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S M & Associates is a full service Law Firm in Mumbai. The Firm takes pride in having a distinctive way of thinking for offering tailored solutions to Clients, in a timely manner. We deliver cutting edge services across various Industries..

#### Our Services Include :

- ✓ Tax & Regulatory Services
- ✓ Transaction Support
- ✓ Business Advisory & Re-structuring
- ✓ Legal Services
- ✓ Dispute Resolution
- ✓ Arbitration



# Tax & Regulatory Services

## ✓ Corporate Tax - Advisory

One of the key functions of the Government is to implement Tax Policies which has a significant impact on the viability of any business structure. Therefore, corporate entities have to continuously re-align their business structure to either take benefit of a benevolent tax policy or to mitigate tax exposures. The increased frequency of these tax changes also leads to business uncertainty resulting in major impact to profitability.

We assist our Clients in navigating through these policies for identifying tax saving opportunities which are in line with their business model and risk profile while adhering to compliance requirements. The Firm also connects on a seamless basis with its Clients to offer proactive solutions for mitigating cumbersome litigation, which takes away focus from business operations.

## ✓ Indirect Tax - Advisory

In India, the field of Indirect taxes is very complex and dynamic since Government makes frequent amendments in these Legislations which are federal and State specific. Additionally tax position also change due to divergent judicial pronouncements. The Firm provides advisory services in all areas of Indirect Taxes i.e. Service Tax, Customs, VAT/CST, Central Excise & EXIM, thus addressing Federal and State legislation issues simultaneously. This leads to Clients getting a rounded view on business and regulatory issues.

The Firm advises on entry/exit strategies, pricing, supply chain, ERP structure, documentation, drafting including review of various agreements, record keeping, compliances, etc. Particularly in State specific Legislations, like VAT, the Firm is able to address issues arising in all the States of India because of its reach in all these States.

### ✓ Customs Transfer Pricing

Similar to the provisions of Transfer pricing under Direct Tax, imports of goods into India from Related parties are governed by transfer pricing regulations under Indian Customs Act. Importance of these regulations is manifested by the fact that an adverse ruling would severely jeopardize entire business plan and majorly hurt sales and margins simultaneously.

In this area of practice the Firm has successfully undertaken numerous assignments for various Clients by advising on the company structure, pricing strategy, drafting and reviewing agreements, documentation, etc. It has also provided assistance by representing Clients before Indian Custom Authorities at all stages and has a history of getting positive rulings.

### ✓ Retainer ship Services

The Firm provides Retainer ship services in the areas of Direct and Indirect taxes whereby these functions in the Company get addressed on a day-to-day basis, thus permitting Clients to focus only on business. More importantly in a tax arena, knowledge of tax history is very important and here the Firm safeguards Clients against any manpower turnover which generally results in breakdown of past tax knowledge. In this area, the Firm takes care of advisory, tax calculations, entitlement of tax credits and compliance requirements of the Client.

### ✓ Tax Dispute Resolution

The dynamic nature of Tax legislations, leads to lot of controversies resulting in disputes with tax authorities. The litigation cost is huge primarily due to multiple appellate levels, conflicting decisions and efflux of time in attaining finality to tax disputes. Such litigations consume a lot of corporate time, cost and leads to business uncertainty.

The Firm has been assisting Clients in negotiating through these controversies by making suitable representations at various Appellate and Writ Court levels. The Firm handholds Clients through the entire litigation process.



## Tax & Regulatory Services

Our experienced team assists Clients in:

- Identifying key controversial issues in tax conflicts
- Representing clients before tax, appellate authorities and writ courts
- Preparing submissions before tax, appellate authorities and writ courts
- Briefing Senior Counsels on the dynamics of the case
- Ensuring implementation of the order

