



INDIAN

Mergers & Acquisitions

Corporate Congress

Real insights delivered by real M&A leaders

India's #1 M&A event29th September - 1st October 2008 * Sahara Star, Mumbai, India

Do you know where your mergers and acquisitions are headed for the next two years?

The Indian M&A Corporate Congress is a series of rich insights from India's M&A leaders in conducting best-practice M&A strategy, transaction and execution.

With a dedicated focus on cross-border mid and large cap acquisitions, join us when we explore the opportunities and challenges for the year ahead.

WHO SHOULD ATTEND?

**CEO, MD, CFO, Head of M&A,
Head of Corporate Development,
Head of Legal/General Counsel,
M&A Consultants, Lawyers and Financiers,
Chief Strategy Officer, Partner,
Head of Integration**

WHY YOU SHOULD ATTEND

- Discover how to **successfully identify acquisition targets** and then **execute the acquisition**
- Compare **debt and equity financing structures** to learn how to extract deal value faster
- Gain an update on **due diligence assessments** to avoid messy legal wrangling post acquisition
- Learn how to **structure cross-border M&As** deals to minimise tax liability and exposure
- Assess the **changing regulatory conditions** and implications in global M&A
- Structure the **bid and design effectively** to maximise a deal's value creation

LEARN BEST PRACTICE M&A FROM SOME OF INDIA'S LARGEST COMPANIES!

- Mysore Prasanna**, Group Executive President & General Counsel, **Aditya Birla Group**
- Debashis Poddar**, Vice President & Global Head for M&A, **Tata Consultancy Services**
- Rajiv Saxena**, Head of M&A, **Essar**
- Vinod K. Dhall**, Chairman, **Competition Commission of India**
- Rajeev Vaid**, Vice President, Corporate Development, **IBM Asia Pacific**
- Gayatri Balaswamy**, Former Vice President M&A Integration, **ISG Novasoft**
- Victor Martinez-Angles**, Senior Vice President, Corporate Development, **Genpact**
- Anurag Singh**, M&A Lead, **DuPont India**
- Raj Balakrishnan**, Director M&A, **DSP Merrill Lynch**
- Harish HV**, Partner, National Management, **Grant Thornton India**
- Ajit Anekar**, Partner, **Kochhar & Co.**
- Sameer Nath**, Head of M&A, **Citigroup India Investment Banking**
- Sidharth Rath**, Head of Capital Markets, **Axis Bank**
- Robert Noronha**, Senior Director, **Deloitte Haskins & Sells**
- Dr Ernst-Markus Schuberth**, Partner, **CMS Germany**
- Vivek Gambhir**, Partner, **CMS Central Europe**
- Carlo Paris**, Founder and CEO, **Paris & Partners**
- Sunit Sinha**, M&A Consulting Business Leader, **Mercer Consulting (India)**
- Hiten Kotak**, Executive Director, **PricewaterhouseCoopers**

PLUS DON'T MISS THE 2 ESSENTIAL WORKSHOPS:

WORKSHOP A

Gain best practice insight into conducting M&A transactions

Led by:
Grant Thornton India

WORKSHOP B

Forecasting business scenarios for future international acquisitions

Led by:
Carlo Paris, Founder and CEO, Paris & Partners

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Conference Day One - 29th September 2008

8:30 Registration

9:00 Opening remarks from the Chair

MARKET OUTLOOK

KEYNOTE ADDRESS

9:10 **India's global M&A boom**

- Inbound and outbound activity levels
- What lies ahead for mid and large cap acquisitions?
- Identifying the key drivers for mid-market deals

Harish HV, Partner, National Management, Grant Thornton India

9:40 **Capital markets environment and outlook**

- Domestic and global growth forecasts
 - Impact of currency fluctuations on deals
 - Commodity prices, inflation and interest rate pressures on Indian corporates, and their ability to undertake outbound M&A
 - Global export markets outlook – what sectors will remain strong?
 - IPO market outlook
- Samiran Chakraborty, Chief Economist, ICICI Bank**

10:10 **Forecasting business scenarios for future international acquisitions**

Analysing what it means to run an international business in today's economic and social environments

- What impact will the credit and oil crises have on international business?
- How do you predict future scenarios and gain market visibility?
- Is it better to be a generalist or specialist provider of goods and services?
- If Europe and the USA move into a recession how do you find a new way to survive?

