



TIRUCHELVAM
ASSOCIATES

BUSINESS PROFILE



www.tiruchelvam.com

Tiruchelvam Associates (TA) was established in 1982 by Dr Neelan Tiruchelvam, President's Counsel, internationally recognised constitutional lawyer, scholar, visiting Professor at Harvard Law and Member of Parliament, and Sithie Tiruchelvam, a renowned corporate lawyer and Human Rights advocate. We are a mid-size firm which enables us to provide customised legal services to our Clients on complex legal issues with accuracy and insight.

The Firm counsels multinational and local clients including government authorities, banks and corporates in a variety of industries and sectors including power and energy, banking and finance, telecommunications, healthcare & pharmaceuticals, information technology, shipping, and infrastructure development. The Firm is currently rated either Tier 1 or 2 by Legal 500 in all our key areas of practice, including the Projects & Energy Sector which is Tier 1.

We are the local partner firm for Trace International Inc, and also author most sections of the World Bank's Doing Business Report.

The Partners

The Partners of the Firm are senior Attorneys-at-Law who are experts in their respective fields and carry between them nearly 80 years of experience in the legal field.

***Ramani Muttettuwegama** - Managing Partner Attorney-at-Law (1993),
Barrister at Law (Lincoln's Inn) & Member of the New York Bar, LL.M (Columbia), LL. B
(London)*

The Firm is managed by Ramani who is the first point of contact for many clients who rely on her not only for her experienced legal opinions but also for her socio political analyses. She has more than 25 years of experience in the profession and heads the Labour, Tax, Intellectual Property and Immigration practices of the Firm. She is a leading human rights advocate and an expert in Telecom and IT Law and has significant experience in Commercial Contracts, Project Financing and Mergers and Acquisitions. She is a skilled negotiator and the Firm's key representative with regulators.

***Asanka Abeysekera** - Partner Attorney-at-Law (1978),
Notary Public, Registered Corporate Secretary Partner*

Asanka has over 40 years of experience in the legal profession. An expert on laws and regulations governing investments in Sri Lanka, she was the Vice President, Legal, of the Vanik Group of companies, at the time the largest fund manager in the country and thereafter the Director Legal at Sri Lanka's investment facilitator – the Board of Investment. She heads the corporate affairs and the real estate and conveyancing practices of the Firm. Asanka managed most of Nippon Telecom's entry into Sri Lanka, in the first and only nationalisation of a public utility. She specialises in Banking and Finance, Securitization, Foreign Investment Law, and Real Estate.

Laila Nasry -
Partner Attorney-
at-Law (2005),
LL.M - Energy and Natural Resources Law (Lon, QMUL) (with Distinction),
LLB (OUSL)

Laila joined the Firm after managing a considerable portfolio in Sri Lanka's Attorney General's Department as a State Counsel. She is a Chevening Scholar and holds an LLM with Distinction in Energy and Natural Resources Law from Queen Mary University of London. Presently she heads the firm's project and energy practice as well as the litigation and disputes resolution practice. She also specialises in Pharmaceutical and Healthcare laws, Procurement, Commercial Contracts and Project Structuring. Recently she was the Asian Development Bank's National Legal Specialist for Sri Lanka's first 100 MW Wind Power Project in Mannar.

Our Services

We are a full-service law firm with separate practice divisions having extensive experience in providing a range of legal services.

Corporate Practice

The Firm has vast experience in providing various corporate law services and advising both local and multinational companies operating in a variety of industries and sectors on the applicable corporate laws and governance matters.

Investment and Structuring:

- Advising on and facilitating foreign Investment in various sectors including freight forwarding and shipping, healthcare and pharmaceuticals, information technology, hospitality, wholesale and retail trading, telecommunications, real estate, infrastructure development etc and advising on sector specific laws and regulations
- Advising and setting up of the most feasible structure for the Client including Limited liability companies (with and without Board of Investment approvals) and Overseas Companies (Branch Offices or Liaison Offices)
- Advising on Joint Ventures including the drafting of Joint Venture Agreements and setting up of JV Companies

Corporate Due Diligences

Conducting Corporate Due Diligence on Sri Lankan Companies including review of all corporate registrations, compliance and filings, contracts, securities, labour, taxes, licenses and permits etc.



