Mergers & Acquisitions

How We Can Assist You?

Mergers & Acquisitions can add great value to the business, but ensuring that every step of the process right from valuation to negotiation and completion is successful requires immense knowledge and expertise. Only an expert like IMC Group can handle the process in an efficient manner.

- Our services are designed to help you attain your strategic business goals by identifying and implementing opportunities to acquire or merge with other businesses.
- Our global reach can help you avail our services from anywhere in the world.
- Tax reforms and regulatory restrictions can influence a deal but we can safeguard you with our team of dedicated specialists who can address any specific challenges that may arise.

Our Approach

According to the recent global survey, less than one-third of all Mergers & Acquisitions deals actually create value. This is owing to the challenging market conditions and the multitude of challenges faced by both the parties to perform successful acquisitions, integrations or disposals. Our approach is framed in a way to assist you in identifying and enhancing value throughout your investment lifecycle. We pay strong emphasis on creating value and the early identification of key risks and benefits.

We understand that the intricacies of a deal are unique in every case and hence we conduct a SWOT analysis for our clients. Our approach is tailored to focus on your risks, complement your strengths and support your areas of need. Just like each case is different, we also believe that nuances of each industry sectors are unique too. Our team brings in extensive experience across a wide range of industries and has an in-depth understanding of all nuances that can impact a deal. We can act as your mentor and guide you through the opportunities and challenges that may come your way.

Our Services

Our wide range of services enables us to serve you seamlessly throughout the Mergers & Acquisitions cycle.

OUR SERVICES

Buy-side Services

- Pre-deal Evaluation
- Bid Support and SPA Assistance

Sell-side Services

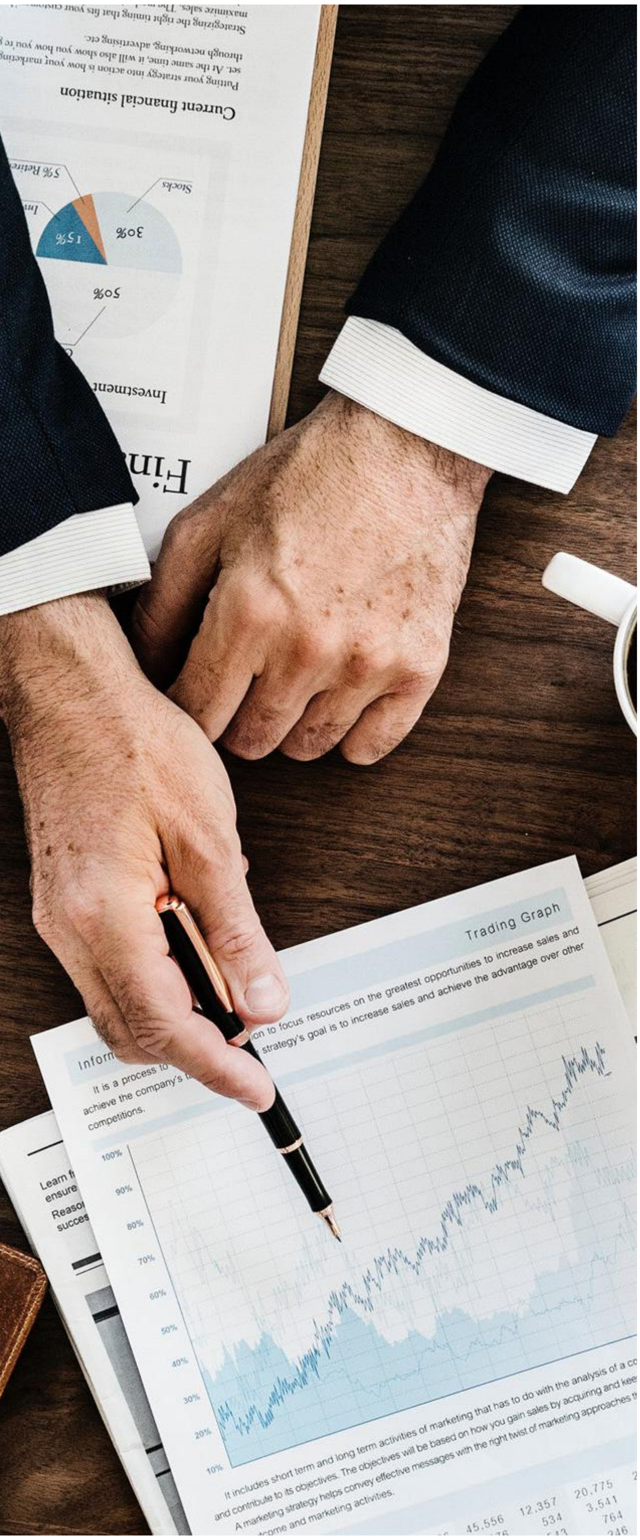
- Vendor Due Diligence
- Vendor Assistance

