OUR ENERGY AND INFRASTRUCTURE PRACTICE
Best Overall Law Firm of the Year

Best Full Service Law Firm – India
Intercontinental Finance Magazine, End of Year Country Awards 2012

Energy, Projects & Infrastructure Firm of the Year
ABOUT TRILEGAL

Trilegal is one of India’s leading law firms with offices in four of India’s major cities - Mumbai, New Delhi, Bangalore and Hyderabad. We represent clients on a large number of the most complex and high value transactions in India. Most of our key practices have won top industry awards and accolades.

We believe that the combination of our firm’s culture, depth of transactional experience, wide range of expertise and the quality and energy of our lawyers, allows us to offer a level of client service that is unique in the Indian legal market. Our lawyers are trained to take a commercial perspective of the issues our clients face with a solution-oriented approach.

Our areas of expertise include corporate - mergers and acquisitions; strategic alliances and joint ventures; private equity and venture capital; energy and infrastructure; banking and finance; restructuring; capital markets; telecoms, media and technology; dispute resolution; regulatory; competition law; labour and employment; real estate; and taxation.

Our client roster includes many of the world’s leading corporations, funds, banks and financial institutions. We provide our clients seamless, efficient and integrated service across a broad spectrum of practice areas.
Our Energy and Infrastructure Practice

Trilegal has a market-leading energy and infrastructure practice. We work closely with all types of market participants, including sponsors and project developers, governments, banks and financial institutions, contractors and engineering and other consultants. Consequently, we have a deep understanding of the challenges involved in conceiving a project, constructing it and taking it to commercial operation. Our multi-disciplinary team includes lawyers from our regulatory, construction and engineering, financing, real estate, environmental, corporate M&A and tax practices.

Our energy group covers all key sectors including upstream oil and gas, downstream gas transportation and storage, fuels and lubricants and LNG; and power and electricity, including renewables and nuclear. Our highly rated power practice combines its vast regulatory expertise with experience in drafting and negotiating project contracts to deliver value to clients in both greenfield projects and acquisition transactions.

We have deep experience in advising clients on various aspects of developing infrastructure projects and manufacturing facilities, in particular on equipment procurement, construction and services arrangements. We have also advised on a number of PPP projects in the transportation (road, rail and airports), ports, water and waste and other sectors.

We regularly advise multilateral and expert credit agencies, commercial lenders, developers, sponsors and construction companies on various forms of credit facilities, including project and equipment finance dominated both in rupees and foreign currency.
They have been consistently thoughtful and extremely analytical. They are service-oriented and give advice in a timely manner.

India Business Law Journal, February 2013
CREATING VALUE – NEGOTIATING THE POLICY ENVIRONMENT
In a market with ever-changing policies, the management of risk and creation of value to ensure the bankability of projects requires not only excellent contract drafting skills but also a robust understanding of the law and regulations affecting a project, together with deep industry knowledge. We are very active in the ongoing debate on energy and infrastructure issues and interact regularly with key market players such as government, regulators, industry and financial institutions, giving us excellent insights to apply to the work we do for our clients.

This has contributed to our reputation of getting to the heart of the most complex issues, focusing on strategy, and structuring and minimising execution risk.

SPECIALISED AND DEDICATED TEAM OF LAWYERS
A highly rated team of specialists consolidates the skills and expertise we have in this area. We have both regulatory experts and lawyers with long-term experience of drafting and negotiating project development and financing contracts, giving us a combination that is unparalleled in the market. Our ability to deliver advice that our clients can appreciate and use has led us to being rated as the best law firm for projects, energy and infrastructure by the India Business Law Journal for five consecutive years.

Comprising over 25 lawyers across our offices, our team has had the benefit of working on many high profile and ‘first of its kind’ transactions for clients such as BG, Tata Power, IFC, ADB, Blackstone, CLP India, Morgan Stanley, Reliance Infrastructure, AES and Goldman Sachs. We regularly place secondees in our clients’ legal teams. This enables our lawyers to acquire deep practical experience and understand the dynamics of a client’s internal environment to enable us to offer better quality advice.