Commercial Agreements

Drafting, reviewing, commenting and advising on a variety of commercial agreements including but not limited to Distribution/ Agency Agreements, Joint Venture/Shareholder Agreements, Promotion Agreements, Memorandums of Understanding, Franchise Agreements, software licensing and implementation, function and event management agreements, confidentiality and non-disclosure agreements, consultancy agreements, management agreements, share sale and purchase agreements, maintenance and support agreement, escrow agreements, loan agreements, guarantee and indemnities, partnership agreements etc.

Foreign Exchange

- Advising Clients on the applicable foreign exchange laws and regulations relating to a various corporate transactions including equity and debt investments into Sri Lanka, overseas investments and setting up of overseas offices by local clients, Employee Share Options Schemes (ESOPs), property related transactions including repatriation of sale proceeds of immovable property, financial guarantees, opening of accounts outside Sri Lanka, current transactions etc.
- Assisting in setting up Bank Accounts at licensed commercial banks in Sri Lanka - in particular foreign investment accounts
- Making applications and representations to the Department of Foreign Exchange of the Central Bank of Sri Lanka and/or licensed commercial banks for special permission on various matters

Securities and Exchange

- Advising Clients on applicable Securities and Exchange Laws, Colombo Stock Exchange (CSE), Central Depository System (CDS) and Automated Trading System (ATS) Rules and relevant corporate governance requirements
- Advising and assisting Clients with concluding transactions on the market
- Seeking special permission of SEC for private transactions
- Liaising with Participants and Brokers on behalf of Clients

Corporate Representations

Drafting of applications and making representations on behalf of Corporate clients to relevant regulators including the BOI, SEC, CSE, CDS, DFE, CBSL, Department of Inland Revenue, Merchant Shipping Secretariat and other relevant line ministries.

Corporate advisory

- General corporate advisory on franchising, competition, intellectual property, insurance, customs, financial data and privacy laws.
- Industry specific advisory relating to power and energy, pharmaceutical, banking and finance, payment processing, freight forwarding and shipping, yachting, infrastructure, hospitality etc.

Corporate Secretarial

Corporate Secretarial matters are handled by the Corporate Secretarial arm of TA, Central Corporate and Consultancy Services (Private) Limited having over 25 years of expertise in corporate secretarial matters and which provides secretarial services to corporate clients in all stages of their business life, from incorporation to liquidation.

- Registration of all types of Companies at the Registry of Companies
- Coordinating with the Registrar of Companies with regard to all statutory and regulatory matters pertaining to the Company
- Advising on all corporate compliance and secretarial matters including Major Transactions, amendments to company constitutions, minority approval, related party transactions, directors' liabilities, amalgamations, share issues, transfers and transmissions, distributions, solvency, liquidation and strike-offs etc.
- Convening Board and General Meetings of the Company
- Drafting of resolutions and keeping proper minutes of company meetings
- Maintaining all statutory books for corporate clients which includes minute books, register of members, register of Directors, register of Director's Interests, register of mortgage and charges, seal register.
- Completing and filing the prescribed forms as and when required and Annual Returns and Financial Statements (if applicable) with the Registry of Companies

Some of our key clients in this practice include:

