

Position Title	Assistant General Counsel
Superior Position Title	General Counsel
Level	Deputy General Manager
Company	Apraava Energy
Division	Legal
Location	Mumbai

1. JOB PURPOSE

Business Context:

Apraava Energy a 50:50 joint venture between CLP group, one of the largest investor-owned power business in Asia and Caisse de dépôt et placement du Québec (CDPQ), one of Canada's leading institutional fund managers. Apraava Energy has a diversified and environment-friendly power generation portfolio of ~3000 equity MW comprising both Conventional (~2000 MW) and Renewable (~1200 MW) assets.

Apraava Energy was one of the first companies to identify the potential of renewable energy in India. The company entered this space by building its first wind farm in 2009. Since then, Apraava Energy has gradually grown its wind energy portfolio and is now spread across six states generating nearly 1,000 MW and another 250 MW under implementation. Wind energy has been an integral part of Apraava Energy's business strategy. It is expected to continue making a vital contribution not only to Apraava Energy's growth plans for India but also to its commitment towards reducing its CO2 emissions.

Apraava Energy forayed into solar power generation with a 100 MW plant in 2016 through a joint venture in Veltoor, Telangana. Apraava Energy acquired two more solar plants in 2018. In 2020, Apraava Energy increased the size of its solar energy portfolio by more than 70% by entering into an agreement to acquire three of its solar projects.

In line with Apraava Energy's vision of investing in a low-carbon and clean energy portfolio, Apraava Energy marked its entry into the power transmission sector in 2019 with the acquisition of 240 km transmission line. With this, Apraava Energy has broadened its portfolio to straddle two out of the three main segments in India's power value chain. In 2021, Apraava Energy added ~254 km transmission line project to its portfolio.

The company has also built a 1,320 MW supercritical coal-fired power plant in Jhajjar, Haryana. The Jhajjar Power Plant has been commercially operational since mid-2012. It is one of the first few power plants in India to operationalize the Flue Gas Desulphurization (FGD) unit which helps reduce ~ 85% of SO2 emissions. The plant has also won the Frost & Sullivan and TERI Jury Special Mention Award in 2019 for reducing its specific water consumption to 2.11 m³/ MWh against a statutory limit of 3.5 m³/ MWh.

Job Purpose:

The legal function has been and is growing into a robust self-sustaining back-bone for the business. The team is agile and ready to make changes to support the dynamic and innovative work of the company. For this purpose the team is growing and needs to build its internal functions and verticals. The power sector is rapidly innovating and evolving. Constant reforms in the regulatory practices substantiate a quintessential requirement for the legal team to be dynamic as well. Not only does the team function like an in-house law firm, but also as a strategic partner to the business units. It has been providing strategic advice across all of Apraava Energy's businesses and locations. It is becoming a one-stop solution provider, delving into risk mitigation with the object of compliance to all statutory, legal and regulatory requirements keeping the growth mindset of the business front and center.