WHY CHOOSE OUR ENERGY AND INFRASTRUCTURE GROUP?
ENERGY AND INFRASTRUCTURE
WORK HIGHLIGHTS

OIL AND GAS

GDF Suez on all aspects of its joint venture with APGDC (a GAIL subsidiary) to establish an LNG floating storage and re-gasification unit in Andhra Pradesh.

BG India on a variety of issues relating to its participation in various upstream exploration blocks in India including farm-in and farm-out arrangements, regulatory matters and bidding in NELP rounds.

Cairn Energy on:
• various issues relating to its participation in onshore oil blocks in India;
• construction and procurement contracts to expand its crude oil processing facility in Rajasthan; and
• its proposed master sale and purchase agreement to importing spot LNG from Australia.

Petronet LNG on:
• various master LNG sale and purchase agreements including those to be entered into with NTPC, Ras Gas and Malaysia LNG;
• a tolling agreement for a spot cargo of LNG imported into India by GAIL;
• a master tolling agreement for receipt and regasification services to be provided to NTPC, including drafting and finalising the master tolling agreement;
• 3 time charter agreements for the charter of LNG tankers for transportation of LNG to Dahej and 2 time charter agreements for transportation of LNG to its new facilities in Kerala;
• project finance arrangements and all risks insurance policy for the Dahej LNG project;
• a promoters’ agreement between the public sector promoters and a shareholders agreement between the promoters and Gaz de France; a Master Ex Ship LNG Sales Agreement with Gaz De France, a Technical Services and a Training Services Agreement with Gaz De France; and
• acquisition of its shareholding by Asian Development Bank; including reviewing and negotiating share purchase and shareholders agreements leading to closure of transaction.

POWER AND ELECTRICITY
(CONVENTIONAL)

Blackstone and Sithe Energy on acquiring a 49% stake in SKS Power, which is developing a 1200 MW thermal power project in Chhattisgarh. Also, advising SKS Power (post-investment) on all aspects of developing the project.

PFC Consulting, and through it the Ministry of Power on reworking their competitive bidding guidelines and bidding documents, including preparing the model PPA for Case I and Case II power projects.

Balfour Beatty on its joint venture arrangement with Tata Projects for electricity transmission projects. Also advising the joint venture on bidding for various transmission projects, including commercial and regulatory issues and structuring risk analysis on key contracts and EPC and maintenance contracts.

CLP on all aspects of establishing a 1320 MW thermal power project in Haryana, allotted to CLP India following a competitive bidding process. Also advised on the USD 1.2 billion financing by a consortium of lenders for the project and ongoing matters, including coal supply issues.

OPGCL (a joint venture between AES Corp and the State of Orissa) on the bid documents, equipment supply and construction contracts for a 2x660 MW super-critical thermal power plant in Banharppalli, Orissa.
Natural Resources Firm of the Year
Indian Lawyer 250, Firm of the Year Awards 2013
CLP India on all its renewable projects in India including:
• a 39.6 MW wind power project in Hara, Karnataka;
• an 82 MW wind power project in Saundatti, Karnataka;
• a 99 MW wind power project in Theni, Tamil Nadu;
• a 100 MW wind power project in Samana, Gujarat;
• a 113 MW wind power project in Maharashtra;
• a 5 MW solar power project in Jaisalmer, Rajasthan; and
• two biomass fired power projects of 7.5 MW and 10 MW in Rajasthan.

INFRASTRUCTURE
Autostrade per l’Italia on:
• its joint venture with Tata Infrastructure and Projects to develop road projects in India;
• potential issues arising out of tenders, including the concession agreement issued by NHAI to widen and strengthen various stretches of India’s national highways and structuring options for the projects and on underlying engineering and construction contracts; and
• tenders issued by Maharashtra State Road Development Corporation for toll collection, and operation and maintenance of the flyovers and allied structures in and around Mumbai.

POWER AND ELECTRICITY (RENEWABLE)
AES Solar on all aspects of setting up a 50.4 MW green field solar power project in Rajasthan, including reviewing the regulatory framework affecting a solar power project in Rajasthan, and assisting AES in drafting the project documents such as EPC and O&M contracts.