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| ∅ Global Payments Inc. and its subsidiaries in Sri Lanka, Maldives, Hong Kong | ∅ Sanofi S.A |
| ∅ Enterprise Holdings Inc. | ∅ Kalbe International Pte. Ltd and its overseas offices in Sri Lanka |
| ∅ Bloomberg L.P | ∅ Essilor International S.A |
| ∅ Heineken Lanka Limited | ∅ Elekta Limited |
| ∅ Cisco Systems B.V | ∅ Ellipse Projects (UK) Limited |
| ∅ Country Gardens Holding Limited | ∅ StreamSets |
| ∅ Hutchinson Telecommunications Limited | ∅ Evergreen Marine Corporation |
| ∅ Nippon Telecom | ∅ Expolanka Holdings PLC |
| ∅ Marks and Spencer | ∅ ExxonMobil |
| ∅ Moody's Corporation | ∅ Hettich India |
| ∅ Bharti Airtel Lanka (Pvt) Ltd | ∅ Levi Strauss |
| ∅ Pepsi Inc | ∅ MAC Holdings |
| ∅ F.Hoffman La Roche and its subsidiaries in India and Sri Lanka | ∅ Mitsui & Co. Limited |
| ∅ Novo Nordisk A/S and its subsidiaries in Denmark and Sri Lanka | ∅ Northrop Grumman Corporation |
| ∅ Galadari Brothers LLC | ∅ JLS Yachts LLC |
| ∅ Hospitality and Retail Systems | ∅ Netcracker Technology Singapore Pte. Ltd |
| ∅ Synapsys Limited | ∅ Pidilite Industries Limited |
| ∅ On Time Worldwide Logistics Group | ∅ China Resources Cement |
| | ∅ St.John Group |
| | ∅ Thai Olympic Fibre Cement Co. Ltd |

Projects and Energy Practice

The Firm has extensive experience in advising and assisting Clients with Projects and Power and Energy work.

- Conducting legal due diligence and feasibility studies on all aspects of Projects and/or the identified Target Companies in Sri Lanka on behalf of Clients looking to invest in such Projects or Target Companies. The due diligence/feasibility studies covers aspects including; corporate, real estate, construction, environmental permits and licenses, other regulatory matters, intellectual property, insurance, foreign exchange, taxation, labour, dispute resolution, health and safety etc.
- Advising Clients on the legal framework applicable to the specific project
- Project Structuring including analysis of different business and transaction models
- Reviewing and commenting on Project related documents and Agreements including Requests for Qualification (RFQ), Requests for Proposals (RFP) and other bidding documents, concession agreements, financing and guarantee agreements, fuel supply agreements, power purchase agreements, implementation agreements, EPC Contracts, land lease agreements other relevant contractual arrangements between parties
- Drafting of Powers of Attorney for proposed Consortiums, advising and managing the bid process and attending to the Registration of Public Contracts under the Public Contracts Act No. 3 of 1987.
- Advising on land acquisition for projects
- Making representations to regulators on behalf of Clients in relation to the above
- Drafting and submitting appeals to the Procurements Appeal Board in terms of the Procurement Guidelines on behalf of Clients and making representations

Some of our key clients in this practice area include:

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| ∅ Country Garden Holdings Co. Ltd | ∅ MAC Holdings (Pvt) Ltd |
| ∅ (Client name Confidential) – a
Leading Financial Institution in the
Peoples’ Republic of China | ∅ Eni S.P.A Italy |
| ∅ Asian Development Bank | ∅ Institute of Policy Studied of Sri
Lanka |
| ∅ Beijing Enterprises Water Group
Limited | ∅ Urban Development Authority of
Sri Lanka |
| ∅ Summit Corporation Limited | ∅ Infrastructure Leasing and
Financial Services Limited |
| ∅ Energy and Water Utilities Regulatory
Authority of Tanzania | ∅ Korea Scantech Ltd |
| | ∅ 247 Solar Inc |

Intellectual Property Practice

The Intellectual Property Division maintains a very good rapport with the National Intellectual Property Office of Sri Lanka (NIPO) and the Firm acts as the local intellectual property agents of several leading multinational companies.

- Advising and assisting international and domestic clients with all aspects of their respective Intellectual Property portfolios in Sri Lanka.
- Acts as IP Agent in Sri Lanka including liaising with NIPO, Registering Trademarks, Trade Dress, Patents, Industrial designs, PCT National Phase applications etc. The Firm handles the entire registration process from end to end up until the issuance of the applicable registration/ renewal certificates.
- Represents corporate international clients before the Director General of NIPO on rejection of applications and maintains an unparalleled success rate in this regard.
- Drafting and settling of legal documents and instruments including powers of attorney, affidavits, multiple written submissions, observations, objections and counter objections relating to such contentious matters.
- Acting as the Clients IP agent before the Director General of the Sri Lanka Customs and assisting the Client with registering its Intellectual Property at Sri Lanka Customs in order to enhance enforcement capabilities against counterfeiting.

