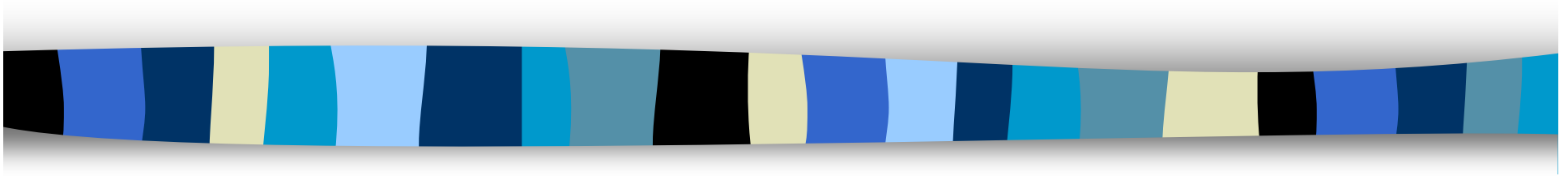


# Corporate Consultants



Overview



## Our Vision

Corporate Consultants has set out to become India's preferred consultancy catering to the growth needs of the SME Sector with a specific focus on providing customised, innovative and cost effective solutions for their Funding, Restructuring, M&A, Legal, Investment Banking & Strategic Alliance needs.

# The Team

## **Mr. Vinay Talwar**



More than 27 years experience in financial, IT and Telecom consultancy. Successfully promoted and set-up two leading software, internet services and computer education service companies. Handled 3 IPOs. Negotiated Strategic Alliances and Equity Participation with World leaders. Worked out Entry Strategies, Restructuring Plans, Loan Syndication deals. Executive Committee Member of the Telecom Equipment Manufacturer's Association (TEMA). Member of the National Communications Committee of the Confederation of Indian Industry (CII). Founder National Association of Executive Search Consultants. Fellow member of the Institute of Chartered Accountants. He has over the years established a good global network of contacts in the Banking, Finance, Information Technology (IT), Telecommunications, Insurance and Executive Search Industries.

# The Team

## **Mr Ajay Baheti**



Mr Ajay Baheti, a Chartered Accountant and Cost Accountant by qualification (gold medalist), has an experience of more than 20years. He has extensive expertise in Taxation (both Direct and Indirect taxes), Audit & Certification services as well as Company law matters. He has a strong network of relationships across the Corporate world and substantial experience in managing complex assignments.

# The Team

## Mr Rajesh Gupta



Mr Rajesh Gupta has more than 23 years experience in Tax, Corporate Affairs, Finance & Accounts and Personnel & Administration. A CA by profession and a commerce graduate, Mr Rajesh Gupta has mobilised over One Million US\$ Pre Shipment Export facility from a Prominent Local Bank at Libor Plus Interest Rate, Negotiated a project facility of US\$ 5.00 Million with Equator Bank , a subsidiary of HSBC. He had been a Country Representative for the Gemstone Mining company i.e., Hagura Mining Limited in Zambia. He had played the key role on behalf of the Hagura Mining Limited with the consultants and the team of Lawyers for negotiating with the Zambia Privatisation Agency. Mr Rajesh Gupta had Worked for the SRFF, a leading finance company as Assistant Manager ( Finance ) and with Travel Group ( L W Travel Limited ) having the Thomas Cook Agency in Lusaka, Zambia as the Finance & Accounts Head

# The Team

## **Mr Ashish Aggarwal**



Mr Ashish Aggarwal is a Corporate lawyer having an experience of more than 20 years. He has been rendering legal consultancy services across a broad spectrum of clients. A commerce graduate of SRCC, Delhi University and an Advocate, he is a member of various associations like the Delhi High Court Bar Association, Delhi Bar Association. He has been an elected Member of Executive Committee of Delhi Bar Association and is also appointed as a mediator by the Hon'ble High Court of Delhi. He has expertise in various fields of law including matters concerning Company Law, IPR's, Commercial, Negotiable Instruments Act, Labour Laws, Electricity, Arbitration, Constitution, Banking, Insurance, Income Tax, Consumer, Medical negligence, etc

