

Newsletter

February 2017

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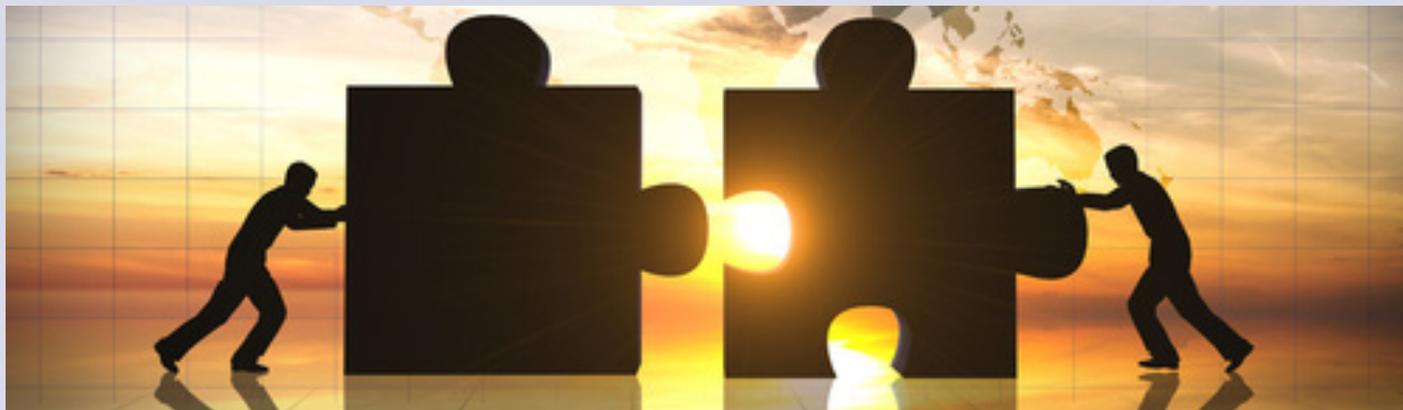
Welcome to the February edition of the Clasis Law newsletter.

This edition brings to our readers a featured article on “Regulatory challenges for Vodafone Idea merger”.

Vodafone India is in discussions with Idea Cellular for an all-share merger. The proposed merger may face several regulatory challenges if the deal goes through. This article highlights the likely challenges for the proposed merger while taking approvals from the regulators.

We continue to highlight certain key judgements passed by the Hon’ble Supreme Court of India as well as changes in Corporate and Commercial matters, and updates in Projects, Energy and Natural Resources, IP sector and Banking and Project Finance.

Your inputs and feedback are always welcome and we look forward to our interactions with you.



Regulatory challenges for Vodafone idea merger

Vodafone India is in discussions with Idea Cellular for an all-share merger. It appears that the intense competition Indian telecom industry is facing due to freebies offered by the new entrant, Reliance Jio, in the telecom sector last year has nudged this consolidation move.

The ongoing talks could result in a reverse merger with Idea Cellular being a listed company. It is expected that both the companies will have equal rights in the merged entity. If the merger goes through, it will create India's largest telecom company. However, the regulatory challenges could impede a smooth merger.

The proposed merger will require approvals from several regulators, such as, Department of Telecommunications ("DoT"), Competition Commission of India ("CCI") and National Company Law Tribunal ("NCLT").

This article highlights key challenges which the proposed merger may face.

Approval from DoT

The Guidelines for Transfer/Merger of various categories of Telecommunication service licences/authorization under Unified Licence on compromises, arrangements and amalgamation of companies ("**M&A Guidelines**") issued by DoT provide that the companies should notify the proposal of a merger to DoT as filed before the NCLT. The DoT approves the merger subject to the compliance of caps and conditions provided in the M&A Guidelines.

The M&A Guidelines lay down that the merged entity cannot hold more than 25% of the total spectrum assigned for access services and 50% of the spectrum assigned in a given band in the concerned service area. The M&A Guidelines further provide that the merged entity must surrender the excess spectrum within a period of 1 year from the permission being granted.