Post-deal Serivces

- Integration Planning
- Follow-up Financial Review

Due Diligence

- Financial Due Diligence
- Tax Due Diligence
- Commercial Due Diligence
- Share Purchase Agreement (SPA) Advisory
- Regulatory Due Diligence
- Background/FCPA Due Diligence
- HR Due Diligence
- Environmental Due Diligence
- IT Due Diligence



Buy-side Services

Pre-deal Evaluation

We help you to evaluate a deal and identify the potential risks and pitfalls that you may face in future. Pre-deal evaluation not only helps you to save time but also limit the costs spent on deals that may not work.

We undertake the following responsibilities:

- Identifying the business environment and understand the structure of the company
- Identify the shareholding and management pattern
- Conduct SWOT analysis and assess the strengths and weaknesses of the company against industry benchmarks
- Perform a high-level financial review
- Identify any tax and legal issues which might require further investigation
- Investigate the sustainability of cash flows
- Identify and analyse the impact of a deal

Bid Support and Sale and Purchase Agreement (SPA) Assistance

We work alongside our client during the auction process and provide full support in identifying and analysing key issues which can influence their bid. We also help our clients identify issues which require reflection in the sale and purchase agreement. We provide our assistance in preparing consideration valuation.

We undertake the following responsibilities:

- Clearly draft a sale and purchase agreement so as to protect against adverse contingencies
- Identify issues which require contractual protection in the agreement
- Propose and review a purchase price adjustment mechanism
- Review and draft accounting policies and procedures
- Setting-up the most efficient and flexible transaction structure
- Considering the financial definitions for inclusion in the agreement

Sell-sideServices

Vendor Due Diligence

Vendor due diligence aims to maximize value, minimize disruptions and avoid any last minute surprises through the disposal process. We assist with deeper insight and a better understanding of the risks uncovered, early detection of issues and synergies which may affect the perception of value.

Vendor Assistance

We provide end to end project management services to our clients. It includes assisting them at various stages of the disposal process, right from the arriving at the consideration to the post-disposal actions, including interim planning and execution stages. Moreover, we also provide dataroom support and other services like preparation of standalone financial information, tax information, etc. to our clients who are considering the sale of their business.

Due Diligence

Financial Due Diligence

Under financial due diligence, we help the potential acquiring company to access the financial position of the target company before the acquisition takes place.

We undertake the following responsibilities:

- Assess the valuation adjustments like EBITDA analysis and net debt
- Identify and analyze revenue and cost trends
- Evaluate historical financial performance
- Understand key business drivers
- Analyse the quality of earnings, cash flows and margins
- Identify any additional requirement for investment in capital expenditure or infusion of funds to manage working capital
- Identify any off-balance sheet liabilities, commitments and onerous contracts that are not disclosed in the books of accounts.
- Identify representations and warranties for inclusion in the SPA

Tax Due Diligence

Under tax due diligence, we address various tax-related challenges encountered during the Mergers & Acquisitions deals. Since the tax laws keep changing, they are highly complex and can adversely affect a deal. We advise our clients on General Anti Avoidance Regulations, indirect transfer of assets, restricted debt push-down options and interest deductions.

Commercial Due Diligence

We carry out commercial due diligence on the shortlisted potential targets in order to assess the sustainability of target's business model with its external environment which includes competition, market, trends, margins, forecasts, etc. We carry out a comprehensive review of the target's business plan in lieu of the projected market conditions, industry and competition.

Regulatory Due Diligence

Under regulatory due diligence, we review the adherence and compliances to various laws, legislations, regulations, enactments and commercial obligations by the target company. It includes adherence to company law, SEBI laws, Foreign Exchange Management Act (FEMA), Foreign Direct Investment (FDI) policy, Employment and Industrial laws, Intellectual Property Right (IPR) laws, Environmental, health and safety laws, etc.