# The Team

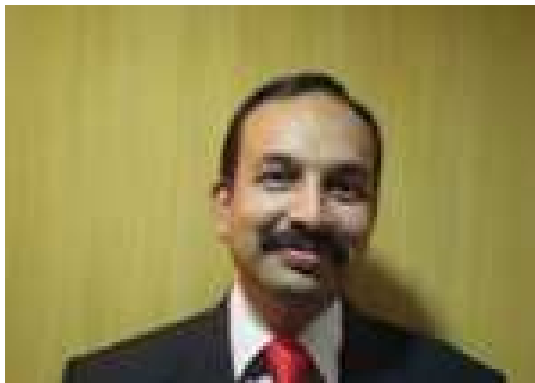
## Mr Vineet Gupta



Member of Institute of Certified Management Accountant (Australia) and a member of Institute of Chartered Accountants of India. He has been working for a number of years with prestigious Indian & International Corporations in India and abroad including Fortune 25 companies. With extensive technical knowledge and experience in Accounting, Auditing, Fraud investigation and Investment management, Mr Gupta has obtained ISO 9002-94 certification for audit team from SGS Yarsley of Switzerland in its maiden review. He has Investigated a number of fraudulent insurance claims and financial misappropriations across Asia leading to substantial financial benefits to the company. He has managed Y2K project across Asia for a MNC employer. Mr Vineet Gupta holds expertise in Accounting & Transaction Processing, Audit, Assurances & Investigation, Corporate Services, Financial Forecasts & projections with cash flow & budget analysis, tax advisory. He has worked for AXA Group, France, General Motors, USA, E.I.DuPont deNemours, USA, Oracle Corp, USA, Escorts Group, India

## The Team

### **Mr Atul Maheshwari**



A Chartered Accountant by profession, Mr Atul Maheshwari holds wide experience in loan syndication and debt funding. He also holds expertise in Audit, Accounts, Project Finance, Direct Taxation, Field investigations and Surveys.



# The Team

## **Mr. Akhil Chadha**



Mr Akhil Chadha, a Company Secretary, committed hardcore Finance and Corporate Law professional, holds more than 8 years experience. A commerce graduate and having done LLB, Mr Akhil Chadha holds expertise in Company Law matters, FEMA/FDI/RBI matters, Security Laws, and other allied legal works.

# The Team

## **Ms Gurkamal Hora Arora**



Ms Arora is a Corporate lawyer having an experience of more than 15 years. She has been successfully providing legal consultancy services in the matters concerning IPR's, Commercial, Electricity, Arbitration, Company Law, Labour Laws, Constitution, Banking, Insurance, Income Tax, Consumer, Medical negligence, Negotiable Instruments etc. A commerce graduate of Delhi University and an advocate, Ms Arora is a member of various associations like the Delhi High Court Bar Association, Delhi Bar Association.



# Why Corporate Consultants ?

- Our Team has extensive cross functional experience – Finance, Law & Technology.
- Strong relationships with PE / Hedge funds / institutional investors and Banks
- Proven track in building successful companies
- Deep understanding of the growth needs of entrepreneurs and mid market companies in India
- Expertise in structuring innovative solutions as per the long term needs of the client.
- Have long term relationships with Industry insiders
- Our team is committed to both client and market responsiveness
- Network of Alliance Partners with operational expertise from Technology, HR, Training, Legal and Financial experts.



# Our Services

- Funding – Debt/ Equity
- Acquisitions/ Divestitures
- Business Valuation & Due Diligence
- Securities Laws
- Taxation Services
- Strategic Alliances/ Joint Ventures
- Financial Structuring & Restructuring
- Entry Strategy into India
- Petitions



# Funding – Debt/ Equity

- Business Plan/ Project Report preparation
- Capital Structuring based on the Funding requirement
- Loan syndication - Fund/ Non-Fund based funding from Banks
- IPO/GDR/Placement planning and actual implementation



# Acquisitions/ Divestments

We along with our partners have extensive experience of managing acquisitions & divestments including open offers. We offer a single window for compliance with SEBI guidelines for takeovers, for companies desirous of acquiring management/equity control of listed companies.



# Business Valuation & Due Diligence

- Enterprise Valuation for taking decisions
- Strategic Due Diligence
- Financial & Accounting Due Diligence
- Corporate & Legal Due Diligence
- Tax Due Diligence
- Human Resource Due Diligence



# SEBI LAWS

## SECURITIES LAWS

- Advising on capital market, SEBI Takeover Code, DIP Guidelines, compliance and audit of various rules, regulations and guidelines issued there under.
- Listing and delisting of shares on Stock Exchanges of India and assisting in the compliance of disclosures as per the listing agreements and certifications as required therein.
- Advising and assisting the companies in preferential allotment of shares/warrants, Private Placement, preparation and vetting of Offer documents etc.