In the alternative, the merged entity can also sell the excess spectrum as per the Guidelines for Trading of Access Spectrum of DoT or share the excess spectrum with other telecom operators while complying with the Guidelines for Sharing of Access Spectrum of DoT.

Further, the M&A Guidelines provide that the merged entity can have up to 50% market share in any service area calculated on the basis of the subscriber base and adjusted gross revenue. In case the market share of the merged

entity in any service area exceeds 50%, then it should reduce the market share to the specified limit within a period of 1 year from the date of approval of merger.

It is expected that the Vodafone Idea merged entity may exceed the prescribed limits for spectrum and market share in several circles as both the companies have significant market share in India.

Approval from CCI

The proposed merger would also require approval from CCI as it is likely that the merger will exceed the assets or turnover thresholds prescribed under the Competition Act, 2002.

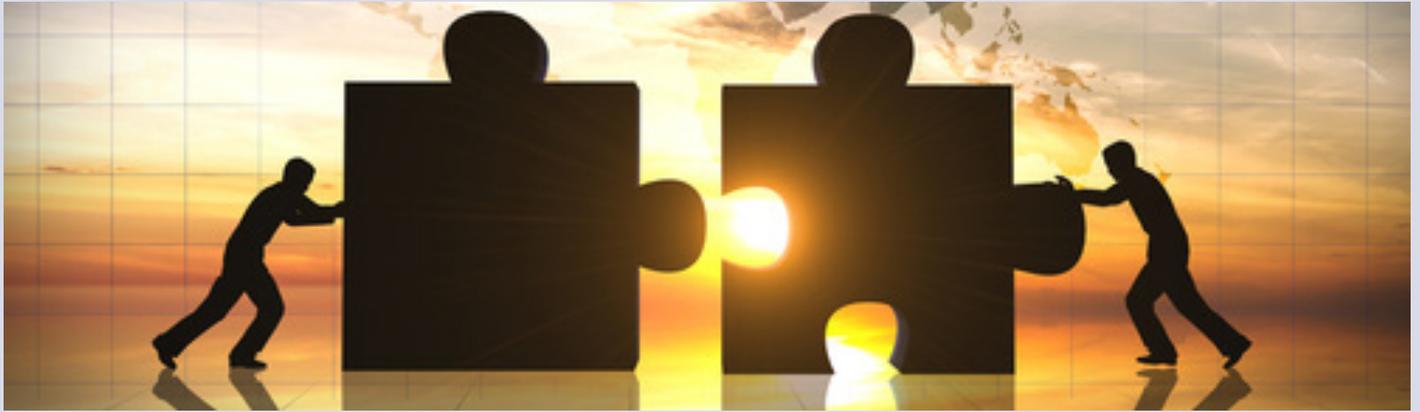
Considering that the proposed merger will make the largest telecom company in India, the merged entity may also enjoy dominant position in few circles. Each circle may be treated as a relevant market for the purposes of the Competition Act. Relevant markets are delineated by CCI with reference to relevant product market or relevant geographic market or with reference to both the markets.

Being the merger of two significant market players, CCI while granting the approval, will closely consider the impact on competition, by the merged entity, in the relevant markets to ensure that there is no appreciable adverse effect on competition.

Though CCI has a good track record in terms of approving the mergers, there have been instances where CCI has recommended certain modifications, including divestiture before approving the merger, where it felt that there may be an appreciable adverse effect on competition.

In the merger of the two major pharmaceutical companies of India, Sun Pharma and Ranbaxy Laboratories Limited, CCI was of the *prima facie* opinion that the merger will likely cause appreciable adverse effect on competition in the relevant markets in India as there were horizontal overlaps between the products of the parties.

On the basis of combined market share of the merged entities, incremental market share as a result of merger,



market share of the competitors, number of significant players in the relevant market, CCI investigated some relevant markets where the merger was likely to have an adverse effect on competition. CCI concluded that the merger is likely to result in appreciable adverse effect on competition; however, such adverse effect can be eliminated by suitable modifications. CCI proposed certain modifications to the merger including carrying out divestiture and the parties proposed certain amendments to the modifications which were accepted by CCI.