Some of Key Clients of this Group include:

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| ∅ Diageo | ∅ PT Salim Ivomas Pratama Tbk |
| ∅ Asian Business Conglomerate SCG in Thailand | ∅ Suceeder Holdings Limited |
| ∅ Global Conquistadors SA | ∅ Kickz AG |
| ∅ Kerzner International | ∅ Instanta SP.Z.O.O |
| ∅ Saint Gobain Glass France | ∅ Mohamad Idris Bros (Pvt) Ltd |
| ∅ PT. Nutrifood Indonesia | ∅ Madurai Meenakshi Appalam and Chips |

Labour Practice

The Firm has expertise in advising clients on the structuring of the employment taking into consideration the industry specific requirements/nature of the project carried out by the client. The practice group assists and advises local and multinational companies on several matters including:

- Drafting, reviewing, commenting and advising on employment contracts/ consultancy contracts/employee handbooks/bonus policy, etc.
- Structuring the employment of multinationals in Sri Lanka taking into consideration their specific requirements.
- Structuring compensation plans, employee allowances, salaries of expatriate employees.
- Implementing employment share option schemes of multinationals at their Sri Lankan offices and drafting/reviewing/advising on the all relevant documentation.
- Handling several contentious disciplinary/termination/other employment matters and appearing on behalf of clients at the Labour Tribunal, Department of Labour in relation to same.
- Managing the entire retrenchment process of clients in Sri Lanka
- Managing the transfer of employment between different entities
- Negotiating on behalf of clients with employers to obtain favourable termination settlements, etc
- Represent Clients at the Labour Tribunal and Department of Labour on several contentious employment related matters.

Some of our Key clients of this group include:

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| ∅ Summit Power International Pte Ltd | ∅ Etihad Airways |
| ∅ Country Garden Holdings | ∅ Aecom Lanka (Pvt) Ltd |
| ∅ Ellipse Projects (UK) Limited | ∅ Microchannel Services Pty Ltd |
| ∅ London Stock Exchange Group | ∅ Commscope Solutions India Pvt Ltd |
| ∅ Associated Press | ∅ StreamSets |
| ∅ Novo Nordisk Lanka (Private) Limited | ∅ Levi Strauss & Co |
| ∅ F. Hoffman La-Roche | ∅ Synapsys Ltd |
| ∅ PT Kalbe Farma | ∅ Quintiles IMS (now IQVIA) |
| ∅ Sanofi S.A | ∅ Global Payments Asia Pacific Lanka (Pvt) Ltd |
| ∅ Essilor S.A | |

Immigration Practice

The Firm provides comprehensive Immigration related advice and services to many clients of International repute including high networth investors in the contexts of the Sri Lankan immigration sphere. The Firm is also strategically partnered with several Global Mobility Network Partners Including Berry Appleman & Leiden LLP, Baker & McKenzie LLP, MSI Global Mobility, Newland Chase LLP and LawQuest International.

- Conducting consultations with the Clients and providing Legal Opinions on matters relating to obtaining a Sri Lankan Residence Visa.
- Liaising with and representing the Client at various Government Departments, Line Ministries and inquiries.
- Advising clients on all requisite documentation required
- Reviewing documents/information submitted by the Client
- Drafting and/or reviewing all requisite letters and correspondence to the relevant regulators.
- Preparing applications and compiling all necessary documentation to support said applications
- Making applications on behalf of the Client to Line Ministries/Regulators in order to secure approval for the Residence Visa Employment Category (work permit) applications.
- Making applications and submissions on behalf of the Client to the Department of Immigration and Emigration.
- Advising Clients on their specific Immigration Requirements
- Liaising with Regulators on behalf of clients
- Provides a comprehensive range of consular services to its clients in collaboration with other Strategic Partner offices worldwide.
- Assists clients to procure and authenticate documents where official documents need to be obtained for a range of International requirements.