# RBI MATTERS

## SERVICES UNDER RBI ACT, 1934

- Registration of companies as Non Banking Financial Companies.
- Advice on legal and procedural matters falling under FEMA and arranging various approvals and compliance pursuant to various regulations issued under FEMA.
- Assisting foreign clients in complying with the RBI regulations for Wholly Owned subsidiaries, Opening and operating of Branch and Liaison offices etc.



# Taxation services

- Tax advisories on mergers, amalgamations and business restructuring.
- Corporate Tax planning.
- Handling of tax compliances including Income Tax, VAT & Service Tax.
- Preparation and filing of various tax returns.
- Representing the company before various tax authorities and handling appeals.
- Advising on International Tax structuring and Transfer Pricing Laws.



# Financial Structuring & Restructuring

Financial structuring and re-structuring of companies is one of Corporate Consultant's expertise areas. Our Team has extensive experience and wide ranging contacts that can be effectively leveraged for our clients.

- assist in transferring or shifting short term loans to medium to long term credit facilities.
- Long term capital and / or institutional investor searches when and where necessary have been successfully executed by us.
- Debt Restructuring (CDR) and One Time Settlement
- Turnaround strategy formulation for sick units including through BIFR.



# Entry Strategy into India

We enable companies from the abroad, primarily the US and Europe, to establish a foothold or expand their operations in India by providing a range of on the ground support and representative office functions from our office in New Delhi, India. We:

- Assist in evaluating the local market and in determining an appropriate entry strategy;
- Arrange meetings between key local contacts and visiting senior management;
- Assist in conducting a location analysis and selection
- Identify and negotiate with potential acquisition targets, strategic partners, outsourcing partners, distributors and re-sellers;
- Assist with recruitment of the core team.
- Advise and Assist in getting Regulatory/ Government Approvals.



# INTELLECTUAL PROPERTY RIGHTS

The world today is driven by knowledge. Corporates need to ensure the protection of their own IPR's as well as on not infringing IPR's of others. We can help you by :

- Advising and providing services for registration of trademarks, copyright, patents and design under their respective Acts.
- Advising on passing off/infringement matters



# Strategic Alliances/ Joint Ventures

## Alliance Strategy

We believe that while companies announce “strategic alliances” daily, many lack “alliance strategies”. The difference is more than semantic - an alliance lacking strategy is doomed. A coherent alliance strategy has four elements:

- a business strategy to shape the logic and design of alliances;
- a dynamic view to guide the management of each alliance;
- a portfolio approach to enable co-ordination among alliances;
- an internal infrastructure to maximize the value of collaboration.



# Outsourcing Partner Search

We believe that a sourcing initiative must, above all, have the clear aim of generating real, measurable benefits for a business rather than simply offloading an area of responsibility.

As such what we look for in an Outsourcing Partner, for our clients, is ?

TRUST - In the Management Team

QUALITY - No Compromise !

CULTURE - Strong “Work Ethic”

PRICE/PERFORMANCE - Ability to Maintain Low Billing Rates !!

STABILITY - Both Financial and of the Management Team.



# INDIA OUTBOUND SERVICES

**Corporate Consultants** assists clients in identifying the countries, foreign partners and setting up of operations abroad. It helps in :

- Advising on establishing companies and offices in the Free Trade Zones in countries like U.A.E., Singapore, Mauritius and assisting in incorporating offshore companies in these countries.
- Assisting the clients by making comparative studies of tax implications in these countries and advising the clients on the matters relating to Double Taxation Avoidance Agreement.
- Foreign collaborations, Joint Ventures and setting up of offices/ subsidiaries abroad.
- Share Subscription Agreements, Shareholders Agreements and Commercial & Legal Agreements.
- Structuring of the business abroad and Identification of foreign partners.
- Advising on FDI/FIPB Regulation.





# OTHER CORPORATE SERVICES

***Corporate Consultants*** can also assist with:

- Promotion, formation and incorporation of companies.
- Assistance in holding of Board and Members' meetings.
- Maintenance of secretarial records and corporate statutory books.
- Corporate compliances under the Indian Companies Act, RBI regulations and various other Acts.
- Conducting searches in respect of Companies to assist banks and financial institutions in their financing decisions.
- Advising on Employee Stock Option Plan (ESOP).
- Conducting Secretarial Audit to regularize the statutory compliances of the client companies.
- Approval of managerial remuneration.
- Filing the petitions before the Company Law Board. Appearing as an authorized representative before the Company Law Board, Central Government, Regional Director and Registrar of Companies in matters including but not limited to inspection, investigation etc.
- Charge Management i.e. creation, modification and satisfaction of the charges created on the assets of the client companies.