CCI approved the merger subject to the parties carrying out divestiture of their products relating to 7 relevant markets, amongst other conditions. CCI directed that merger will not take effect unless the parties carry out the divestiture of the products.

Similarly, in the acquisition of film exhibition business of DLF Utilities Limited by PVR Limited, CCI proposed divestment of certain assets as it was of the view that the combination would cause appreciable adverse effect on competition. However, the parties proposed amendments to the modifications saying divestiture was unviable. In this matter, CCI accepted the amendments to modifications and approved the combination without divestiture.

Considering the above precedents and the fact that Vodafone and Idea are significant market players, CCI may meticulously examine the proposed merger and consider

approving the merger with riders and modifications as it is likely that the merger will have appreciable adverse effect on competition in few circles.

Approval from NCLT

The proposed merger will be dealt by the newly constituted NCLT and will be governed by the provisions of Companies Act, 2013, as the provisions relating to compromises, arrangements and amalgamations of the Companies Act were notified in December 2016. Prior to this, such schemes were approved by the High Courts in India. This would be the first major merger of India which will be dealt by NCLT.

Conclusion

While the merger is still in the discussion stage, the parties can expect regulatory hurdles as discussed above in the event they decide to proceed with the transaction. In addition to this, Vodafone's unresolved tax dispute could be another challenge for the merged entity.

For any clarification or further information, please contact

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Legal alerts

Litigation

The controversy with respect to application of the amended provisions of the Arbitration & Conciliation Act, 1996, has been dealt with in the recent following judgement of the Delhi High Court.

Ardee Infrastructure Private Limited v. Ms. Anuradha Bhatia (FAO (OS) No. 221/ 2016) Decided on 6th January, 2017

Brief facts of the case:-

A Flat Buyer Agreement was executed between the Appellant and the Respondent on 7th April, 2013. The sale consideration under the said flat buyer agreement was transfer of certain lands in favor of the Appellant. Dispute arose between the parties and the same was referred to a Sole Arbitrator. The arbitration proceedings before the Arbitrator commenced in 2012. Consequently, final award was passed by the Arbitrator in favor of the Respondent on 13th October, 2015. The said final award was objected to by the Appellant by way of a Petition filed under Section 34 of the Arbitration & Conciliation Act, 1996 ("**said Act**"), on 4th January, 2016. In the meanwhile, amendments to *inter alia* Sections 34 and 36 were made by the Arbitration & Conciliation (Amendment) Act, 2015 ("**Amending Act**") with effect from 23rd October, 2015. Based on the submissions of the Appellant and the Respondent, the Learned Single Judge of the Delhi High Court directed the Appellant to deposit a sum of Rs. 2.70 crores without prejudice to the rights and contentions of the parties.

Aggrieved by the order passed by the Learned Single Judge, the Appellant preferred an Appeal before the Division Bench of the Delhi High Court.

Contentions of the lawyers of the Petitioner and Respondent:-

The Appellant submitted that the amendments to Sections 34 and 36 of the said Act were brought about by the Amending Act with effect from 23rd October, 2015. Before the amendment, the very filing and pendency of a petition under Section 34 acted as an automatic stay on the enforcement of the award. However, by virtue of the amendment, filing of a Petition under Section 34 does not by itself acts as a stay on the enforcement of the award and a separate application has to be filed under Section 36 (2) of the Amending Act before the Court for an order of stay of operation of the award. The Appellant further submitted that Section 26 of the Amending Act provides that the Amending Act does not have a retrospective application

prior to 23rd October, 2015 and therefore, Section 36 of the Amending Act would be applicable only to arbitral proceedings which commence after 23rd October, 2015. Accordingly, in the present case the Petition would be governed by the unamended provisions of Section 34 and 36 and therefore the Appellant will have the right of an automatic stay on the filing of the petition under Section 34 of the said Act. The Appellant also referred to a judgment of the Supreme Court in **Thirumalai Chemicals Limited v. Union of India & Others** 2011 (6) SCC 739, wherein it was held that amendments to procedural statutes which affect the rights of the parties, cannot be applied retrospectively.

