



FERNHILL CONSULTING HOUSE

SHAPING BETTER FUTURE

CORPORATE PROFILE

ABOUT US

OVERVIEW

- Fernhill Consulting House, an associate of Fernhill Consulting LL. P (UK), commenced its journey as a partnership firm on 24th March, 2011 (under the Partnership Act of 1932 in Bangladesh)
- Since inception it is focused on providing blend of expertise ranging from financial accounting, auditing, risk management, commercial structuring, forensic accounting & legal to structured finance & capital markets. Recent addition to its portfolio, due diligence of public-private infrastructure development projects (PPP)
- Over the years, the core partners with 20+ years of experience have served an array of clients from 8+ industries.



VALUE PROPOSITION

Combining deep domain experience, technology and industrial passion, we offer value to:



Provide solutions that keep our clients ahead in their competition



Package our credible (also globally sought) solutions around individual client requirements



Provide the best client experiences blended with world class expertise & professionalism

WHO WE ARE

OUR VISION & MISSION

We want to be your Legal Partner Firm providing excellence and helping you achieve business success. We aim to achieve this through:

- Due diligent evaluation of clients' needs in a structured way
- Providing the best possible client specific solutions tailor-made, in a cost-effective way
- Focusing on long-term business relationship with best client experience
- Combining and leveraging global expertise and local know-how





OUR APPROACH

We thrive to:

- Maintain a small company environment creating bigger impacts
- Be both employee and client centric firm
- Comply with industry-recognized best practices
- Attract, develop, and retain exceptional professionals
- Conduct business ethically while maintaining the highest degree of integrity
- Protect our stakeholder's interest through effective corporate governance
- Provide Innovative solutions across the board to keep clients on the cutting-edge of technology

OUR SERVICES

AREAS OF EXPERTISE

Consultations

- Business Continuity Advisory
- Business Turnarounds
- Merger & Acquisitions
- Business Due Diligence
- Risk Management



Project Management

- Public Private Partnership (PPP) projects
- Power and Energy



Legal and Regulatory Compliance

- Banking Litigation
- Documentation
 - Contract Drafting & Vetting
- Land Due diligence
 - Authentications and Verification
 - Special “Search Team”
- Criminal Litigation
- VAT & Tax
- Labor & employment
- Trademark & Copyright
- Digital Security & Privacy
- ADR Arbitration
- Business Legal Registration, Approvals & Licenses

LEGAL AND REGULATORY COMPLIANCE

BANKING LITIGATION

With outstanding expertise and extensive experience, FCH boasts to be the best when it is about bank in litigations. It has represented and defended over **20+** Banks and Non-Banking Financial Institutions (NBFIs) in banking litigation providing **swift, worth for money and conclusive resolutions, and comprehensive Legal backup** to help them run their businesses smoothly.

Bangladesh Banking landscape has become more complex and competitive, with more banking sector frauds, cheatings and defaulting. Our non-contentious Banking Litigation team has specialist expertise in the key methods of protection and recovery in the following sectors:

- **Litigations under the Negotiable Instruments Act, 1881 (NI Act):** Litigations for dishonored/bounced cheques.
- **Litigations under Money Loan Court Act, 2003 (Artha Rin Adalat Ain):** To cope with the defaulter situation of bulk loan being defaulted without refunding or payback, Artha Rin Adalat Ain 2003 has been enacted for speedy and expeditious disposal of money suits filed by the banks and NBFIs.
- **Litigations against fraud, forgery under provisions of Penal Code, 1860:**
 - Cheating (Sections 415-410)
 - Fraudulent Deeds and Deposition of Property (Sections 421-424)
 - Loss of property of Banking Company (Sections 462A & 462B)
 - Offence relating to documents and to trade or property marks (Sections 463-489)
 - Offence relating to currency note and bank-note (Sections 489A-489E).

FCH is one of the topmost law firms in Bangladesh in dealing with the Artha Rin suits. It has successfully recovered huge amount of defaulted loans for the banks and NBFIs by employing sophisticated investigative and legal tactics.

FCH gives every possible protection to the Bankers against opportunist fraudsters and forgers.

DOCUMENTATION

Documentation (drafting) plays a very important role in preparation of Deeds, Agreement, applications, and many other related documents. It is the only way to merge law and facts to present before the court for proper adjudication of the cases. Sometimes a document or deed which is not done perfectly augment difficulties in adjudicating the real controversies involved in the case. Superior quality of drafting clearly states the intention of the parties to be presented before the court and the grievance can easily redress.