HR Due Diligence

We identify potential human resource opportunities and challenges faced during Mergers & Acquisitions transaction. It involves identifying HR issues, workforce events, synergies between both the workforces, key implementation concerns, benefits to be provided to employees, etc.

Post-deal Services

Integration Planning

We offer full support right from the day after the merger and acquisition takes place and till the full integrationis done. Post-deal services include identifying immediate actions to be undertaken by the business, controls to be exercised, protecting the value identified pre-deal and securing the business and its people.

We undertake the following responsibilities:

- Work towards aligning the post-deal activities and plan the overall strategy, objectives and priorities
- Identify the resources required from both the parties and external advisors
- Prepare a robust communication plan for better reporting and governance procedures
- Provide ongoing support to the business
- Making incentive plans, retention plans and advising on retention of key personnel
- Analyse the existing controls and devise more controls if required
- Monitoring interim performance and coordinating with internal auditors to implement their recommendations
- Appointing a programme leader who can act as a contact point to coordinate the immediate activities and to set up the overall post-deal programme
- Define specific checkpoints to track and monitor the overall performance

Follow-up Financial Review

Our team of professionalshavespecialised knowledge to cater to all your post deal requirements. We develop a deeper understanding of your business and take care of the financial requirements like the implementation of new pension arrangements and new incentive schemes. We can also assist with implementation of international financial reporting standards and other regulatory requirements.

We undertake the following responsibilities:

- Perform post deal completion due diligence and follow-up
- Identify, resolve and mitigate any risks and issues identified during the completion process
- Provide assistance with transitional and interim reporting
- Review the purchase price consideration accounting and identify any fair value adjustment
- Advise and assistwith GAAP/IFRS conversion process
- Review the new remuneration policy, pension scheme and other important areas
- Resolve any disputes related to accounting, remuneration and pension plans
- Facilitate delivery of the value identified pre-deal
- Identify the required working capital and assist you with refinancing

Specialised Services

Private Equity Syndication

As a part of private equity syndication, we advice clients to identify, evaluate and tap investment and exit opportunities. Our strong relationships with a large number of global and India based financial sponsors like leading private equity funds, hedge funds, venture funds and institutional investors have helped our clients in multiple ways.

We undertake the following responsibilities:

- Provide advice on all aspects of deal structuring and negotiations
- Provide top quality transaction and syndication advice and insights to corporations, entrepreneurs and investors
- Provide transaction structuring, valuation analysis and positioning, DD and its coordination, term sheet, negotiation, closure advice

Debt Solutions

We help our clients to better manage their finances and offer robust debt solutions. We have extensive experience and provide meaningful insights to help our clients stay debt-free and gain financial freedom.

We undertake the following responsibilities:

• Advice on debt restructuring, capital raising and financing

• Provide debt solutions like debt consolidation, debt settlement, debt management, self-repayment plan, bankruptcy, ostrich method

Strategic Consulting and Family Office Setup

We provide strategic consulting and family business advisory for setting up family business. We provide an independent and objective advice on a variety of family office aspects including structuring, governance, infrastructure solutions, etc.

We undertake the following responsibilities:

• Setting up family office structure

• Determine the investment objectives and philosophy of the family

• Ensuring wealth preservation by advicing on investment management

• EvaluatE of the overall financial situation

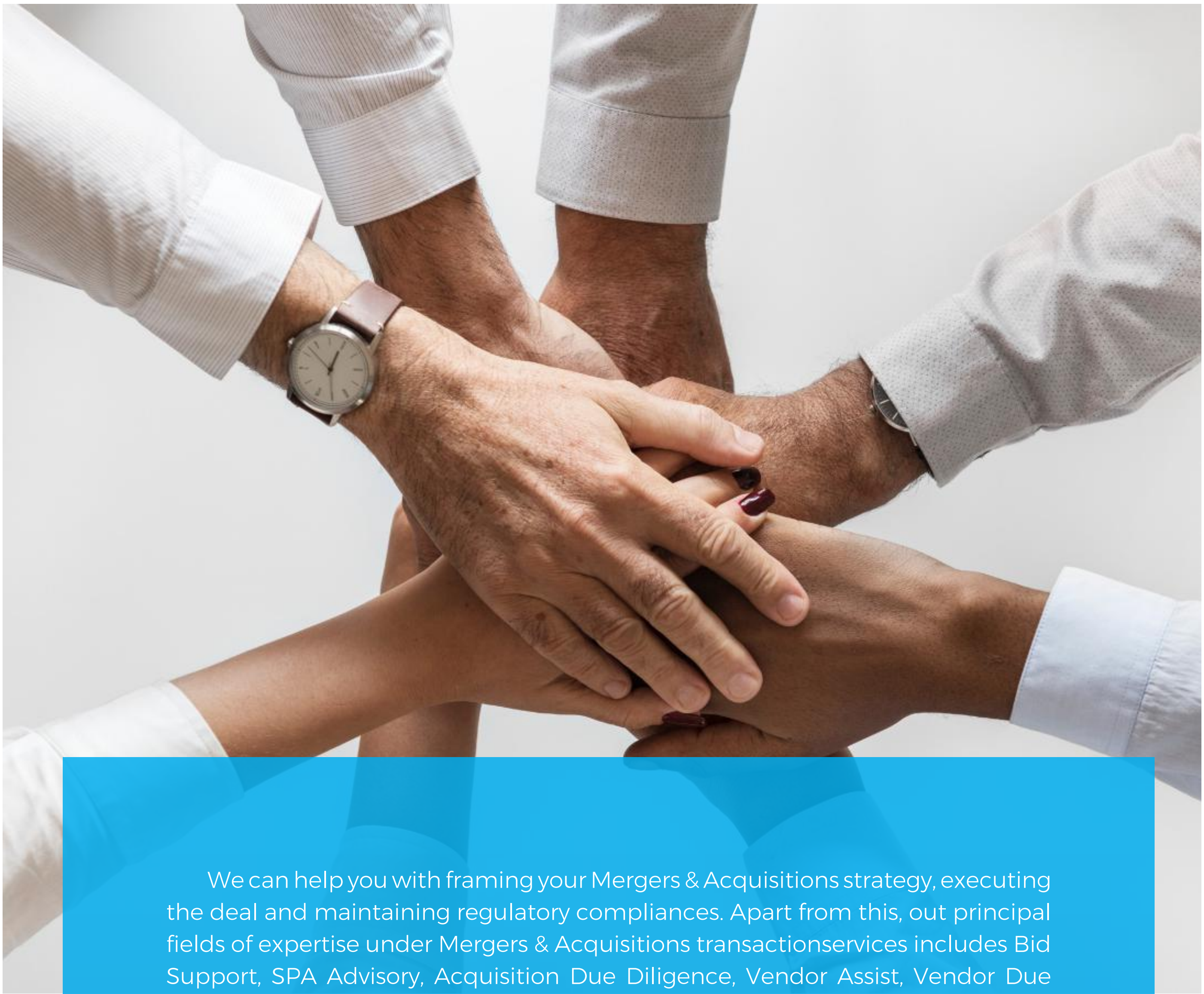
• Managing liquidity and risk profiles

• Guidance in planning a donation strategy

• Devicing conflict management processes

About IMC

IMC is a cross border advisory firm mainly focusing on the Asia, Middle East and Africa region. We offer Mergers & Acquisitions services to clients from different industries.We pride ourselves in having the ability to find robust and practical solutions to any issue within our service lines.



We can help you with framing your Mergers & Acquisitions strategy, executing the deal and maintaining regulatory compliances. Apart from this, out principal fields of expertise under Mergers & Acquisitions transactionservices includes Bid Support, SPA Advisory, Acquisition Due Diligence, Vendor Assist, Vendor Due Diligence and much more.

We are dedicated to providing quality services and customised solutions to our clients maintaining highest standards of excellence. Our team is committed to rendering efficient, timely and responsive services.

As business advisors, we add value to our client's business by anticipating probable risks, foreseeing changes and providing comprehensive solutions to enable our clients to succeed.The insights and quality services we deliver help our clients build trust and confidence in us.

We have a global presence with __7__ offices in __5__ countries. We have been successfully serving client for over a decade and have a huge clientele base across the globe.

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