However, the Respondent submitted that Section 26 of the Amending Act uses the expression "to arbitral proceedings" instead of "in relation to arbitral proceedings" and therefore the scope of Section 26 is limited to proceedings before an arbitral tribunal and cannot be extended to post-arbitral proceedings (including court proceedings). The Respondent relied on the judgments of Calcutta High Court in *Tufan Chatterjee v. Rangan Dhar* AIR 2016 Cal 213 and Madras High Court in *New Tirupur Area Development Corporation Limited v. Hindustan Construction Company Limited* Application No. 7674/ 2015 I.O.P. 931/2015, in support of its submissions.

Judgement and Conclusion:-

The Hon'ble court observed that the expression "to the arbitral proceedings" in first part of Section 26 is to be given the same expansive meaning as is given to the expression "in relation to arbitral proceedings" as is appearing in the second part of Section 26. Therefore, all arbitral proceedings (including court proceedings) which commenced prior to 23rd October, 2015, unless the parties otherwise agree, would be governed by unamended provisions and all arbitral proceedings commencing on or after 23rd October, 2015, would be governed by the amended provisions.

In the facts of the instant case, the Hon'ble court held that the Petition filed by the Appellant under Section 34 of the said Act would be considered under the unamended provisions and the Appellant would be entitled to automatic stay of enforcement of the award.



Corporate and commercial

Annual filing under POSH

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (**POSH**) mandates an employer to implement a zero tolerance policy against sexual harassment of women at workplace and requires constitution of an internal committee (**Committee**) by the employer, for dealing with complaints of sexual harassment.

POSH also casts an obligation on the Committee to prepare a report regarding the complaints of sexual harassment dealt by it within a calendar year, which is to be submitted with the employer and the concerned District Officer. Amongst other obligations of the employer, the employer is also obliged to monitor the timely submission of the Committee report. Since there is no time limit prescribed under POSH for such filing, the report should be filed by an organisation within a reasonable time, after the end of the calendar year. It may be noted that the Committee report is required to be prepared and filed, even if no complaints of sexual harassment have been received in an organisation.

If your organisation has not yet filed the Committee report for the calendar year 2016, such filing should be made with the local District Officer, at the earliest in order to ensure compliance under POSH.

Amendment to maternity benefit

Pursuant to a recent amendment to the Employees' State Insurance (Central) Rules, 1950 (effective from January 20, 2017), an insured woman claiming maternity benefit under the Employee State Insurance Act, 1948 shall be entitled to 26 weeks maternity leave. However, an insured woman having two, or more than two surviving children shall be entitled to receive benefit of 12 weeks maternity leave. Further, the definition of insured woman has been amended to extend maternity benefit to commissioning and adopting mothers.

Women employees not covered under the Employee State Insurance Act, 1948, claim maternity benefit in terms of the Maternity Benefit Act, 1961. There has been a similar proposal to amend the Maternity Benefit Act, 1961, to increase the maternity leave to 26 weeks and extend the benefit to commissioning and adopting mothers. The proposed amendment had been approved by the Upper House of the Indian Parliament last year, however it is yet to be approved by the Lower House of the Indian Parliament.

Exclusively Listed Companies of De-recognized / Non-operational / Exited Stock Exchanges placed in the Dissemination Board

The Securities and Exchange Board of India on January 05, 2017 issued a circular granting exclusively listed companies of de-recognized / non-operational / exited stock exchanges placed in the Dissemination Board an extension of time to submit an action plan to list or to provide exit to shareholders to the designated stock exchanges. The extension has been granted till March 31, 2017.

RBI permits Startups to Issue Convertible Notes

The Reserve Bank of India ("**RBI**") on January 10, 2017, notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) (Fifteenth Amendment) Regulations 2016 ("Notification"), amending the Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations 2000 ("Principal Notification"), and thereby allowing startups to issue 'convertible notes' which are considered to be one of the most preferred instruments for early stage funding. This is a marked change from the existing foreign exchange policy, where optionally convertible debentures are considered external commercial borrowings ("ECBs") and are required to comply with the more stringent ECB guidelines.