# Typical Assignments

- Structured a strategic equity investment for a Software and Telecom Services company entailing an initial investment of US \$ 3 million.
- Advised and assisted in setting up a Professional Services Organisation in the US which has become very successful.
- Reworked the Strategic Marketing Plan for a Contact Center company which resulted in its tieup with an European company and helped it to look at major expansion.
- Negotiated and helped Structure a Joint Venture between a European Paging services provider and an Indian company.
- Assisted in placing equity of a listed public company.



# Typical Assignments

- Raised US \$ 1.5 million through a successful IPO for a Software company along with Debt of US \$ 1 million.
- Strategy, planning and execution of the entry strategy for a large Malaysian Multi-level Marketing Co. for their entry into India, including the incorporation of a WOS, entire legal formalities for a MLM Co. in compliance with Indian laws wrt their business as well as getting regulatory approvals. Our Executive Search division also assisted them in identifying and selecting the top management for their company.
- Advised and structured the plan of a South African Insurance major for their foray into the Insurance Market in India keeping in mind the FDI guidelines and the future growth plans of the client.



# Typical Assignments

- Raised debt of approx US \$ 2.5 million for a construction and engineering services company.
- Raised debt (fund based) of approx US \$ 3 million and non fund based limits for a Star Garment Export House.
- Strategy, planning and execution of the entry strategy for a large Malaysian Multi-level Marketing Co. for their entry into India, including the incorporation of a WOS, entire legal formalities for a MLM Co. in compliance with Indian laws wrt their business as well as getting regulatory approvals. Our Executive Search division also assisted them in identifying and selecting the top management for their company.
- Advised and structured the plan of a South African Insurance major for their foray into the Insurance Market in India keeping in mind the FDI guidelines and the future growth plans of the client.



# Typical Assignments

- Defined the strategy and completed the process of Merger of a number of companies through the High Court.
- Worked out the Entry Strategy and established Liaison offices, Branch offices and incorporated Wholly owned Subsidiary Companies for foreign clients.
- Advised and completed the preferential allotment of Publicly held Listed Companies.
- Formulated the Strategy and Business Plan for a US based global conglomerate for their diversification and expansion into the IT Industry.
- Formulated a GDR/ QIP strategy for a public listed company. Arranged meetings and met a number of Funds & Private Equity companies for the same.



# Typical Assignments

- Legally advised, drafted and filed petitions for our clients under section 17, 237 (b), 383, 397&398, 408 before the Company Law Board.
- Constituted and led the entry of an International Group into the Disinvestment process of CMC LTD, a Public Sector Undertaking, and put together a team to successfully complete the Due Diligence (including legal) & Valuation of CMC LTD. Successfully helped build the awareness and acceptability of the group into the Investment Banking community and went through a number of M&A proposals with them.



# Typical Assignments

- Advised a US company on the FDI guidelines wrt the Real Estate Sector in India and assisted them in negotiating and finalising their Joint Venture Agreement with their Indian partner, including the incorporation of the new JV company.
- Advised and assisted a listed company wrt their matters before SEBI, including the handling of various consent, compounding and adjudication proceedings.
- Advised, structured and implemented a Preferential Issue of a listed company keeping in mind the SEBI (Disclosure & Investor Protection) Guidelines including the subsequent listing of the said shares with both the NSE and BSE



# Typical Assignments

- Advised, structured and implemented a takeover under Regulation 12 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, including the whole Postal Ballot process.
- Advised on the Strategy for restructuring through a Merger for a group of Retail Sector companies having a turnover in excess of Rs 100 crores. Subsequently, implemented the same through the High Court.
- Advised an Indian listed company in its foray into the Overseas market including the advise wrt the structure, incorporation and Joint Venture Agreement.
- Conducted all India searches for a large listed prominent Real Estate player for their potential investments in the sector.





# Typical Assignments

- Assisted our Indian client in negotiating, structuring and drafting the Joint Venture Agreement with its Singapore partner.
- Advised on the takeover of a European company by an Indian client, including providing support in the bidding process, determination of the Enterprise Value and conducting the due diligence.
- Advised an Indian client through a comparative study of the legal structure and taxation laws of Singapore and UAE for their entry into the Overseas market.
- Incorporated a company in the FTZ of UAE for an Indian client.
- Advised and got relisted a suspended listed company on the BSE.



Thank you

**Corporate Consultants**

(A division of First India Corporate Consultants Pvt Ltd)

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