Carlo Paris, Founder and CEO, Paris & Partners

10:40 Morning break

CROSS BORDER M&A

11:10 **Seeking opportunities in distressed targets - is it time to dig for value?**

- Identifying global opportunities in distressed assets
- Conducting proper due diligence and risk management planning in distressed targets
- Learn about the strategies behind some of Essar's global acquisitions to date

Rajiv Saxena, Head of M&A, Essar

11:50 **Corporate restructuring: the legal aspects of growth initiatives & management challenges thereof**

Mysore Prasanna, Group Executive President & General Counsel, Aditya Birla Group

12:30 **Legal aspects of European acquisitions**

- Regulatory and competition law requirements (EU and national)
 - Issues with transactions in Germany
 - Key considerations in transactions in Central and Eastern Europe
- Dr Ernst-Markus Schuberth, Partner, CMS Germany**
Vivek Gambhir, Partner, CMS Central Europe

1:00 **Challenges of Cross-border Mid-Market Acquisitions**

- Identifying suitable targets and establishing vendor interest
- Checklist of do's and don'ts
- Managing cultural sensitivities and stereotypes

- Building a team to manage the acquisition process
- Binoy R V Meghraj, Chairman, Meghraj SP Corporate Finance (Private) Limited**

1:30 Luncheon

REGULATION

2:30 **Regulatory and competition law changes**

- Navigating India's regulatory landscape
- Understanding governance and compliance issues for foreign investors
- FDI regulatory changes
- Prohibition against anti-competitive mergers

Vinod K. Dhall, Chairman, Competition Commission of India

3:00 **Regulatory challenges in cross border M&A deals**

- Legal and regulatory issues for cross border M&A
 - Structuring, foreign exchange regulations, stock exchange rules and corporate issues
- Anand Desai, Managing Partner, DSK Legal**

3:30 Afternoon break

4:00 **Developments in Private Equity backed deals**

- What is the state of the Indian LBO market today? How has the market evolved?
- How are PE firms adapting to the Indian market?
- What is the near to medium term outlook?

Sameer Nath, Head of M&A, Citigroup India Investment Banking

4:30 **Introduction to Special Purpose Acquisition Companies ("SPACs")**

- How are SPACs structured?
- Role of SPACs in Cross-border M&As
- Advantages / disadvantages of SPACs
- Use of SPACs in the Indian context

Kartik Ganapathy, Head of the M&A Practice,

Nishchal Joshipura, Senior Member - M&A, Nishith Desai Associates

5:00 End of Day One

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Conference Day Two

8:50 Opening remarks from the Chair

SOURCING, STRUCTURING & EXECUTING

9:00 **Winning through Merger & Acquisitions**

- M&A strategy design and target identification
- Understanding the larger business context of M&A transactions
- If M&A transfer value from the buyer to the seller, why are corporates so keen on them?
- Best practice target identification tools
- Positioning your company for a M&A
- Measuring synergies and market planning processes

Debashis Poddar, VP Global Head for M&A, Tata Consultancy Services

9:30 **Valuation approaches and negotiating M&A**

- What are the tools and techniques of valuation?
 - Analysing the Income Approach to establish value
 - Understanding the cost of capital essentials for valuation
- Victor Martinez-Angles, Senior Vice President, Corporate Development, Genpact**

10:00 **Successful M&A execution processes**

- Identifying and observing key steps in M&A execution process
- Avoiding poorly structured transactions
- Designing and implementing value creating deals

Rajeev Vaid, Vice President, Corporate Development, IBM Asia Pacific

10:30 Morning break

11:00 **Art of the deal: negotiation and deal protection challenges**

- Successful negotiation strategies
- Drafting and enforcement considerations
- Risk mitigation against competing bidder pressures
- Benchmarking what works and what doesn't

Abhijeet A. Biswas, Director (Head - Cross Border M&A), Singh Advisors

FINANCING

11:30 **Debt funding options - syndicated financing for M&A**

- Leveraging Indian syndicated finance structures
- Using international bond markets for M&A transactions
- Determining working capital and capital expenditure requirements
- Evaluating the impact of leverage in a PE deal
- Do the curbs in funding imposed by the RBI pose a challenge to investors?