The Notification defines a 'convertible note' to mean:

- an instrument issued by a startup company evidencing receipt of money initially as debt,
- which is repayable at the option of the holder, or which is convertible into such number of equity shares of such startup company,
- within a period not exceeding 5 years from the date of issue of the convertible note,
- upon occurrence of specified events as per the other terms and conditions agreed to and indicated in the instrument.

The Notification inserts Regulation 6D with respect to issue of convertible notes by startup companies and provides that a person resident outside India (other than an individual who is citizen of Pakistan or Bangladesh or an entity which is registered / incorporated in Pakistan or Bangladesh), may purchase convertible notes issued by an Indian startup company for an amount of INR 2,500,000 or more in a single tranche.



Convertible debt has traditionally been treated as ECBs and was therefore required to comply with the more stringent ECB guidelines. With the issue of convertible notes being allowed, such convertible debt issued by startups shall now be considered foreign direct investment, thereby allowing the emerging companies to access funds from foreign sources at a better valuation thereby opening up an important avenue of fund raising. However, the Notification is expected to have limited impact on the overall foreign investment into India, as it is applicable only to entities coming under the scope and ambit of 'startups' as defined herein above.



Projects, energy and natural resources

India Signs Open Skies Agreement with Six Countries

International Civil Aviation Negotiations (ICAN) - 2016 were held recently in Nassau from 5th to 9th December, 2016. In the said ICAN – 2016, India held negotiations with 17 countries and accordingly, India has signed Open Skies Agreement with 6 countries namely Sri Lanka, Finland, Spain, Jamaica, Guyana and the Czech Republic. The Open Skies Agreement will basically allow airline from these countries to operate an unlimited number of flights to the six Indian metro airports of Delhi, Mumbai, Hyderabad, Kolkata, Bengaluru and Chennai.

GVK bags Navi Mumbai International Airport (“NMIA”) Project

After years of delay, the NMIA is finally off the ground, with the GVK Group-owned Mumbai International Airport Ltd (“MIAL”) winning the financial bid for the 16,000-crore NMIA Project. GMR Group and MIAL submitted their financial bids, however MIAL won the bid. Tata Realty and Hiranandani Group had also shown interest in the NMIA Project but dropped out later. The NMIA Project, spread over 1,160 hectares, is designed to be one of the world’s largest greenfield airports. It will have two parallel runways of 3,700 metres and full-length taxiways spaced with 1,550 metres between them, thereby facilitating simultaneous and independent operation of the runways.

Cabinet Committee on Economic Affairs (“CCEA”) to award Oil and Gas Blocks

The CCEA is likely to award around 31 oil and gas blocks out of the 46 contract areas put on offer, to the selected bidders in the discovered small and marginal filed auction, in the first half of this year. The Directorate General of Hydrocarbons, which conducted the bidding, has already forwarded the list of selected bidders to Ministry of Petroleum and Natural Gas. A total of 42 companies took part in the current round of auctions for small and marginal fields, out of which 37 were private companies.

ONGC Videsh Limited (“OVL”) secures right to bid for Iran based Oil and Gas Development Projects

OVL, the overseas arm of state-owned Oil and Natural Gas Corporation, has won rights to bid for oil and gas development projects in Iran. OVL is among the 29 International oil companies that Iran has pre-qualified to bid in the upcoming tender for oil & gas projects. Other companies on the list include China National Petroleum Corporation, Total SA (France), Gazprom (Russia), Eni (Italy) and Royal Dutch Shell Plc.

The Major Port Trusts Act, 1963 to be replaced with the Major Port Trust Authorities Bill, 2016

The Union Cabinet has approved the proposal of Ministry of Shipping to replace the Major Port Trusts Act, 1963 by the Major Port Authorities Bill, 2016. The new bill has been framed keeping in view the need to give greater autonomy and flexibility to major ports. Further, the composition of the board has been simplified and will comprise 11 members including 3 to 4 independent members. Also, the role of the Tariff Authority for Major Ports (“TAMP”) has been modified and the port authority has now been given powers to fix tariffs, which will act as reference tariffs for the purpose of bidding for PPP projects.



