

Richa Saraf

Present Address: Vidhya Bhawan, 3rd Floor, 17/1 S.N. Banerjee Lane, Bandhaghat, Howrah- 711106
+91 8420362455; richasaraf.rs@gmail.com

WORK EXPERIENCE

Legal Manager, Livspace (Kolkata)

(Feb, 2022 to Present)

❖ ***Transactional & Corporate Experience***

- Working with the global expansion and marketing team. Conducted legal research and suggested suitable structure for market entry in various jurisdictions such as Australia, Thailand, Philippines, Vietnam, Indonesia.
- Involved in legal due diligence for acquisition of a company in Singapore.
- Reviewed and negotiated term sheet, share subscription agreement, shareholder agreement, earnout agreement.
- Advised and assisted in buy back of the franchise business of Livspace in India, including drafting and negotiations of termination agreement, memorandum of understanding for the transitioning employees.
- Created standard templates for business agreements and organized training sessions for business managers on basics of contract negotiation.
- Responsible for end-to-end support in contract drafting and management and providing support in conducting negotiations with both vendors and clients on master service agreements, non-disclosure agreements, tenancy agreement, collaboration agreement, business transfer agreement, referral and promotion agreement, celebrity endorsement agreement, lease agreement, letter of offer, franchise agreement, co-branding agreement, service agreement, endorsement agreement, customer agreement, B2B agreement, master terms and conditions, tender documents, work order, privacy policy and warranty documents.
- Drafting of License Agreement for use of intellectual property and platform technology by the group companies.
- General advisory on labour law issues with respect to clawback of joining bonus, sexual harassment policy, sexual harassment policy, anti- corruption and business conduct policy, anti- trust and fair competition policy, code of conduct, whistle blower policy, and gift and hospitality policy, etc. Presiding officer of the sexual harassment committee, responsible for evaluating sexual harassment cases filed by employees.
- Conducted trademark search for new line of products under different classes and advised the management on trademark filing.
- Conducted research on various laws in Singapore, such as cold calling rules, operation of food vending machines, flyer distribution and other forms of direct marketing in private apartments and condominiums.

❖ ***Key notes on Litigation Experience:***

- Drafting legal notices and replies to legal notices, demand letters, filing of appeals, drafting termination notices for employees, litigation management, coordinating with external counsels for hearing and appearances before various forum.

Manager- Legal, Sumedha Management Solutions Pvt. Ltd. (Kolkata)

(Feb, 2021 to Jan, 2022)

❖ ***Key notes Corporate and IBC advisory:***

- Reviewed share subscription and shareholders agreement, ECB loan agreement, and drafted founder's agreement, severance agreement, support services agreement and assignment agreement.
- Prepared strategic note for acquisition of a company.
- Rendered advice on ECB, RBI's Prudential Framework for Resolution of Stressed Assets, transmission of shares, rights issue and various provisions of IBC.
- Prepared initial requirement list for forensic audit of individual borrowers/ personal guarantors.
- Rendered end to end services w.r.t. corporate insolvency resolution and liquidation proceedings. The scope of work included preparation of information memorandum, progress reports, evaluation matrix, verification of claims, drafting of minutes of CoC meetings, drafting/ review of resolution plans and sale certificate.

- Prepared proposal for prepackaged insolvency resolution process.
- Organized webinar on “Covid-19 hits IBC” and “Banking: Time to Learn, Unlearn and Relearn Models” in association with Confederation of Indian Industry, Kolkata Chapter. Also, prepared knowledge report for the session.
- Speaker in internal knowledge sessions on prepackaged insolvency resolution process and on latest rulings under IBC.

❖ ***Key notes on Litigation:***

- Litigation management and support to plan strategies. Represented various clients before NCLT, Kolkata and NCLAT. Primarily involved in *inter alia* briefing designated senior counsels, assisting senior lawyers during arguments, drafting of applications, interlocutory applications, replies, affidavits, written submissions, and researching on relevant issues.
- Drafted/ reviewed progress reports to be filed before NCLTs.
- Appeared before MSME Facilitation Council.

Freelance Consultant

(July, 2020 to Nov, 2020)

- Rendered advice on various provisions of IBC and other corporate law matters.
- Drafted business agreement, privacy policy, terms and conditions, cancellation policy, shipping policy, collaboration agreement, vendor agreement, non-disclosure agreement, appointment letter, release letter, loan settlement letter to be sent to banks, notice to real estate developers/ promoters, MoU, rent agreement, agreement to sell. Reviewed franchise agreement, associate empanelment agreement, agreement to sell, LLP agreement, business partnership agreement and service agreement.
- Represented clients before NCLT, Kolkata Bench. Also, reviewed application from the perspective of removing any technical defects, e-filing with the registry and assistance in obtaining certified true copy of the order.