### ✓ International Tax

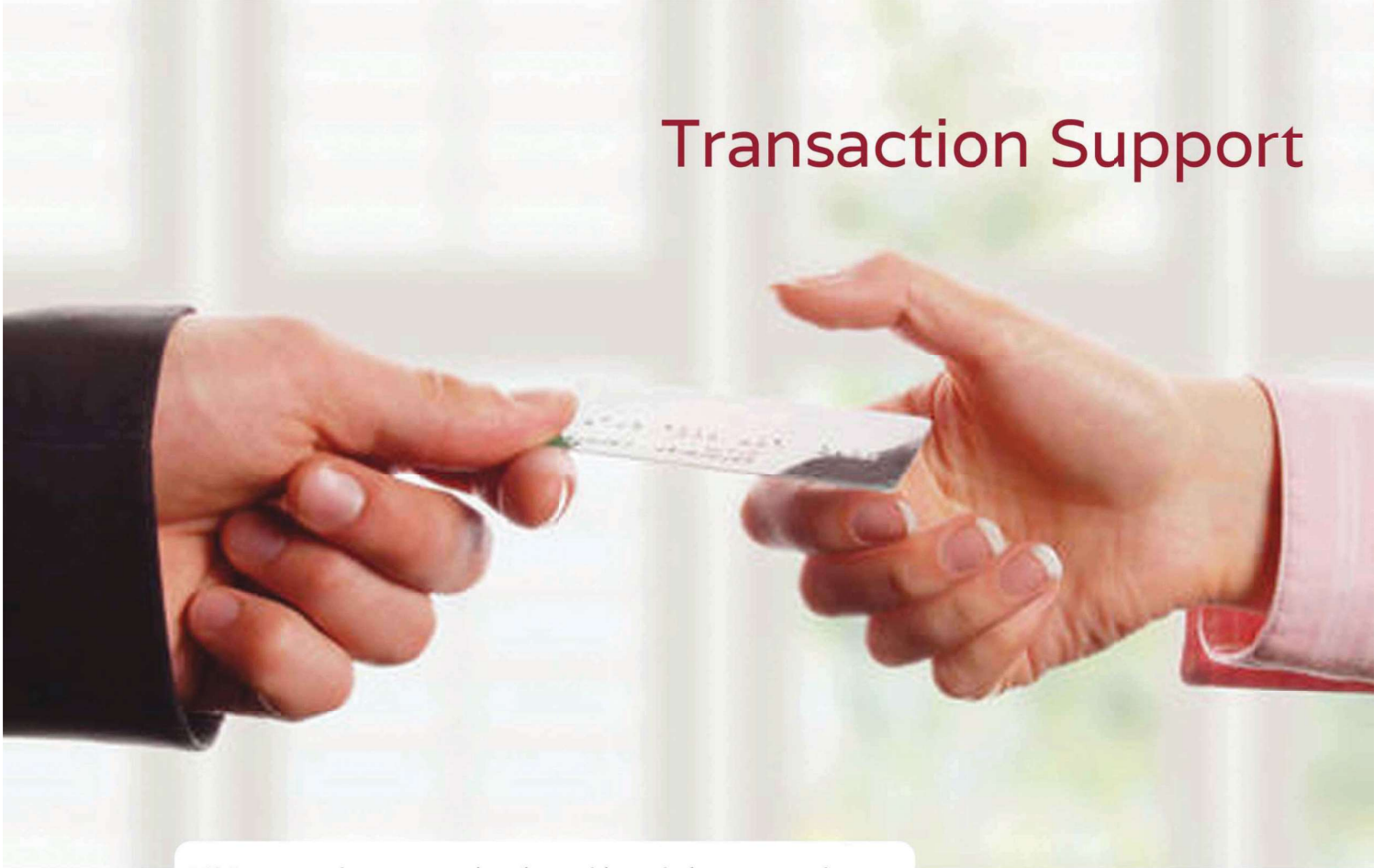
On the tax side the single biggest challenge faced by any Corporate is to seamlessly align local and foreign taxes in a manner that effectively addresses business objective of maximizing tax savings, improving margins and growth in business.

Our specialized team of professionals advises Clients on host of issues related to cross-border taxation, company structuring, treaty benefits, inbound and outbound investments. We have professional working relationship with other International Firms, to address local issues for investments outside India.

### ✓ Transfer Pricing

Over the past decade, Indian economy has witnessed a humungous growth in International and Domestic trade. Therefore, the need to devise a practical Transfer pricing ('TP') solution for International and Domestic transactions has assumed great significance. This Legislation affects all areas of business operations like supply-chain, trade margins, etc, and resultantly has a major impact on the bottom line. Our team possesses the expertise in International Transfer Pricing and Specific Domestic Transaction ('SDT') for addressing the need of business to effectively conduct a study, work out a TP methodology both from an international and domestic perspective with strategic documentation for justifying pricing mechanism and minimize litigation. We also represent Clients in transfer pricing litigations, across all Appellate and Writ Courts.

# Transaction Support



M&A transactions are undertaken with varied reasons primary being improvement in sales, operational efficiencies, margins and achieving economies of scale. For this purpose, a precise understanding of business operations, analyzing financials and identifying hidden liability is of prime importance.