Mytrah Energy on establishing 3000 MW of wind power projects with Suzlon in Maharashtra, Karnataka, Rajasthan, Gujarat, Madhya Pradesh and Tamil Nadu, including regulatory advice, split EPC contracts, O&M contracts, land acquisition and general regulatory advice.

Tata Power and SN Power on:
• a 690 MW hydro-electric power plant to be established in Jammu & Kashmir, including reviewing project documents comprising the power purchase agreement, RFQ, RFP and financing documents;
• their bid to acquire two operating hydro power projects in Nepal, supervising due diligence of the power plants and providing regulatory advice on the acquisition and import of power into India; and
• the acquisition of two hydropower projects for 290 MW and 300 MW in Sikkim including due diligence, revising standard implementation agreement to suit deal structure and providing regulatory advice.

CLP India on:
• a 39.6 MW wind power project in Hara, Karnataka;
• an 82 MW wind power project in Saundatti, Karnataka;
• a 99 MW wind power project in Theni, Tamil Nadu;
• a 100 MW wind power project in Samana, Gujarat;
• a 113 MW wind power project in Maharashtra;
• a 5 MW solar power project in Jaisalmer, Rajasthan; and
• two biomass fired power projects of 7.5 MW and 10 MW in Rajasthan.

Reliance Infrastructure and its various project company subsidiaries on:
• Delhi Airport Express - a project to develop, operate and maintain the Delhi Airport Metro Express Line, including providing bid advisory services, preparing a risk analysis of the Concession Agreement, drafting and negotiating the shareholder funding arrangements and drafting a range of EPC, supply and services contracts for procurement and installation, maintenance contract and tender documentation for various works including civil works, rolling stock and signaling;
• Mumbai Metro Line I - a project to develop, operate and maintain a mass rapid transit system for the Versova-Andheri-Ghatkopar corridor in Mumbai, including bid advisory services, risk analysis of the Concession Agreement, drafting and negotiating the shareholder funding arrangements and drafting a range of EPC, supply and services contracts for procurement and installation, maintenance contracts and tender documentation for civil works, rolling stock, signaling etc.;
• Mumbai Metro Line II - a project to develop, operate and maintain a mass rapid transit system for the Charkop-Bandra-Mankhurd corridor in Mumbai, including bid advisory services, preparing a detailed risk analysis of the Concession Agreement, drafting and negotiating the shareholder funding arrangements and drafting the design contracts;
Trilegal advised the IFC on the Punjab State Grain Silos PPP Project. This project has been Highly Commended as the Best Pathfinder Project in the Partnerships Awards 2012 and was also awarded the Gold Selection in the East Asia, Pacific, & South Asia region by the Emerging Partnerships Top 40 PPPs in Emerging Markets report published in March 2013.
Project Finance Team of the Year

IFLR India Awards 2012
• bidding for the Hyderabad Metro Rail Project, including risk analysis of the RFP documents and advising on its turnkey commissioning contract with its technical partner, Bombardier; and
• a project for developing, financing, operating and managing five airports in Maharashtra; and
• a project awarded by MSRDC on a BOT basis to develop, operate and maintain the Worli-Haji Ali Sealink and maintain and operate the Bandra Worli Sealink, and including drafting EPC/supply contracts for procurement and installation of systems.

— **Noble Group** on the:
  • tender documents and arrangements with consortium partners to develop and implement a mechanical iron-ore handling facility at Paradip Port, including advice on the concession agreement with Paradip Port Trust and risk allocation;
  • developing mechanical iron ore handling facilities on a BOT basis at the New Mangalore Port, including advice on the concession agreement with New Mangalore Port Trust and risk allocation; and
  • due diligence on a thermal mega power project and a captive port project in Tamil Nadu.