IP update

P.K. Sen v. Exxon Mobile Corporation and Anr. [FAO (OS) No. 290 OF 2016]

The Hon'ble Division bench of Delhi High Court in *P.K. Sen v. Exxon Mobile Corporation and Anr.* reiterated that only a registered proprietor or a registered user could institute a suit for trademark infringement and accordingly, in the absence of the Registered Proprietor/registered user having principal office, Section 134 of the Trade Marks Act, 1999 (Act) cannot be invoked on the basis of a permitted user carrying on business in a particular jurisdiction.

Exxon Mobile Corporation filed a suit against the Appellant/defendant, the proprietor of EXON Engineering Corporation, for infringement of its registered trademark 'EXXON'. Exxon Mobile Corporation (Plaintiff No. 1), a company incorporated in USA is the registered proprietor of the trademark 'EXXON' and has no office in Delhi, while the Appellant/defendant has offices in Kolkata. The said suit was filed before the Hon'ble Delhi High Court on the basis of Plaintiff No. 2 (Exxon Mobile Corporation's wholly owned subsidiary), a permitted user of the mark 'EXXON' having its registered office in Delhi. Reasoning that the definition of 'person', as appearing in the Explanation to Section 134(2) of the Act, 1999, was an inclusive one and not limited to registered proprietors and registered users and, therefore, included a permitted user, the learned single Judge concluded that the "proprietor of a trademark would be deemed to carry on business in Delhi because of the permitted use by its subsidiary..... in Delhi". The present appeal was filed before the Division Bench against the said order of the learned single Judge.

The Hon'ble Division Bench noted that a perusal of Section 52(1) and 53 of the Act, 1999 makes it abundantly clear that no person other than the registered proprietor or the registered user could bring a suit for infringement of a trademark and certainly not a permitted user. Further, the Division Bench held that the definition of 'person' in Explanation to Section 134(2) was not an inclusive one but rather an exhaustive one, referring only to the registered proprietor and a registered user and therefore, the permitted user (Plaintiff No. 2) could not have been added as a co-plaintiff. Consequently, while setting aside the impugned judgment of the learned single judge, the Division Bench held that in absence of a principle place of business/registered office of Exxon Mobile Corporation in Delhi, the Delhi High Court would not have territorial jurisdiction to entertain the present suit.

Article 31bis, TRIPs Agreement

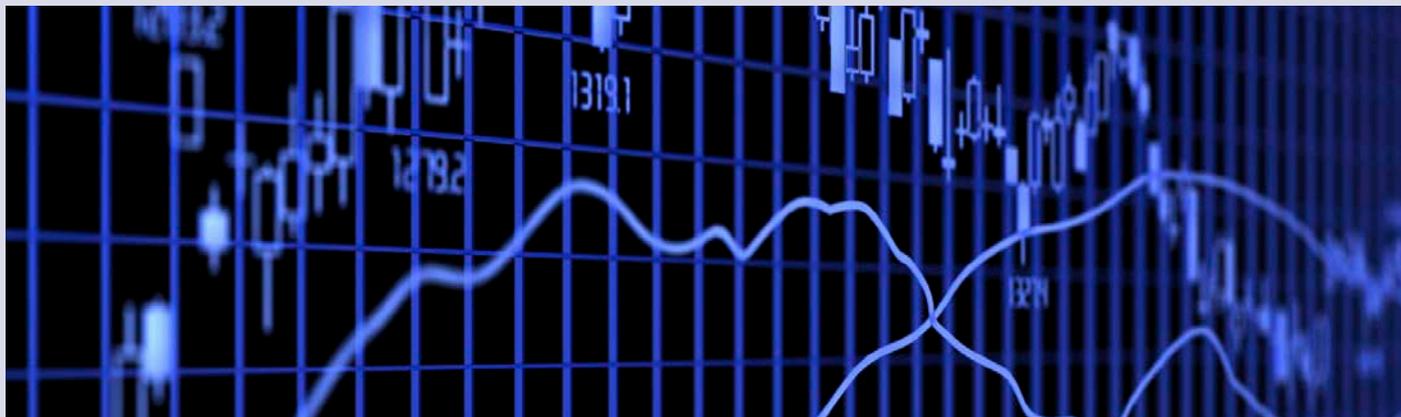
On 23rd January 2017, the amendment to TRIPs Agreement, enabling export-oriented Compulsory Licenses entered into force. In 2005, the WTO members had unanimously adopted the proposal to amend the agreement by inserting Article 31bis enabling member countries to enact provisions granting a legal certainty that generic medicines can be exported at reasonable prices to satisfy the needs of countries with limited or no pharmaceutical production capacity.