Sidharth Rath, Head of Capital Markets, Axis Bank

12:00 **Equity funding structures**

- Outlook for global and Indian equity markets
- General equity structures and current deal trends
- Structuring and negotiating share purchase agreements
- Stock-for-stock and cash options
- Raising cash from private equity
- Applicable laws in local and cross border acquisitions

Raj Balakrishnan, Director M&A, DSP Merrill Lynch

A strategy, due diligence and th India's top deal makers

29th September - 1st October 2008
 Sahara Star, Mumbai, India

- 30th September 2008

Workshop Day Three - 1st October 2008

DUE DILIGENCE

- 12:30 Networking luncheon
- 1:30 **M&A beyond borders: the people dimension**
- Pre deal strategy and planning : how to assess your M&A readiness from a people perspective
 - Linkage of strategic deal drivers to human capital integration strategies
 - The challenge of culture integration in cross-border deals
- Sunit Sinha,**
M&A Consulting Business Leader,
Mercer India
- 2:00 **Financial due diligence – the big picture**
- What is financial due diligence?
 - The process and getting value for money
 - Focus on cash
 - Focus on the future
 - Making good use of financial due diligence
- Robert Noronha,** *Senior Director,*
Deloitte Haskins & Sells
- 2:30 **Tax structuring and leveraging tax planning opportunities**
- Corporate tax, withholding tax, indirect tax considerations
 - Efficient tax acquisition financing
 - Tax structuring in cross border deals
 - Alternative transaction structures
 - Post acquisition tax structuring
- Hiten Kotak,** *Executive Director,*
PricewaterhouseCoopers
- 3:00 **Legal and deal structuring arrangements in local and cross border acquisitions**
- Legal due diligence responsibilities
 - Identifying applicable laws and language
 - Common and hidden due diligence pitfalls
 - Indian rules and regulations for overseas M&A activities
 - Disclosure requirements and Directors responsibilities
- Ajit Anekar,** *Partner,* **Kochhar & Co.**
- 3:30 Afternoon break
- 3:50 **IP due diligence – a necessity, not a luxury**
- Executing non-disclosure agreement and developing an IP due diligence framework
 - Gaining insight into a target's liabilities to reduce
 - IP and privacy issues in M&A transactions
 - Procedural aspects of an IP due diligence
 - Timing of an IP due diligence
 - Identifying IP assets
 - Post-merger IP issues
 - Applicable IP laws in outbound acquisitions
- Gaurang Kanth,** *Managing Partner,*
Kanth & Associates
- 4:20 **IT, HR and employment due diligence**
- What are the key factors in IT's ability to add value?
 - How to assess IT's value
 - Understanding the business and employees
 - Assessing the cost – now and in the future
- Anurag Singh,** *M&A Lead,* **DuPont India**

INTEGRATION

- 4:50 **Integration issues – ensuring post deal value is created**
- Pre-deal considerations to ensure effective post-merger integration
 - Best practice Integration planning
 - Managing HR and business process integration issues
 - Managing third party M&A specialists in the Integration process
- Gayatri Balaswamy,**
Former Vice President, M&A Integration,
ISG Nova Soft
- 5:20 End of Day Two

Workshop A

Gain best practice insight into conducting M&A transactions

Led by:  **Grant Thornton**

Mergers and acquisitions are among the most exciting areas in the world of corporate finance. However, they can also be a long and difficult process. While the current wave cross-border M&A is being driven more by strategic objectives than leveraged buy-outs, successfully completing an acquisition or a sale requires the use of a methodical and comprehensive framework that focuses on delivering the maximum deal value.

