018 & 2019;
- Ranked by **Asialaw Leading Lawyers** as one of the **Market-leading lawyer** in Mergers & Acquisitions;
- **Lexis Nexis** have listed him as **100 Legal Luminaries of India**;
- **India Business Law Journal** lists him as one of the **Leading lawyers** in **The A list of India's top 100 lawyers – 2016, 2017 & 2018**;
- **Asialaw Leading Lawyers** as one of the Leading Lawyers in Mergers & Acquisitions;
- Ranked by **Chambers and Partners Asia Pacific 2017, 2018 & 2019** for Corporate/M&A work;
- **Legal 500** for Corporate/M&A work;
- **India M&A Atlas Awards** who have appraised him and his team as the Private Equity Law Team of the Year;
- **Lawyer Monthly** who included him in its leading LAWYER 100 list for 2011;
- **RSG Consulting** who have listed him in the established second generation of Indian Lawyers in the RSG India report 2010;
- **Asian Legal Business** as the only Indian lawyer in the Movers & Shakers section of its cover story, ALB Hot 100: the Hottest Lawyers of 2008; and
- **Meritas**, an International alliance of law firms, has also honoured Rabindra in April 2009 for his distinguished service to the organisation.