Some of our Key clients of this group include:

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| ∅ Novo Nordisk A/S | ∅ Koninklijke (Royal) Philips Netherlands (Sri Lankan subsidiaries) |
| ∅ Netcracker Technology Global | ∅ F. Hoffmann-La Roche AG, Switzerland |
| ∅ Expedia | ∅ Mitsui & Co. Ltd, Japan |
| ∅ London Stock Exchange Group | ∅ Booking.Com |
| ∅ Global Payments Inc. | |
| ∅ St.John Group | |
| ∅ Hettich India Pvt. Ltd | |

Real Estate and Conveyancing Practice

This Practice has a broad spectrum of local and international clients to whom we provide an array of real estate advisory services on purchase, sale, lease and mortgage transactions. The Firm has long standing experience in advising non Sri Lankans seeking to purchase real estate in Sri Lanka. The Practice specializes in advising and assisting clients on matters such as:

- Reviewing title documents in relation to State owned or Private immovable properties, conducting searches at the respective Land Registries and commenting on title of same.
- Drafting, reviewing, commenting and advising on Deeds and Agreements between parties (Deed of Transfer, Lease Agreements, Sale and Purchase Agreements, Declarations, Rectifications, Renunciation, Power of Attorney, etc)
- Attesting the relevant Deeds and assisting in registration of the document at the respective Land Registry.
- Liaising with Local Authorities, making representations on behalf of the Client and obtaining requisite approvals, clearances, certificates in relation to immovable properties.
- Conducting extensive Due Diligences on immovable properties on behalf of investors and developers of infrastructure projects and lenders to the Project.
- Advising on varied property related matters including on laws and regulations restricting the alienation of land to non- citizens or companies with foreign shareholding, revocability of gifts, condominium laws and regulations and capital gains tax which affects alienation of immovable property.
- Advising and assisting Clients in bid processes in relation to Real Estate and Construction matters, approvals and permits that are necessary to be obtained for the Project and reviewing of Project documents such as the RFP, Concession Agreements, Lease Agreements and proving comments to same.
- Negotiating on behalf of clients with the Project partners, developers, regulators, etc
- Advising Clients on setting up Trusts for various purposes and drafting the requisite Trust Deeds
- Advising Clients on drawing Wills and assisting the beneficiaries in obtaining the Probate from the Courts.
- Advising and assisting the Client in securing its debtors' assets in Sri Lanka by advising on the security laws of Sri Lanka drafting all requisite deeds of Mortgage and Guarantee bonds pertaining to securing all assets in Sri Lanka. Key Clients Include:

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| ∅ Sino Lanka Construction (Pvt) Ltd | ∅ Expolanka Holdings PLC |
| ∅ Union Commodities (Private) Limited | ∅ State Bank of India |
| ∅ Beijing Enterprises Water Group Limited, China | ∅ China Resources Cement Holdings Limited |
| ∅ Summit Power International (Pte). Ltd | ∅ Baywatch Eco Resort Village Limited |
| ∅ Country Garden Holdings Co. Ltd, China | ∅ Heineken Lanka Limited |
| ∅ Mac Holdings (Private) Limited | |

Dispute Resolution Practice

The Firm's in house litigation team in the current year has handled a wide range of matters including breach of Fundamental Rights under Constitution of Sri Lanka, breach of contractual obligations, unlawful termination from employment, disputes arising from intellectual property violations, foreign investment in Sri Lanka and family law related matters such as divorce, custody and maintenance.

The Practice specializes in assisting clients with matters such as:

- Advising foreign investors and lenders on the dispute resolution mechanisms available in Sri Lanka and the efficiency of same.
- Reviewing, advising and drafting dispute resolution clauses in Agreements on behalf of Clients.
- Representing Clients before Courts, tribunals, Appeals Boards, Boards of Review and regulators in Sri Lanka.
- Counseling on a broad spectrum of cases in the areas of Fundamental Rights violations, breach of contractual obligations, unlawful termination from employment, disputes arising from intellectual property violations, foreign investment in Sri Lanka and family law related matters such as divorce, custody and maintenance, testamentary cases, etc.
- Handling the entirety of the case commencing from drafting of pleadings, representation in Court to termination of proceedings.
- Advising Clients on alternative dispute resolution mechanisms like arbitration and negotiation to overcome time constraints prevalent in commercial transactions. Advising Clients on their liability, any limitation on same and the possibility of being litigated in Sri Lanka.
- Conducting domestic inquiries and internal disciplinary hearings and compiling reports on findings.