FCH has high reputation on drafting various legal document like, amongst others

- Deed of Mortgage
- IGPA for Mortgage
- Further Mortgage
- Equitable Mortgage
- Deed of Redemption
- Cancellation of IGPA
- Deed of Partial Redemption
- Deed of Floating Charge
- Letter of Hypothecation
- Hypothecation Over Book Debt and receivables
- Hypothecation over Plant and Machinery
- Modification of charge document
- Hypo Sale Power
- Pari Passu Security Sharing Agreement
- Assignment for Work Order
- Letter of Under Taking
- Term Loan Agreement
- Power to Take Possession
- Saf Kabala Deed
- Power to Sale Vessels
- Partition Deed
- Power of Attorney for certain land
- Heba Deed
- Lease Deed
- Deed of House Rent
- Tripartite Agreement
- Four partite Agreement
- Multiparty Agreement
- Corporate Guarantee
- MOU
- Letter of comfort
- Letter of Satisfaction

LAND DUE DILIGENCE

FCH offers the following services at affordable cost:

- Land Vetting, Agreement Vetting
- Physical inspection to ascertain actual possession of land
- Obtaining Non Encumbrance Certificate and verify the title Deeds from concerned Sub-Registry Office through searcher
- Obtaining Non Encumbrance Certificate and verify the title Deeds from concerned District Registrar
- Verification of genuineness of any property documents with concerned govt. record/authority including RAJUK/Tahsil Office, Ministry of Housing and Public Works
- Searching of charge documents, file searching of any Company registered with RJSC
- Filing of charge documents with the Registrar of Joint Stock Companies and Firms




ALTERNATIVE DISPUTE RESOLUTION (ADR)

ADR has expanded over the last several years and has become an important step in the dispute resolution process. It has a significant experience in both international and domestic arbitration and other forms of Alternative Dispute Resolution (ADR) such as conciliation and mediation.

FCH has assisted its clients with resolution of disputes in all areas of general and special practices, acting as counsels and arbitrators in high stake arbitrations providing best advice and support in resolving disputes, in a broad range of industrial sectors, notably:

- Oil and Gas
- Power
- Mining
- Construction and Infrastructure
- Real Estate
- Entertainment and Media
- Banking and Finance
- Aviation
- Insurance and Reinsurance
- International Finance
- International Investments
- Intellectual Property
- Information Technology
- Telecommunications



FCH has a dedicated team of lawyers with specific expertise to meet client's requirements and handle complex arbitration matters, both in Bangladesh and abroad.

PROJECT MANAGEMENT

PUBLIC PRIVATE PARTNERSHIP (PPP) PROJECTS

FCH designs PPP projects to attract investments and involvements from the private sectors, while also building local capacity. The services provided to clients includes, but not limited to:

- Ability to identify and establish viable PPP projects
- Secure necessary funding
- Gain optimal value
- Transaction advice
 - o Best and effective advices customized to clients' needs and business strength
- Develop and assist in strategic planning
- Carry all necessary due diligence
- Assist in performance management
 - o Operational risk, operational expenditure, asset management, asset rationalization and system resilience

CONSULTATIONS

BUSINESS CONTINUITY ADVISORY

FCH has advised clients in building and operating projects and securing production and distribution business. Understanding the risks and opportunities arising at every stage from conception to drawdown and from production to consumption, FCH deal in negotiating and drafting the project documents, including

- Concession Agreements
- EPC Contracts
- O&M Contracts and
- Financing and security documentation
- Power Purchase Agreements
- Land Agreements
- Construction Agreements
- Production Contracts
- Implementation Agreement
- Shareholders Agreement and
- Risk Management Documentation

FCH advised on the financial and energy regulatory and litigation aspects.

MERGER & ACQUISITIONS (M&A)

FCH has clients ranging from banks, companies and large corporate groups in M&A deals, irrespective of the size of the deal. FCH ensures that clients benefit from its vast experience and handling, advising on structuring M&As including:

- Structuring issues
 - Joint ventures
 - M&A, Demerger/spin-off a division into a separate company
 - Buy-back of shares
 - Leveraged buyouts and slump sale
 - Reduction in share capital
 - Winding-up and repatriation of the proceeds
- Drafting transactional documents
 - Including Share Purchase Agreements, Shareholders Agreements, Joint Venture Agreements, non-compete and non-disclosure agreement, escrow agreement, stock swap agreement etc.
 - scheme of arrangements to be placed before High Courts Corporate and Security Law issues
- Listing and assisting clients in compliance with regulatory requirements
- Government approvals, statutory filings
- Tax benefits available to companies after restructuring
- All necessary and related due diligence prior and post structuring
 - including intellectual property due diligence.

FCH assist clients in cross border M&A in various sectors such as technology, telecommunications, manufacturing, construction, natural resources, financial institutions, consumer goods etc.