— **IFC** (in their role as lead transaction advisor):
• and the **Government of Punjab** on transaction documents and the bid process for a wheat storage facility in Punjab;
• and the **Government of Maldives** on transaction documents and the bid process for a nationwide solid waste management system in the Maldives;
• and **Chennai Metro Rail** on the award of an O&M Contract for operations and maintenance of the Chennai Metro pursuant to an international competitive bid process;
• and the **Government of Kerala** on the transaction documents and the bid process to develop a multi-purpose minor port at Vizhinjam in Kerala;
• and the **Government of Rajasthan**, on transaction documents and the bid process to select an energy services company to develop and maintain an energy efficient system for public street lighting in Jaipur; and
• and the **Government of Meghalaya** on implementing a universal health insurance scheme in Meghalaya.

All the above projects followed the public-private-partnership model.

— **World Bank** in relation to a study relating to corporatization of local urban bodies providing water supply and sanitation services in India. The work involved review of the existing legal framework and existing models for delivery of water supply and sanitation services in India and analyzing structures for the proposed corporatized entity.
The firm has expertise working on power projects. They have handled an extensive amount of project finance transactions that are related to the power sector and this expertise is well-known in the market.

IFLR1000 2013
**PROJECT FINANCE**

**Deutsche Bank** on a syndicated bridge facility of up to INR 4,500 million to the Isolux Corsan group, for the 765 KV S/C Mainpuri-Bara transmission line in Uttar Pradesh.

**Noble Group** on a USD 86 million loan to finance its mechanical iron-ore handling facility at the Paradip Port, Orissa.

**Citibank** led consortium on an INR 5 billion financing of a special purpose vehicle of Larsen & Toubro India on a BOT concession granted by the National Highways Authority of India.

**IDBI Bank** and **IDFC** on individual term loan facilities of INR 930 million and INR 1,000 million, respectively, to develop a 49.5 MW wind power project by CLP Wind Farms in Tamil Nadu.

**Rabobank International** in its capacity as lead arranger and a syndicate of foreign institutions on financing Enercon India for a 22.8 MW wind farm in Karnataka.

**Axis Bank**, on a bridge loan of USD 75 million and a subsequent USD 358 million term loan along with a USD 25 million guarantee facility granted to GMR Malé International Airport Private Limited for modernisation, expansion and operation of the Male International Airport, Maldives.

**CLP India** on a USD 1.2 billion financing by a consortium of lenders for the establishment of a 1320 MW thermal power project at Jhajjar in Haryana.

**IDBI Bank** led consortium on an INR 18.55 billion financing to Reliance Cementation in connection with the setting up of a greenfield cement plant in Madhya Pradesh and Uttar Pradesh.

**State Bank of India** led consortium on:
- INR 7 billion financing to the East North Interconnection Company to construct, operate and maintain a 400 K/V Quad D/C transmission line in the north east region on a build, own, operate and maintain basis; and
- INR 52.5 billion financing of Athena Chattisgarh Power Limited, for the construction, operation and maintenance of 1200 MW (2 x 600 MW) domestic coal based power project in Chattisgarh.

**Credit Agricole Corporate and Investment Bank** and **Mizuho Corporate Bank** on a USD 60 million financing to Western Region Transmission (Gujarat), a company promoted by Reliance Infrastructure, to strengthen the Western Region Transmission System by installing three transmission lines in Gujarat.

**OPIC** in relation to:
- USD 6.23 million loan to Azure Power for a 2 MW photovoltaic solar power project in Punjab;
- approximately USD 26.8 million facility for the financing of construction and operation of a 10 MW solar power project being set up by Azure Power in Gujarat;
- USD 14.7 million facility for the financing of development, construction and commissioning of a 5 MW photovoltaic solar power project being developed by Azure Power in Gujarat; and
- USD 13.82 million facility for the financing of development, construction and commissioning of a 5 MW photovoltaic solar power project being developed by ESP Urja in Gujarat.

**IFC** in the financing of MSPL Limited in connection with the construction, installation, operation and maintenance of two wind parks to be owned by MSPL Limited in the states of Gujarat and Karnataka.
KEY CONTACTS

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Trilegal is definitely a tier one firm for project finance. Their outstanding energy practice complements their project finance practice very well.

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