In order to achieve this objective our team works closely with Clients for understanding their needs and rationale in undertaking the transaction. Our integrated team of professionals in finance, tax and legal help Clients in arriving at an informed decision about all aspects of the transaction.

In this branch of service, we represent the buy/sell side and undertake financial, tax and legal due diligence, assistance in structuring the transaction from a tax, legal and regulatory aspect in addition to drafting share purchase agreement and all other related documents. We also handhold Client in completing all tax, legal and regulatory issues/formalities post the transaction. Transaction support services mainly comprises of:

## ✓ Corporate Finance Advisory

Firm provides strategic advice and execution services to corporates for enhancing the value in their growth strategies. Our specialists work actively with private equity, venture capital and other investors and lenders to arrange financing and complete transactions for clients.

Corporate finance advisory services include:

- Business modelling
- Funding assistance
- Identifying Investors and Private equity partners
- Strategic & general corporate advice
- Project finance & public private partnerships

### ✓ Due Diligence

Our core transaction support team has vast experience of both buy and sell-side mandates. We have expertise in validating all business, financial, tax and legal aspects of the transaction. Through this comprehensive study, the Client gets complete visibility on various aspects of the business.

### ✓ Transaction – Tax & Legal advisory

Every transaction has a tax component and major aspect for success in completing the deal depends upon how efficiently it is structured from a tax and legal perspective. Since the Firm has dual expertise in the areas of tax and legal, this objective is easily achieved under one roof, resulting in a higher success rate.

### ✓ Documentation

The Firm is fully equipped to undertake all forms of documentation, for e.g.

- Drafting of term sheet
- Drafting letters of intent
- Consent letters
- Share purchase agreements

In addition the Firm also assists in getting all pre and post transaction approvals from various statutory and regulatory authorities

A photograph showing a person's hands working on a laptop and a large spreadsheet on a desk. The person is wearing a dark suit jacket. The spreadsheet has a grid of numbers and text. The laptop is open, and the person's hands are positioned over the keyboard and the spreadsheet. The background is slightly blurred, showing a desk and some papers.

# Business Advisory & Re-structuring

## ✓ Supply Chain – Tax Structuring & Optimization

In India the supply chain model gets exposed to multiple taxes at Federal, State and Local body level. It thus becomes very important to develop a simplified and tax neutral supply chain model which contributes to growth and enhanced profitability.

The Firms multi-faceted team offers specialized service in designing a supply chain model which results in tax saving and provides advice on appropriate documentation to address tax and regulatory issues.

## ✓ Performance Improvement

For every organization it is imperative to constantly visit all areas of business for improving efficiencies and achieving economies of scale. Some examples of pain point could be sales, operations, supply-chain, administration, personnel cost, etc.

Our team of professionals has the requisite expertise in looking at each and every aspect of business for identifying problem areas and coming out with practical and economically viable solutions to address these problems. While undertaking this activity the team follows structured approach so as to deliver time bound solutions which are well documented for future reference.

### ✓ Re-structuring

Our professionals assist clients in developing and implementing the solutions to improve profitability, cash flows, liquidity, and right-size the balance sheet items. Working with all levels of management to help create strategic and operational plans to turn around under performing businesses.

### ✓ Specific Management Reviews

The Firm undertakes specific Management reviews for addressing various tax issues. These reviews are undertaken with an objective of increasing profitability, effectively reducing impact of taxes, increasing availability of tax credit, determining adherence to government regulations, ERP system reviews, etc.

The Firm has successfully undertaken these reviews for various Clients and brought substantial savings and changes in the business because it always strives to understand the business first and then determine implication of taxes. The Firm is capable of undertaking such assignments because it has in-house expertise in all areas of direct/indirect taxes.

### ✓ Start-up Advisory

Incorporating a new business entity in India, involves lot of planning and adherence to various legislative and regulatory requirements. Additionally the entity has to be housed in a tax efficient structure like Pvt. Ltd Company, LLP, Branch/Liaison/Project offices, etc, for maximizing shareholder returns. The Firm assists Clients in achieving this twin objective by advising them on the optimum structure and hand holding them through various tax and statutory compliances.

# Legal Services

An hourglass with a green frame and a wooden base sits on a wooden surface. To its right is a stack of three books. The top book has a red cover, the middle one has a light brown cover, and the bottom one has a dark brown cover. The background is dark.