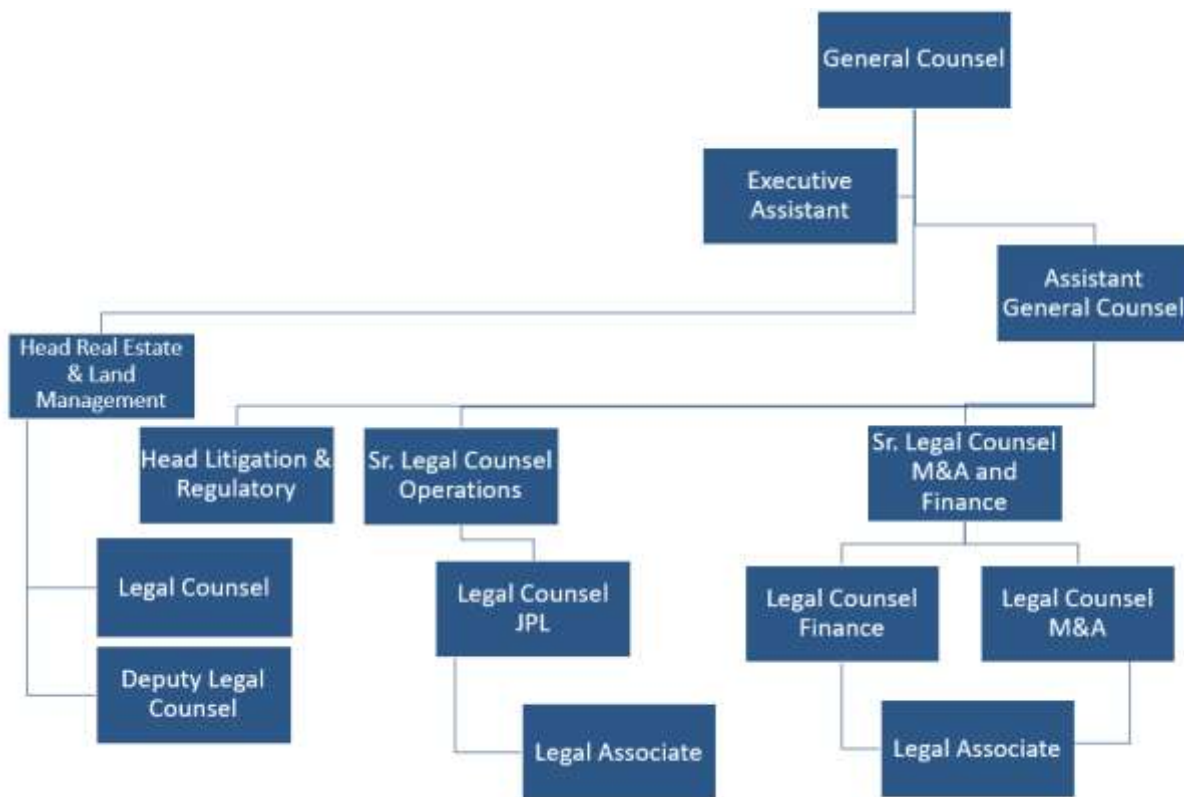
The growing work of the legal team warranted an internal reshuffle that optimizes use of existing resources and hiring new talent. While the company remains focused on low-carbon growth and exploring potential opportunities, the legal team simultaneously is building structures and skills to support the business needs.

As the work of the legal team has grown over the years, expertise built, and now, there is a need to nurture the second line of leadership. With the business context in mind, the role of Assistant General Counsel will optimize the use of the skills we have in the team, while providing scope for individual growth.

This position will assist the General Counsel, provide expert and strategic legal advice to management, anticipate issues and estimate risks strategically. The Assistant General Counsel will need to evaluate and weigh multiple inputs and impacts of any decision or course of action undertaken by the Apraava Energy Group, with the objective of ensuring that the Company is in compliance with applicable laws and regulations; and the interest of the company is protected within the limits of laws, regulations and market practice and the internal policies of CLP Group.

This Assistant General Counsel will build verticals, hire new talent and take the team into new forays of work. This role will lead a team of lawyers who focus on Operations, M&A and Finance and Litigation & Regulatory. The person will actively participate in new energy and innovation practices and project contracting. Additionally, this person will have the task of setting up the regulatory practice of the team, a growing need for legal compliance in India.

2.ORGANIZATIONAL CHART



3. PRINCIPAL ACCOUNTABILITIES

Accountabilities	Major Activities
<p>I. Act as a legal advisory to all Apraava Energy businesses and departments to help the organization achieve its strategic objectives</p>	<ul style="list-style-type: none"> ▪ Drive the implementation of legal strategy and delivery of legal services within the company and support the General Counsel in ensuring that key legal decisions are arrived at with the consensus of the management team ▪ Collate and maintain required information to help the General Counsel in reporting legal compliance of each business / department of Apraava Energy to CLP group on finalization by the India MD ▪ Provide legal advice to all Apraava Energy businesses and departments highlighting legal risks, when necessary, on a broad range of issues pertaining law including but not limited to applicable Government laws and regulations, commercial / international contracts, company policies, mergers and acquisitions, litigation etc. without losing sight of strategic/commercial objectives. ▪ Identify risks and propose alternative strategies in order to mitigate risks while accomplishing the preferred path forward for the projects. ▪ Actively work with all the departments and functions of the organization, at multiple levels, to provide business critical and day to day strategic advice to the management. ▪ Represent Apraava Energy and communicate its legal stand and opinion on critical issues / concerns in the power industry (as and when required). ▪ Represent the department, in the absence of the General Counsel, before the internal and external stakeholders, as required. ▪ Actively participate providing inputs and advice in strategic decision making on investments, divestments, bid participation, regulatory/policy advocacy, litigation, strategic negotiations, change in law/policy etc. ▪ Provide legal advice to various heads of department in consultation with the General Counsel, on a broad range of issues pertaining to law including but not limited to applicable government laws and regulations, commercial / international contracts, company policies, mergers and acquisitions, litigation etc. without losing sight of strategic/commercial objectives ▪ Support the General Counsel in providing legal support to enable key business decisions on value chain integration, corporate M&A and partnership opportunities by highlighting the key benefits as well as risks to enable the expansion of the business and achievement of growth plans.
<p>II. Verticals A. Operations</p>	<ul style="list-style-type: none"> ▪ Determine the scope for business development (investment or acquisition) for Apraava Energy in any State, by conducting due diligence on legal and regulatory framework for the same. ▪ Develop contract structures in consultation with the General Counsel and guide the Legal team in drafting and negotiating high value construction and operational contracts such as EPC