The amended finally entered into force on 23rd January, 2017 upon ratification by two-thirds of the WTO members.

The Chancellor, Masters & Scholars of the University of Oxford & Ors v. Rameshwari Photocopy services & Anr.

In the appeal filed by the Plaintiffs (Universities and Publishers) against the order of the learned single Judge dated 16.09.2016 dismissing the suit, the Hon'ble Division bench of the Delhi High Court set aside the impugned judgment and remanded the suit for trial with limited scope. Indicating the applicability of Section 52(1)(i) of the Copyright Act and the limiting principle of fair use, the Division bench identified the triable issue as – whether the copyrighted work in the course pack was justified by the purpose of the course pack, i.e. for instructional use by the teacher for the class. The Division bench however, refused to grant interim injunction to the publishers and directed the Defendant No.1 to maintain records of the course packs photocopied and supplied by it and submit six monthly statements to the Court.

Further, in the remanded suit, the learned single Judge refused to grant the applications for impleadment/ intervention filed by Association of Publishers in India, Federation of Indian Publishers and Indian Reprographic Rights Organisation, the entities which had intervened in the appeal before the Division Bench, reasoning that the suit was remanded for determination of a question of fact and therefore, no entity other than that parties to the suit would have any role in it. However, as requested by the counsel for the entities, the Hon'ble Court has stayed the application and allowed the entities four weeks' time to seek clarification from the Division Bench.



Banking and Project Finance

Issuance of Reserve Bank of India (Access Criteria for Payment Systems) Directions 2017

The Reserve Bank of India (“RBI”) has issued a notification dated January 17, 2017 pursuant to which the RBI has issued Reserve Bank of India (Access Criteria for Payment Systems) Directions 2017. These directions came into effect on January 19, 2017 i.e. the day on which they were placed on official website of RBI.

State Bank of India (“SBI”) to hike stake in two credit card Joint Ventures

As demonetisation is increasingly driving consumers to spend online, SBI is seeking to increase its stake in its two credit-card joint ventures with American conglomerate General Electric. SBI seeks to increase its stake to at least 51% from 40% in the back office and technology arm GE Capital Business Process Management Services, and to 74% from 60% in SBI Cards and Payments, which markets and distribute credit cards.

Revisions in NBFC Master Directions

The RBI has vide its notification dated February 02, 2017, revised the following Master Directions to reflect that NBFC-MFIs shall be under obligation to ensure that the average interest rate on loans sanctioned during a quarter does not exceed the average borrowing cost during the preceding quarter plus the margin, within the prescribed cap.

- a. Master Direction -Non-Banking Financial Company - Non-Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016; and
- b. Master Direction - Non-Banking Financial Company - Systemically Important Non-Deposit taking Company and Deposit taking Company (Reserve Bank) Directions, 2016.

Banks can encash Security Receipts (“SR”) issued by Asset Reconstructions Companies (“ARC”)

The Finance Minister of India Mr. Arun Jaitley has, in the Union Budget – 2017, allowed the listing of SR issued by ARC at the SEBI registered stock exchanges. Accordingly, the banks will now have an option to exit the unsold portion of the bad loans that are held as SR in the bank’s books of account.

Draft Reserve Bank Commercial Paper Directions, 2017

The RBI has vide its notification dated February 02, 2017, has placed draft revised directions on commercial paper i.e. Reserve Bank Commercial Paper Directions, 2017, on RBI’s website for public comments. The comments on the draft directions can be sent by February 24, 2017.