WHY WE STAND OUT

COMPETITIVE ADVANTAGES

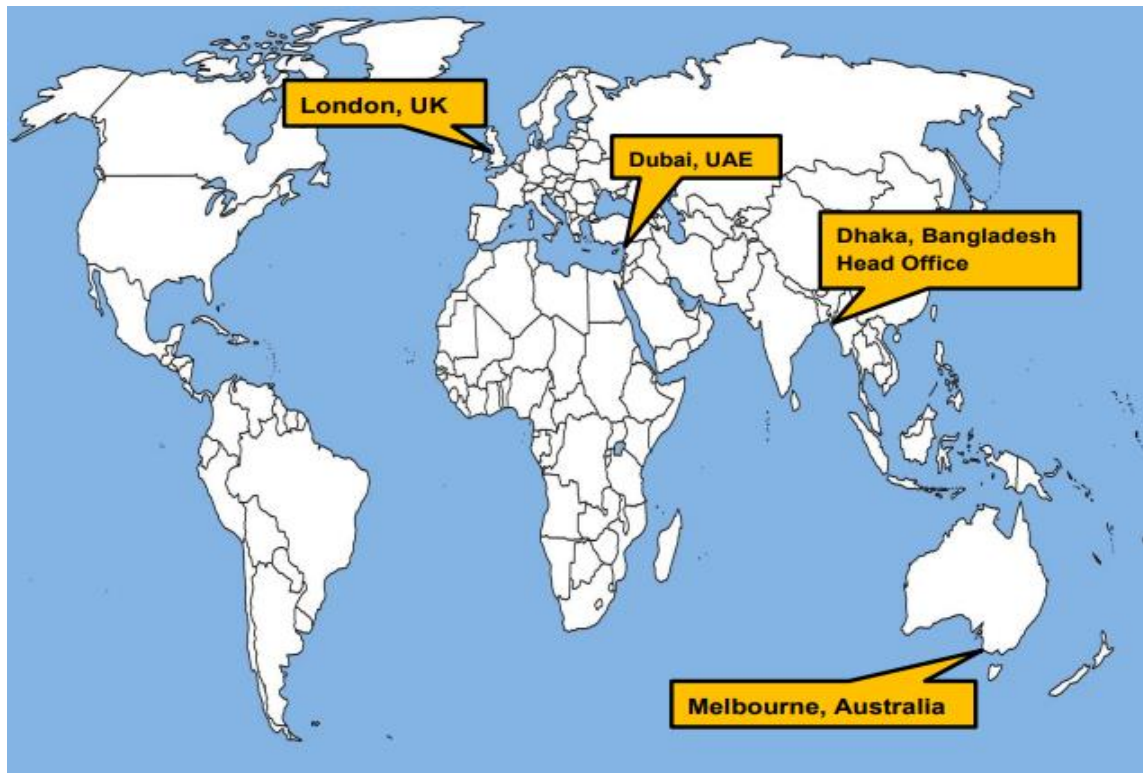
- Pool of Accounting & Tax Professionals and Legal experts
- Diverse client portfolio

- Presence of Firm's network beyond boundaries (UK and Bangladesh)
- Diverse Industries served (8+)

OUR PRESENCE

HEADQUARTER LOCATED IN DHAKA, BANGLADESH

Global correspondents and network spread in London, Dubai and Sydney.



NOTE FROM THE CEO

ADVOCATE MARUF HASAN, ACCA

Businesses are evolving faster than ever in a global flavor and Bangladesh, an export-oriented country where international trade lies in the heart of its growth, **global business negotiations** are playing vital role towards its success.

Keeping this in mind I have accumulated a pull of professionals, consultants, and experts who have tested knowledge and track record of global business transactions, experiences & presence to formulate a unique Legal and Professional Consulting Firm in delivering a one-stop services to clients in Bangladesh. Our philosophy and ethics are guided by our values; to satisfy our clients' demands with value-adding sustainable solutions.

In addition, one of our core aims has been to deliver services in philanthropic approach. We have been formalizing our CSR & Sustainability thoughts, so that we can keep good precedents for the generations 'Y'. Our followers will be directed by our consultants for a **Better Shape in the Future**. We are



determined to fully utilize the talents of all our people as they are the real assets of our firm.

With our reinforcement, we can make genuine contribution and promote the **Triple Bottom Line concept** to our clients, business partners and stakeholders for the sustainability of the world (as well as our own wellbeing) in which we live and operate.

“We will continue to advocate our consulting house as a responsible protagonist and encourage commitments of our employees, clients, partners and stakeholders to play their part to achieve common goals to operate and meet the challenges of sustainability in the foreseeable future.”

CONTACT US AT

DHAKA OFFICE

55 Purana Paltan, Suit # 16B
Azad Center, Dhaka-1000



UK OFFICE

Fernhill Consulting House LLP
193 Bow Common Lane
London E3 4JJ
United Kingdom



info@fernhillbd.com



+880 1784-006055 (BD)

+44 7867 257608 (UK)



www.fernhillbd.com



@fernhillconsulting