This workshop focuses all the key steps involved with conducting best practice M&A transactions. It will provide delegates with a comprehensive framework for the M&A process including; designing an acquisition strategy, target identification, deal execution and integration issues to be considered during the negotiation, and due diligence.

Through the use of real-life case studies to illustrate what does work and what doesn't work, you will finish the workshop having either brushed up your M&A capability, discovered new strategies to help overcome current challenges or if you're new to M&A, help you climb the steep learning curve, quickly.

It will provide delegates with a tool chest of strategies and tips to successfully conduct best practice M&A.

9:00 Introduction course overview and trends in Indian M&A

9:10 Is M&A the right strategy for you?

- Who should think of M&A?
- What drives companies to M&A?
- When should you contemplate an M&A?

Harish H V,
Partner Specialist Advisory Services

9:40 Transaction management

- Developing a successful acquisition or Divestiture Strategy
- Generating, filtering and selecting the leads
- Strategies to approach the leads
- Negotiation and closure

Pankaj Karna, *Partner M&A*

10:10 Morning break

10:25 Valuing a transaction

- The drivers of value in an M&A
- Tools for valuation in an M&A
- Synergy value how real and how driven by the urge to merge
- Valuation and deal structuring. How one can change the other
- 'Walk away' valuation

C G Srividya, *Partner Valuations*

11:00 Deal execution

- Overview of the management and key steps of the execution process
- Key pitfalls and experiences in Due Diligence
- Target valuation
- Deal structuring tips

Vikesh Mehta,
Partner Specialist Advisory Services

11:30 Post deal: maximising deal value through successful integration

- The 100 day plan
- The Long-term plan
- Monitoring the state of the transaction.
- Integration challenges

Mahad Narayanmony,
Partner Transaction Advisory Services

12:00 Lunch

Workshop B

Forecasting business scenarios for future international acquisitions

Led by: **Carlo Paris,** *Founder and CEO,*

PARIS & PARTNERS
BUSINESS & FINANCIAL NETWORK

Being able to conduct international acquisitions presents a unique set of challenges however at the end of the day, it is only a tool to enable you to operate faster in a new market and get new market share.

The macro issues that underline your success in this endeavour require an appreciation of not only macro and micro economic forces shaping markets, but also an insight into the social, political, economic, marketing, logistic and environmental issues as well human resources availability that are unique to the environments you're operating in.

This workshop has been designed as a unique check-up a self diagnosis test for M&A professionals to reflect on where their corporate M&A strategy is heading in the short, medium and longer term, and challenge them to analyse what it means to run an international business in today's economic and social environments.

1:00 Topics to be discussed

- General features of today international business
- Learning from experience about past crisis in international markets
- What impact will the credit and oil crises have on international business?
- How do you predict future scenarios and gain new market shares?
- How to make money in mature markets
- Is it better to be a generalist or specialist provider of goods and services?
- If Europe and the USA move into a recession how to find a new way to survive and grow?

4:30 Close of Workshop

We deal with these 'big' issues everyday but how often do we consider how they impact the markets and businesses we operate in or just do you react to short term necessities?

Take half a day out of the office to track the possible business scenarios over the next few years and start forecasting how your company will meet future challenges.

At the end you will be provided useful tools to consider both internal and external growth and if to look for new M&A acquisitions.

WHY SHOULD YOU SPONSOR?

India is a fast-moving and complex market. The Indian M&A Corporate Congress is the perfect platform to meet the key mid and large-cap corporate M&A executives - the contacts you need for new business. If you provide M&A advice or finance, don't miss out on the opportunity to be involved with India's #1 M&A event.

- Make a presentation and align your CEO with potential prospects and demonstrate thought leadership
- Develop partnerships for the future through the structured networking sessions
- Reach leading decision-makers shaping the market in only two days

For more information, call Jack Lee
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or email Jack.Lee@TonkinCorporation.com

VIP Code

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