Draft Guidelines on Interest Rate Risk in Banking Book

The RBI has vide its notification dated February 02, 2017, has placed draft Guidelines on Interest Rate Risk in Banking Book, on RBI’s website for comments. The comments on the draft directions can be sent by March 03, 2017. Interest Rate Risk in Banking Book (“IRRBB”) refers to the current or prospective risk to a bank’s capital and earnings, arising from adverse movements in interest rates that affect banking book positions. Excessive IRRBB can pose a significant threat to a bank’s current capital base and/or future earnings if not managed appropriately.



Recent events

Clasis Law's Annual Retreat

Members from both Mumbai and New Delhi offices of Clasis Law returned refreshed from their 3 days annual retreat to Chandigarh. While the Mumbai team flew down to Chandigarh, the Delhi teams made the most of the breezy weather and drove to the destination. The teams were hosted at the beautiful and luxurious The Lalit at Chandigarh.

The objective of the retreat was to reflect on the year gone by and to invigorate the teams for the challenges of the year ahead. This retreat was also an opportunity to relax and foster camaraderie amongst members of other teams from both the offices.

While the official programme was in the nature of a conclave titled "Play to Win" which was aimed to inspire young lawyers to take up the challenging leadership roles as also to instill in them the values of hard work, innovation and excellence.

Apart from the conclave everyone had ample free time to bond over team building and fun activities and on both the nights everyone got to tap their feet on Punjabi Dhol and DJ.

Despite of tight deadlines, lawyers managed to work and enjoy their time at the retreat. We must say that everyone returned back motivated and with passion to take up more challenging roles.



World Energy Policy Summit

9-10 February 2017, ITC Maurya Hotel, Delhi

Parul Kashyap, Counsel attended the 6th edition of World Energy Policy Summit (WEPS) which is a reputed annual conferencing platform for sharing high-quality knowledge, insights and perspectives on national and international energy issues and developments. The theme for this year, 2017, was: "Building A New Energy Future, Together".



Offbeat

Exam Stress

Parents can play important role to help children cope with exam stress. Not only child but also parents cope with stress when they see their children coping with exam stress. Just few tips to help your child to cope with exam stress.

- **Know the exam schedule:**

Pin the exam timetable up prominently at home, with each exam to be taken highlighted. Diary the date and time of each paper your student has to take. In the stress of the whole exam period you need to be always aware when they have to be in the examination centre.

- **Help to Build Positive Attitude:**

Help your child to imbibe positive attitude if he or she is scared of exams. Positive attitude will make your child confident and help to reduce exam stress. However, make sure that you child is not overconfident during exams. Try to support your child as much as you can so that the exam stress does not affect the performance in other papers.

- **Help them maintain a well-balanced daily routine:**

You should ensure your child has a proper balance between study and rest. After an exam they need time to rest and recharge before they can do any beneficial study for the next paper. What you eat and drink affects your performance in any activity, especially one involving mental sharpness. Grazing on junk food is very tempting at times of increased stress. Avoid this at all costs.

- **Success is always a team effort:**

Drawing on the support of everything that is potentially positive in a student's life helps to maximise exam performance. Such supports include a heightened awareness on the part of all family members in their interactions with the person doing exams, appropriate interactions with their friends, and participation in any sporting or social activity that is not injurious to ongoing success in the exams. All these factors help to maintain a student's spirits during such an extended exam period.

- **Avoid Questioning and Putting Pressure:**

Avoid bombarding with questions as soon as your child arrives. Let him or her relax for some time after coming back and then you can chit-chat with your child. If you want, you can review the question papers with your child after the exams are over.

- ☑ **Listen to the story of the day and move on:**

After each day's exams allow your child to recount to you their daily story. Do not be tempted to review in detail with them any errors or omissions in the paper. Such a process achieves absolutely nothing, other than to increase the student's stress levels. Simply allow them the time and space to tell their story and move on to the next challenge, the next paper.

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