	<p>contracts, O&M contracts, PPAs, FSAs, large procurement contracts, turnkey contracts.</p> <ul style="list-style-type: none"> ▪ Lead the project documentation in line with Apraava Energy terms and conditions with the objective of safeguarding both its legal and commercial business interests. ▪ Review/ participate in identification of anticipated legal issues/disputes and discuss/ brainstorm with the team as needed ▪ Lead complex project transactions, provide mitigants and legal advice to the management to handle the same and support cross departmental teams as needed.
<p>B. M&A and Finance</p>	<ul style="list-style-type: none"> ▪ Oversee the financing documentation process to ensure timely financial closure for projects with the objective of safeguarding Apraava Energy's interests by adhering to project timelines. ▪ Conceptualize new and beneficial financing and securities structure in consultation with the General Counsel and brainstorming with legal team and finance team and draft documentation for financing and securities structures; generate buy-in from HK (Finance & Treasury/Legal/ Company Secretarial) and cross departmental teams on the same by guiding them through its pros and cons and risk mitigation strategies. ▪ Guiding team in drafting and negotiations of financial documents/ security structures and review the same. Resolve any escalations in financing documentation requirements and creation of securities. Participate and/ or supervise in contract negotiations and discussions of security structure with lenders' counterparty. ▪ Review briefing notes prepared by subordinate. Liaise with the HK teams (Finance & Treasury/Legal/ Company Secretarial/ BDMO/Group Operations/Innovation) on the proposed structure and guide them through the proposed transaction and discuss the pros and cons of the transactions and the strategical risk mitigants. ▪ Supervise CP Management by the subordinates and handle escalations for CP management, if necessary. Present legal risk matrix to senior management in Apraava Energy and Group Legal in HK.
<p>C. Litigation & Regulatory</p>	<ul style="list-style-type: none"> ▪ Handle all litigation cases which are filed against the company/ which company files against a third party - involves activities like filing cases, briefing external advocates for proper representation in the court, collating information from all sources, forming arguments, organizing out of court settlements etc. ▪ Support and implement preventive legal strategies to help minimize litigation, third party disputes and other potential legal and business problems and issues, in consultation with the General Counsel. ▪ Support and implement an effective regulatory affairs program by building the regulatory practice vertical, keeping in mind the dynamic changes in India. ▪ Drive an organization wide awareness on legal implications of all business transactions to ensure that business activities carried out adhere to relevant laws and regulations.

	<ul style="list-style-type: none"> Work along with the General Counsel to make representations to the Government with regards to statutory legal policies to safeguard Apraava Energy's interests.
<p>III. People Management in order to maximize retention and performance of team members.</p>	<ul style="list-style-type: none"> Map team's competencies to role requirements to ensure right people with right jobs thereby promoting a high-performance environment. Recruit right talent, where needed, in consultation with the General Counsel. Set KRAs and KPIs for direct reports, in consultation with the General Counsel, and coach them to achieve these goals Create the right atmosphere for the team by providing continuous feedback, support and guidance to the team basis their performance and set goals. Guide the team in preparation of project contract and participate in negotiations with the external stakeholders; depending on the nature of the project finalize the law firm to be appointed. Identify need for external legal resources for each transaction. Monitor their work progress and provide inputs on performance.
<p>IV. Build and maintain mutually beneficial relationships with internal and external stakeholders</p>	<ul style="list-style-type: none"> Organize sessions with the internal stakeholders on the areas of intersectionality of law and the various businesses. Pro-actively create and maintain legal awareness of employees on relevant laws and regulations. Interface with internal stakeholders, customers, contractors and other external stakeholders (e.g. government authorities, Electricity Regulatory Commissions, external law firms, Association of Power Producers, WIPPA, banks and financial institutions etc.) to help meet the strategic objectives of the company. Proactively drive review of proposed laws and policies and assess their impact on Apraava Energy, to provide a perspective on the same either directly or through the relevant industry associations.