In India, conflicts in the legal domain are rapidly increasing due to plethora of Legislations and conflicting views of the Judiciary. Additionally litigation resolution is a time consuming process leading to uncertainty in taking business decisions. The Firm endeavors to address these issues by bringing innovative legal solutions in both advisory and litigation space. With our in-depth knowledge and incomparable experience, the Firm is able to effectively serve the needs of its Clients with excellence of international standards.

SMA has been very successful in resolving litigations involving high complexity and huge values. The Firm has a very structured approach of addressing litigation issues by thinking through the entire process so as to avoid multiple litigations on the same issue. The Firm's legal team undertakes dispute resolution services with a basic objective of resolving the dispute within the shortest possible time while ensuring maximum benefit to the Clients. Litigation services are provided in Civil and Criminal matters.

The Firm walks Clients through the entire process of preparation, drafting and filing of pleadings, appearing and presenting arguments on behalf of Clients. The Firm has also established strong relationships with Counsels and has been instrumental in instructing them to successfully defend the Clients. Our professional approach has helped Clients to effectively navigate through the Indian legal and Court system.



# Dispute Resolution

## ✓ Corporate Litigation

We are a leading dispute resolution Firm with successful track record in commercial litigation and arbitration. It is a fact that corporate litigations, are disruptive and lead to diversion of Management time and effort. Hence we first understand the business and strategic objective of the Client in undertaking this litigation before devising the litigation strategy. This leads to meticulous preparation and certainty in achieving result. The Firm represents large Multi-Nationals and India Corporates in complex and high value litigation & Arbitration proceedings.

## ✓ Constitutional Litigation

Our Firm handles matters pertaining to Constitutional Laws of India, wherein we advise and undertake filing of Writ Petitions, Public Interest Litigations ('PIL'), & Special Leave Petitions ('SLP'). Our experts on Constitutional Laws in India provide all services related to interpretation of these Laws.

## ✓ Intellectual Property ('IP') Litigation

Our Clients greatly value our expertise in assisting them identify, protect and leverage their IP thereby increasing their valuations and ensuring that business critical assets are securely protected and efficiently exploited. Under this head, the Firm provides the following services:

- Registration and Prosecution of Trademarks, Designs, Copyright, Geographical Indications, etc.
- Assistance in negotiating transaction documents.
- Managing a Trademark portfolio
- Intellectual Property due diligence and conducting brand audits
- Licensing /Assignments of Intellectual Property
- Strategizing creation of a bouquet of IP rights for protection of Clients' intellectual output
- IP Litigation covering the gamut of Intellectual Property Rights before courts and specialized tribunals in India
- Advice on offering IP as security

### ✓ Real Estate Litigation

Our distinct team of real estate lawyers, focus on all aspects of property and real estate laws including foreign direct investment (FDI) in real estate. We always seek to acquire a keen understanding of s requirements, with respect to acquiring or disposing of real estate, creating a tax efficient investment vehicle, or implementing a specific project, thus helping the Clients achieve an optimal solution customised to their needs. Under this head, we provide the following services:

1. Drafting, reviewing & negotiating various type of property documents
2. Transaction support for all types of real estate projects including due diligence and title reports.
3. Litigation and arbitration
4. Advice on various issues under diverse related Legislations:
  - Transfer of Property Act
  - Maharashtra Ownership Flats Act
  - Apartment Ownership Act
  - Co-operative Societies Act
  - Bombay Municipal Corporation Act
  - Maharashtra Regional Town Planning Act
  - Development Control Regulations
  - Rent Control Laws
  - Land Revenue Laws

5.Strategic legal advice on issues relating to stamp duty, registration and environmental laws

In-depth advice on issues relating to Special Economic Zones, townships, technology and biotechnology parks, hotels, multiplexes and malls. Advice on matters relating to land tenures and uses, including agricultural land issues, etc.

✓ **Criminal Litigation**

We represent Clients in all types of criminal cases across Courts and Tribunals. In areas of criminal litigation we deal in Criminal Writs, Criminal Complaints and all types of White Collar crimes Quashing of FIR, Fraud, Forgery, etc.

