



INDIALAW

# Corporate Restructuring

Corporate Restructuring Law Firm in India for Schemes, Debt, and NCLT Matters

PRACTICE PROFILE • MAY 2026

## Overview

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We provide end-to-end legal support to businesses undertaking strategic reorganisation, debt realignment, or revival measures. With experience across diverse sectors and transaction types, we assist clients in navigating legal, regulatory, and commercial complexities of both solvent and distressed restructurings.

Our team advises on all forms of corporate restructuring—whether aimed at business consolidation, operational efficiency, financial turnaround, or regulatory compliance. We combine deep legal knowledge with commercial foresight to structure transactions that are viable, tax-efficient, and aligned with stakeholder interests.

## Our Services

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### Strategic Corporate Reorganisation

- Drafting and implementing schemes of arrangement, amalgamation, and demerger under the Companies Act, 2013
- Business transfer arrangements including slump sale, asset sale, and hive-offs
- Share capital restructuring including capital reduction, share consolidation, and split
- Buy-back of shares and securities in compliance with Companies Act and SEBI regulations

### Debt and Financial Restructuring

- Structuring and negotiation of debt restructuring plans with secured and unsecured creditors
- Drafting and vetting of inter-creditor agreements, standstill agreements, and restructuring term sheets
- Advisory on conversion of debt into equity, preference shares, or other hybrid instruments
- Assistance in one-time settlement (OTS), compromise arrangements, and refinancing strategies
- Legal advisory on classification of accounts (SMA/NPA) and regulatory implications
- Representation and negotiations with banks, financial institutions, NBFCs, and ARCs
- Development of strategic response plans against aggressive debt recovery or enforcement actions
- Legal evaluation of lender actions under SARFAESI Act, DRT, or IBC
- Defensive and offensive litigation strategy including stay petitions, asset protection, and enforcement of borrower rights
- Legal due diligence and structuring of asset monetisation and divestment plans
- Support in collateral restructuring, substitution, and release of security interests

### Group and Ownership Restructuring

- Entity rationalisation and simplification of complex group structures
- Shareholding reorganisation among promoters, minority investors, and institutional stakeholders
- Promoter reclassification and restructuring of voting rights
- Creation of holding company structures, SPVs, or trusts for efficient control and governance

### Cross-Border and Foreign Investment Restructuring

- Advisory on cross-border mergers and outbound demergers
- Reorganisation of foreign direct investment (FDI) structures in line with FEMA and RBI regulations
- Exit structuring for foreign investors including buy-outs and share redemptions
- Compliance with reporting, pricing guidelines, and sectoral conditions under Indian exchange control laws

### Regulatory and Tribunal Representation

- Representation before the National Company Law Tribunal (NCLT) for schemes, compromises, and capital restructuring
- Applications before SEBI, RBI, ROC, RD, and Stock Exchanges for required approvals
- Advisory on compliance with SEBI Takeover Code, Listing Obligations, and Delisting Regulations
- Drafting of notices, explanatory statements, board and shareholder resolutions

### Pre-Insolvency Advisory and Turnaround Planning

- Strategic advisory to distressed companies and promoters for revival or asset protection
- Legal feasibility of debt restructuring or sale of non-core assets
- Interface with resolution professionals, ARCs, and potential investors

- Evaluation of CIRP risk and development of pre-packaged solutions or alternate revival strategies

## Our Strengths

- Integrated legal and commercial advisory across restructuring, insolvency, capital markets, and regulatory domains
- Experience in high-value and multi-jurisdictional transactions
- Cross-functional team comprising corporate, insolvency, banking, and tax lawyers
- Established working relationships with financial advisors, investment bankers, and insolvency professionals

Whether the restructuring is driven by expansion, recovery, or consolidation, **IndiaLaw LLP** ensures it is implemented in a legally sound, regulatorily compliant, and commercially effective manner.

## Key Professionals



**Shiju P V**

Managing Partner



**Rahul Sundaram**

Partner



**Shrishail Kittad**

Senior Partner

## Frequently Asked Questions

### Q1 What does corporate restructuring cover as a legal practice area?

It covers schemes of arrangement, amalgamation, demerger, slump sales, debt realignment, capital reduction, share buybacks, and group entity rationalisation. The goal is to reorganise a company's legal, financial, or operational structure to meet strategic or regulatory objectives.

### Q2 When should a company consider engaging restructuring counsel?

Typically when facing financial stress, an acquisition or divestiture, group simplification, or lender pressure. Early engagement helps preserve optionality. Once accounts slip into SMA or NPA classification, timelines compress and lender remedies under SARFAESI or IBC become available.

### Q3 Which Indian laws and regulators govern corporate restructuring?

The Companies Act, 2013 and NCLT govern schemes of arrangement and amalgamation. IBC applies to insolvency resolution. SEBI regulates listed entity restructurings. RBI guidelines cover debt restructuring by banks and NBFCs. CCI clearance may be needed where thresholds are met.

### Q4 How long does a typical scheme of arrangement take before the NCLT?

A scheme of arrangement generally takes eight to twelve months from the first NCLT application to the final order. Key time drivers include creditor and shareholder meeting directions, regulatory objections from the ROC or Income Tax authorities, and any contested hearings.

### Q5 What documents are needed to start a corporate restructuring engagement?

We typically need the group corporate structure chart, audited financials, board resolutions, existing loan agreements, charge registers from MCA, shareholder agreements, and any prior correspondence with lenders or regulators. For debt restructuring, the current SMA or NPA status is also relevant.

### Q6 What common mistakes do companies make during restructuring?

Ignoring tax implications of asset transfers, failing to obtain timely CCI or SEBI approvals, and not securing lender consent before effecting a demerger or slump sale. Inadequate creditor communication often leads to objections at NCLT hearings, causing delays and added costs.