Legal Advisor, Vinod Kothari Consultants Pvt. Ltd. (Kolkata)

(July, 2017 to July, 2020)

❖ ***Key notes Corporate and IBC advisory:***

- Worked with real estate companies, retail industry, NBFC clients, start-ups, fintech companies and other corporate firms. Independently rendered advice on corporate and finance laws, including various provisions of the IBC, on various loan products, leasing and securitisation transactions, Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002, Companies Act, 2013, KYC compliances, on various RBI directions/ guidelines, stamp duty implications, applicability of Contract Labour (Regulation and Abolition) Act, 1970, on sharing of information and subrogation rights in case of co-lending.
- Prepared legal compliance checklist and conducted legal due diligence.
- Prepared scheme of merger and scheme of demerger.
- Drafted and reviewed several agreements and legal documents such as term sheet, memorandum of understanding, sanction letter, loan agreement, pledge agreement, service agreement, share purchase agreement, sale agreement, lease agreement, retainership agreement, debenture trustee agreement, partnership agreement, general power of attorney, assignment agreement, bank guarantee, surety bond, pre-incorporation agreement, rent agreement, inventory finance agreement, privacy policy, non-disclosure agreement.
- Rendered end to end services w.r.t. corporate insolvency resolution and liquidation proceedings. The scope of work included preparation of information memorandum, progress reports, evaluation matrix, verification of claims, drafting of notices, ballot papers, agendas and minutes of CoC meetings. Also, attended shareholders' meeting and board meetings and CoC meetings in various capacities, such as representative of RP, on behalf of RA and financial creditor.
- Supervised and reviewed work of trainees and junior associates.

❖ ***Key notes on Litigation:***

- Litigation management and support to plan strategies, engaging and coordinating with external lawyers. Drafted demand notice under Section 8 of the Insolvency and Bankruptcy Code, 2016 (IBC) and settlement agreement for

mutual settlement between parties.

- Represented various clients before National Company Law Tribunal, Kolkata and Mumbai. Primarily involved in *inter alia* briefing designated senior counsels, assisting senior lawyers during arguments, drafting of applications, interlocutory applications, replies and affidavits and researching on relevant issues.
- Argued for Maharaja Shree Umaid Mills Ltd. (an LN Bangur group enterprise) before the NCLT and secured a favorable order for the client.
- Represented the liquidator/ resolution professional of Central Inland Water Transport Corporation Limited, Nicco Corporation Limited, Fort Gloster Industries Limited, Abhijeet MADC Nagpur Energy Private Limited before NCLT.

Associate Advocate, Chambers of Jayashri Murali (Bangalore)

(Aug, 2016 to July, 2017)

- Drafted various agreements and legal documents like such as non- disclosure agreement, employee stock option scheme, LLP agreement, vendor agreement, employment agreement, client understanding, facility agreement, MoU, franchise agreement, legal notices, will, and complaint to the banking ombudsman.
- Prepared forms required for registration of trademark and copyright.
- Involved in due diligence.
- Coordinated with the company secretary for filing of the forms and relevant documents with the registrar of companies for obtaining director identification number, reservation of name of the company, incorporation of the LLP.
- Prepared a note on “willful defaulters”.

INTERNSHIPS

Law Firm/ Chamber	Practice	Duration
Majmudar & Partners, Bangalore	General Corporate	July, 2015 to Oct, 2015
Ms. Indu Malhotra, Senior Advocate, (Former Justice, Supreme Court of India)	Dispute Resolution	Jan, 2015 to Feb, 2015
Krishnamurthy & Co. (K Law), Bangalore	General Corporate	Nov, 2014
Tatva Legal, Bangalore	General Corporate	Sep, 2014
Sinha & Co., Kolkata	Dispute Resolution	July, 2014
Chambers of Jayashri Murali, Advocate, Bangalore	General Corporate	Nov, 2013
Mr. D. Mitra, Solicitor & Advocate, Calcutta High Court	Dispute Resolution	July, 2013

EDUCATIONAL QUALIFICATIONS

Year	Examination	Institute/ Board
2022	LL.M. (Corporate & Financial Laws)	Jindal Global Law School
2016	BA LL.B.	Bangalore Institute of Legal Studies
2011	CBSE - Class XII	Sushila Birla Girls’ School, Kolkata
2009	ICSE - Class X	Purwanchal Vidya Mandir, Kolkata

- Cleared CS Executive (Inter) from Institute of Company Secretaries of India (ICSI).

- Quoted by Supreme Court in its recent ruling in the matter of [Phoenix Arc Private Limited vs. Spade Financial Services Limited & Ors.](#)
- Quoted by **Economic Times** in an article “[High Court disallows parallel proceedings in NCLT and DRT](#)”.
- Speaker at Commerce Lab- an initiative to promote skill development by The Bhawanipur Education Society College, Kolkata (September, 2022).
- Speaker at webinars organized by Indian Lawyers Association on “**Recent Developments in IBC**” and on “**Resolution Plans under IBC**”.
- Speaker at Indian Chamber of Commerce- National Conference on Insolvency and Bankruptcy Reforms: Code Demystified, organized in Bhubaneswar (Media coverage for the event- [click here](#))
- Speaker at 3- day workshop on Insolvency and Bankruptcy Code, organized by Eastern India Regional Council of the Institute of Chartered Accountants of India.
- Speaker at a workshop on “**Roles and Expectation from Committee of Creditors in IBC**” in Kolkata, organized by IPA- ICAI.
- Speaker at workshop on “**Insolvency and Bankruptcy Code: Case laws and Statutory Amendments**”, organized by EIRC- ICAI.
- Speaker at Pre- Registration Training of Insolvency Professionals, organized by IPA- ICAI.
- Authored **over 40 articles** on recent case laws/ amendments in IBC, SARFAESI, and other important legal issues, which has been published in reputed magazines, blogs and legal websites. (Links to some of the articles- [click here](#))