✓ **Trust Litigation**

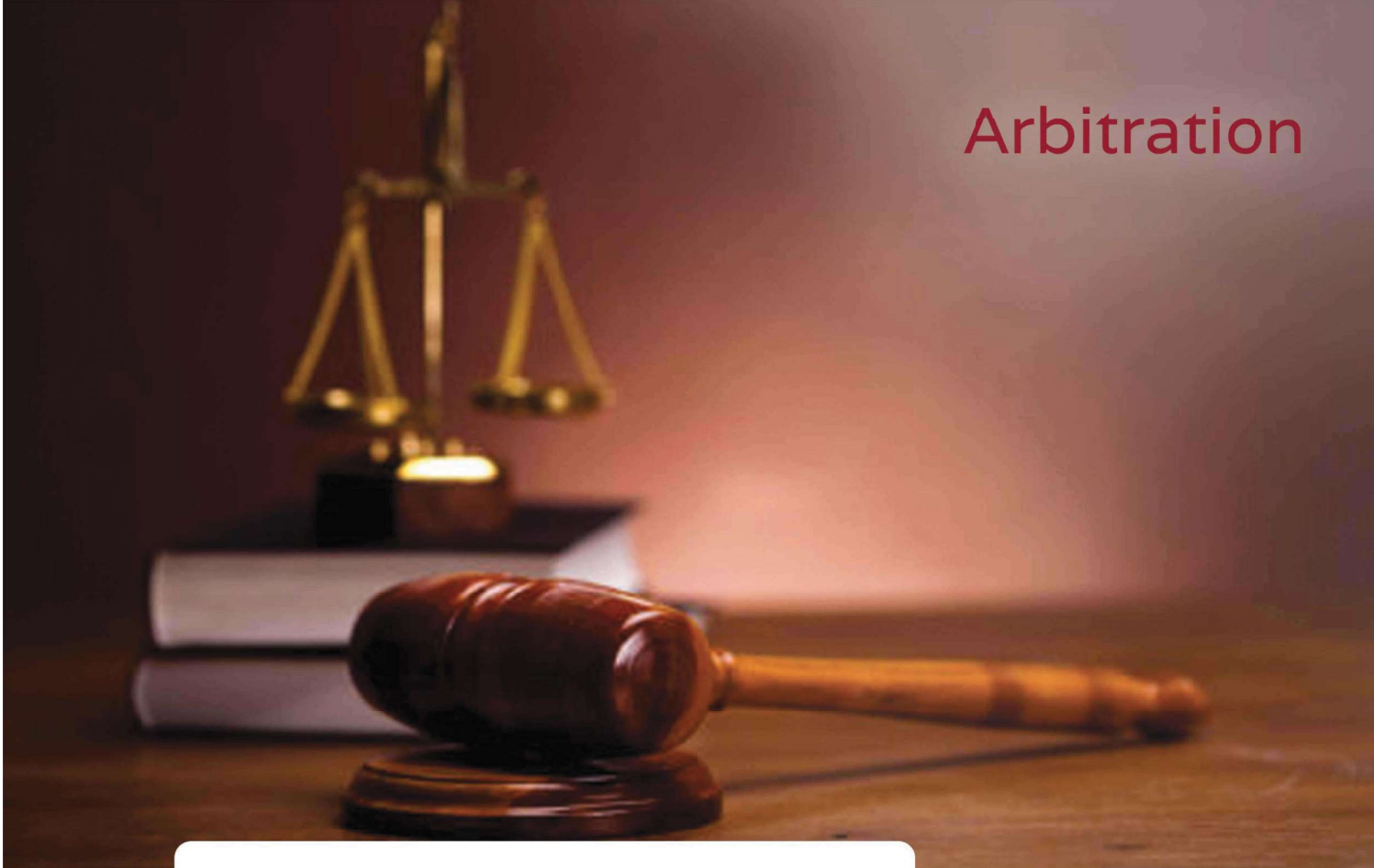
Firm has experience in handling matters relating to trusts litigation, whether related to high-net worth individuals or institutions.

✓ **Insolvency and Bankruptcy Litigation**

We represent Clients in complex corporate bankruptcy cases, debt restructurings, and related litigation matters. Our Clients include secured and unsecured creditors, indenture trustees, private investment funds, corporations, and unsecured creditor committees. We provide a focused team that understands and can implement your business objectives.

The ability to effectively litigate substantive rights is crucial to any bankruptcy case representation. Our litigation team has experience with all matters arising in or relating to a bankruptcy case

# Arbitration



An Arbitration assignment typically includes formulating the strategy & process, documentation and representation in domestic and international Arbitration, mediation and settlement process.

In this vertical, we offer a strong arbitration support through trained Arbitrators and Mediators. The specialization includes formulating strategy for arbitration process, guidance in selection of arbitrator, preparation of claims and other documents and representation before arbitrator in domestic and international arbitration, in India and outside India. The Firm also gives assistance in mediation and settlement process between the parties.

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