



Ashwini Jayaratnam - Partner

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Bio

Ashwini Jayaratnam is a Co-Leader of DarrowEverett's Business Litigation & Dispute Resolution Practice Group, with over a decade of experience representing clients in all stages of litigation, from complaint through trial and appeal. Her practice is primarily focused on complex commercial cases, where she represents and advises owners of private, closely held entities in disputes involving fiduciary breach, restrictive covenants, freeze-out mergers, and shareholder buyouts. She has procured favorable judgments and settlements for partners and shareholders in lawsuits over interpretation and enforcement of contractual restrictions on share transfers, judicial dissolution, access to books and records, and the right to an accounting.

Ashwini also has experience in a variety of general litigation matters, including commercial and residential real estate, labor law, and federal and state anti-discrimination statutes. In this capacity, she has successfully litigated on behalf of luxury real estate purchasers in suits concerning failure to disclose material defects, and has obtained pre-trial dismissals of labor law and ADA claims on statute of limitations and *res judicata* grounds.

Practice Areas

- [Business Litigation & Alternative Dispute Resolution](#)
- [Corporate & Business Transactions](#)
- [Commercial Real Estate](#)

Prior Experience

Prior to joining DarrowEverett, Ashwini was Counsel at Brewer, where she was the lead attorney defending a prominent corporation in an action by a state attorney general for constructive trust and receivership. Before that, she was a litigator at Davidoff Hutcher & Citron for several years. Ashwini began her legal career at Ropes & Gray.

Representative Matters

- Successfully obtained dismissal at the pleading stage of claims seeking to hold our client, a corporate officer, personally liable for alleged defects in products sold by the corporate entity. The plaintiff asserted multiple claims, including breach of contract, fraudulent and negligent misrepresentation, negligence, fraud in the inducement, negligent hiring and training, violation of the Ohio Consumer Sales Practices Act, and civil conspiracy. The court granted our motion to dismiss, ruling that the plaintiff failed to plead individual liability under either the alter ego doctrine or the personal participation theory, resulting in a complete dismissal of the claims against our client.
- Defended a MarTech company in breach of contract litigation filed in an unfriendly federal district, resulting in the plaintiff's payment of a six-figure settlement to our client prior to being required to file an answer. We immediately engaged in voluntary disclosure of information pre-discovery to demonstrate facts disproving the plaintiff's case and forcing a settlement without our client incurring the added cost, expense, and time associated with discovery and protracted litigation.
- Succeeded in defeating a motion to remand to state court, winning on both fraudulent joinder of non-diverse defendants and relation to a pending bankruptcy proceeding as independent grounds for federal jurisdiction.
- Represented general partners in action arising out of alleged recharacterization of partnership loans as capital contributions.
- Earned significant victory on behalf of directors and officers of national solar company being sued by supplier for treble damages award. We identified a defect in the plaintiff's

complaint that precluded it from obtaining relief under the statute it had built its case on. By our continual advocacy of this position, including on a motion for summary disposition, the plaintiff ultimately accepted a low figure in settlement of its claims.

- Represented partnership and managing partners in litigation concerning limited partner's evasion of right of first refusal in partnership agreement by structuring transaction as secured loan instead of sale.
- Represented luxury condominium purchaser in suit against sponsor and architect over construction and design defects, including successfully defending against motion to dismiss and first-chairing mediation that led to favorable settlement.
- Defended craft gin manufacturer against claim by distributor for alleged breach of incentive compensation provision in independent contractor agreement.
- In pre-litigation efforts to reach settlement, counseled 50 percent general partner on various avenues by which to end deadlock with co-partner, including dissolution, buyout and/or a capital call.

Insights

- [LLC's Failure to Execute Operating Agreement Opens Legal Trapdoor - via JD Supra, January, 2025](#)
- [Litigating Arbitration Awards: Federal Courts Decline to Punch the Jurisdictional Ticket - via JD Supra, September, 2024](#)
- [Florida State and Clemson vs. the ACC: Is There a Way Out for Both? - via JD Supra, May, 2024](#)
- [Florida State's Way Out of ACC? Exit Penalties Could Be Ruled Unenforceable - via JD Supra, December, 2023](#)
- [Buyouts of Closely Held Shares: All's Fair Value in Love and War - via JD Supra, December, 2023](#)

Media Appearances

- Media Mention: [Analysis of Clemson/FSU vs. the ACC \(via The State of Columbia, SC\) \(June 2024\)](#)
- Media Interview: [Florida State Suing to Leave the ACC. Here's How It Could Help Clemson Too \(January 2024\)](#)

Bar Admissions

- New York
- Southern District of New York
- Eastern District of New York

Education

- Georgetown University Law Center, Juris Doctor, *cum laude*; Articles Editor, Georgetown Journal of Legal Ethics
- Stanford University, Bachelor of Arts in Economics, *Phi Beta Kappa*

Accolades

- Super Lawyers, 2024 (Closely Held Business, Business Litigation)