Some of our Key clients of this group include:

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| ∅ Facebook Inc | ∅ Roche Products Colombo (Private) Limited |
| ∅ Qube Lanka Leisure Properties (Pvt) Ltd | ∅ Stoll Financial Services GmbH |
| ∅ Galadari Hotels (Lanka) PLC | ∅ Centre For Eco- Cultural Studies |
| ∅ Sri Lanka Eye Donation Society | ∅ Beijing Enterprises Water Group Limited |
| ∅ Summit International | ∅ Korea Scantech Ltd |
| | ∅ London Stock Exchange Group |

Taxation Practice

This Practice has specialized expertise and experience in advising and assisting individuals and corporates both local and foreign on matters such as:

- Direct and indirect tax liabilities of individuals and corporates and other types of entities in Sri Lanka.
- The applicability of the new income tax law which was introduced early 2018 and transitional provisions of the new law.
- Conducting Due Diligences on the tax compliance of Corporates.
- The creation of Permanent Establishments and the tax liability of same in Sri Lanka and Transfer Pricing Regulations.
- Cross border transactions and the tax implications of same and assisting Clients in structuring the transaction in a tax efficient manner.
- Structure based or transactional based Tax planning
- Income tax and direct tax (customs) implications of multinational's corporate restructuring and the risks of establishment of Permanent Establishment.
- The applicability of indirect taxation in importing goods into Sri Lanka.
- Reviewing and commenting on Project related documents, Agreements, Share Option Schemes, Joint Venture Agreements, etc regarding tax liability, applicability of any concessions under different Double Taxation Agreements and Free Trade Agreements of Sri Lanka.
- Tax holidays, concessions and incentives provided to investors by the Government via the investment facilitator of the country, the Board of Investment of Sri Lanka.
- Registration at the Department of Inland Revenue and Sri Lanka Customs for tax purposes.
- Direct and Indirect tax compliance advisory in relation to self-assessment payments and tax filings.
- Representing the Clients at the Department of Inland Revenue and/or Sri Lanka Customs for any dispute in relation Direct and Indirect tax registration, computation, compliance and appeals.
- The applicability of withholding tax, capital gains tax and compliance of same, which were introduced in the new income tax legislation.
- NGO taxation and representing Clients at the Department of Inland Revenue regarding various taxation matters including applications for the remission for taxation under the prevailing law.
- Obtaining tax clearance from the Department of Inland Revenue for the remittances outside Sri Lanka.
- Charitable Institutions and NGOs regarding the structuring of their entities, tax liabilities, concessions, remissions available to such entities.

Some of our key clients in this practice group include:

- ∅ Beijing Enterprises Water Group Limited
- ∅ Summit Power International (Pte). Ltd
- ∅ Room to Read
- ∅ Novo Nordisk Lanka (Private) Limited
- ∅ Roche Products Colombo (Private) Limited
- ∅ Microchannel (Private) Limited
- ∅ Nina Lanka Construction Technologies (Pvt) Ltd
- ∅ F. Hoffman La Roche AG
- ∅ StreamSets
- ∅ Cisco Systems B.V
- ∅ Global Payments Inc.
- ∅ Sanofi S.A
- ∅ Essilor S.A
- ∅ Suriya Women's Development Centre
- ∅ Sanmarga Trust
- ∅ Hettich India Pvt. Ltd
- ∅ Ellipse Projects (UK) Limited
- ∅ Aecom Lanka (Pvt) Ltd
- ∅ China Resources Cement Holdings Limited
- ∅ St. John Group
- ∅ Enterprise Holdings Inc.
- ∅ Evergreen Marine Corporation



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