4. MAJOR CHALLENGES

<ul style="list-style-type: none"> Dynamic changes in the regulatory sector
<ul style="list-style-type: none"> Figure out alternative solutions to ensure smooth end to end execution
<ul style="list-style-type: none"> Competing priorities of the various businesses

5. DECISIONS

Decisions made by job holder

As per the defined authority matrix
Approvals within the budgets defined and decision matrix
Litigation strategies to help handle all cases which are filed against or on behalf of the company
Hiring external resources for legal analysis and representing Apraava Energy in court

Recommendations to or approval by superior

Appointment of Lender’s Legal Counsel and Borrower’s Legal Counsel during financial transactions
Appointment of external consultants for support in legal documentation
Approval for legal expenses incurred for Projects

6. INTERACTIONS

Internal Clients

Roles you need to interact with inside the organization to enable success in your day-to-day work
All businesses and departments of Apraava group of companies– Provide necessary legal support
Accounts Department
Company Secretarial Team – India & HK
CLP Group Finance – HK
CLP Group Legal – HK
JPL steering committee
CPO & COO group meetings on various areas of business
Renewable Energy Steering Committee
CLP Group BDMO
CLP Group Operations
CLP Group Innovation

External Clients

Roles you need to interact with outside the organization to enable success in your day-to-day work
Auditors – Approval on statutory legal compliance
Banks – Negotiating Financing and Security Structure Agreements
External Law Firms/Consultants – Legal documentation support
Suppliers, Vendors, Contractors, OEMs, O&M service providers, Project consultants
Regulatory Authorities
Power Customers
Industry Committees and Associations
Independent Power Procurers
C&I Customers
Project development partners

7. SKILLS AND KNOWLEDGE

Educational Qualifications

<ul style="list-style-type: none"> ▪ Minimum Qualification: LLB

Functional Skills

- Understanding of and experience in the power sector
- Indian laws relating to the energy/power industry
- Drafting, negotiating, reviewing and managing high value short/medium/long term commercial contracts and project financing agreements.
- Management of negotiations, disputes (litigation, arbitration etc.) with customers (bid documents, PPAs), contractors (EPC, O&M Contracts), government agencies (bidding guidelines, new laws) and JV partners (JV/Share Purchase Agreements, Shareholders' Agreements)
- Knowledge of laws relating to operations of a wholly owned subsidiary of a foreign company
- Communication and Influencing Skills
- Negotiating skills
- Oral and written communication skills – ability to effectively and concisely capture issues, and to adapt communication of the same to the relevant audience senior management, customers, contractors and other stakeholders and simplify complex legal matters as necessary. One must be able to put in plain words to business team, with varying degrees of interest in legal sophistry, the pros and cons of various legal alternatives. The converse is necessary too, where one must be able to clearly explain and translate business objectives to other legal experts.
- Inter-personal skills – ability to work with various cross departments, proactively building teams and develop effective client/customer relations and the ability to manage outside legal counsel and developing strategy for litigation, regulatory and business-related proceedings.
- Leadership Qualities – ability to lead, mentor, attract, develop, direct, motivate and drive performance from team.
- Relationship management - Excellent relationship management skills necessary for interaction with various stakeholders (internal and external) to achieve organizational goals.
- Advisory - Ability to provide holistic business critical (techno commercial legal) advice to senior management.
- Risk identification and mitigation - Ability to identify risks and propose alternative strategies in order to mitigate risks while accomplishing the preferred path forward for the project if possible.
- Ability to multi-task and oversee multiple issues simultaneously with possible conflicting schedules.
- Ability and willingness to timely meet fluid and changing priorities.
- Excellent judgment and analytical skills.
- Proficient understanding of business sensitivities and confidentiality.
- Ability to apply a practical rather than theoretical focus to legal issues with a view to finding viable business solutions for those legal issues.
- Ability to obtain and review complex information and clearly articulate conclusions and associated recommendations.
- Ability to supervise and train employees, to include organizing, prioritizing, and scheduling work assignments.

Relevant and total years of Experience

- Overall experience: 15 - 20 years
- Specific experience: 10-15 years in Infrastructure, specifically power sector