

# CROSS BORDER M&A SUMMIT

Spreading your wings into the global market: Opportunities, challenges and rewards

17<sup>th</sup> & 18<sup>th</sup> September 2009

ITC Maratha, Mumbai

## PROGRAM OVERVIEW

Today's global economy is characterized by multi-directional flows of products, services, people, ideas and capital. A complex web of interconnections is bringing new opportunities and options to companies and individuals around the world. Recent studies have shown that firms from emerging economies are expanding at a speed and scale that is transforming the nature of global business.

This two-day international conference will give an insight into some of the major issues currently affecting the cross-border M&A market. The conference offers practical guidance on how to overcome the main obstacles of deal progress, and will also explore financing methods through private and public debt markets. The event will also clarify the latest takeover regulation and directives.

Expert advisers will reveal how the instigation of a more streamlined in-house system will allow companies to 'cherry pick' the best deals and act on them as quickly and efficiently as possible. Real life case-studies, new analysis and practical examples will provide useful advice for investors, dealmakers, company owners and their M&A advisers. In addition, the coffee breaks and networking luncheon will facilitate networking amongst peers from the M&A sector.

## SPEAKERS INCLUDE

- **Mr. M R Prasanna**  
Group Executive President & General Counsel | Aditya Birla Group
- **Mr. R. Mani**  
Chief Corporate Finance & International Taxation Officer | Tata Group
- **Mr. Debashis Poddar**  
Vice President & Global Head for M&A | Tata Consultancy Services
- **Ms. Vijaya Sampath**  
Group General Counsel & Company Secretary | Bharti Enterprises Ltd.
- **Mr. S. Venkatesh**  
Director, Strategy & Business Development | Pfizer India  
BD Head | Asia 1 (North Asia, Indo-China, Pakistan, Thailand)
- **Dr. Vivek Tandon**  
Founder & General Partner | Aloe Private Equity U.K
- **Mr. Sachin Batra**  
Head (Private Equity & M&A) - Investment Banking | Religare Capital Markets Ltd.
- **Dr. Katja Stadelmann**  
Executive Vice President Legal and General Counsel South Asia | Siemens Ltd
- **Mr. V S Parthasarathy**  
Executive Vice President- M&A | Mahindra & Mahindra
- **Mr. Farid Kazani**  
Group CFO | Mastek Limited
- **Mr. Debashis Poddar**  
Vice President & Global Head for M&A | Tata Consultancy Services
- **Mr. Arthur Bert**  
Managing Director, Growth Strategy and M&A Lead, Asia Pacific Region | Accenture
- **Mr. Dilip Dusija**  
Head- Private Equity | Axis Bank
- **Mr. Rajesh Sennik**  
Lead- Strategy Service Line | Accenture India
- **Mr. M. Naseem**  
Petroleum Law Expert and Additional Chief Legal Adviser | ONGC Limited, Uran Plant

Knowledge Partner:



Endorser:



Media Partner:



# AGENDA

Day 1 - 17<sup>th</sup> September 2009

- 0930 Opening Remarks
- 0945 **Keynote Address: Does India Offer A-Level Playing Field for Cross-Border M&A?**
- New regulations – aiding or obstructing deal flow?
  - Changes to taxation of cross-border transactions charges
- 1030 **Valuation and Structuring the Deal – Addressing Cross-Border Tax Issues and Due Diligence**
- Managing the complex tax consequences of international M&A
  - Obscure tax liabilities in global deals
  - Creating a tax efficient financing and group structure
  - Due diligence around multi-jurisdictional cross-border transactions
- Mr. R. Mani | Chief Corporate Finance & International Taxation Officer | Tata Group**
- 1115 Break
- 1130 **Panel: Think Global, Start Local: Finding the Right Target in Global Market**
- Out of alignment—Choosing the right targets in align with overall business development strategies
  - Assessing the external climate of the potential market: political, economic, regulatory and cultural factors, as well as the degree of transparency and investment-friendly policies
  - Evaluating the internal conditions of the potential targets: market share, profitable capability, competitiveness as well as the invisible assets
  - Evaluating the “distressed” assets carefully before listing into your target pool
- Mr. V S Parthasarathy | Executive Vice President- M&A | Mahindra & Mahindra**  
**Mr. Farid Kazani | Group CFO | Mastek Limited**  
**Mr. Debashis Poddar | Vice President & Global Head for M&A | Tata Consultancy Services**
- 1230 **Cross Border M&A: Parameters for success**
- Leveraging the opportunities and minimising threats for India Inc. in M&A space
  - India Inc. evolving as a cross border acquirer
  - Learning from successes and mistakes
  - Foreign ventures in India: collaborate or compete
- Ms. Vijaya Sampath | Group General Counsel & Company Secretary | Bharti Enterprises Ltd.**
- 1315 Lunch
- 1415 **M&A Trends in APAC**
- M&A activity in APAC
  - Drivers of cross border activity
  - Success in cross border M&A
- Mr. Arthur Bert | Managing Director, Growth Strategy and M&A Lead, Asia Pacific Region | Accenture**
- 1500 **Emerging trends in Global Pharma – Cross Border Alliances with Indian Generic Cos**
- Evolving Global Pharma Industry: Growth dwindling in developed markets, pricing pressures from healthcare/ reimbursement authorities)
  - Attractiveness of rapidly growing emerging markets in context of global slowdown
  - Greater openness to explore different markets (generics), different alliance models (supply relationships – Pfizer + Aurobindo, global supply + co-marketing: GSK – DRL, acquiring global footprint in generics: Daiichi–Ranbaxy etc)
  - What possibilities are in store for Indian Pharma companies (higher revenues, greater visibility & stability of cash flows, broader global footprint)
  - How will this impact the global pharma market: More competition between major pharma players, steadier revenues – lesser volatility with patent expiries, greater population receiving affordable treatment?
- Mr. S. Venkatesh | Director - Strategy & Business Development | Pfizer India**  
**BD Head | Asia 1 (North Asia, Indo-China, Pakistan, Thailand)**
- 1545 Break
- 1600 **Panel: The Role of Debt and Private Equity Financing in Cross-Border M&A**
- Debt availability on M&A deal flow
  - Influence of private equity portfolios on the M&A industry
  - Are company prices being driven too high by the auction process?
  - Can the debt market be sustained?
- Dr. Vivek Tandon | Founder & General Partner | Aloe Private Equity U.K**  
**Mr. Sachin Batra | Head (Private Equity & M&A) - Investment Banking | Religare Capital Markets Ltd.**  
**Mr. Dilip Dusija | Head- Private Equity | Axis Bank**
- 1730 Closing Remarks

# AGENDA

Day 2 - 18<sup>th</sup> September 2009

- 0930 Chairperson's Remarks
- 0945 **How to Succeed in Today's Capital Markets**
- Methods of raising capital via M&A
  - Other methods of raising capital
  - Choosing the right time to go public
  - Benefits and challenges
- 1030 **Lifecycle of successful M&A in India**
- Leveraging Business Due Diligence in M&A
  - Key capabilities for PMI to extract value from M&A
- Mr. Rajesh Sennik | Lead- Strategy Service Line | Accenture India**
- 1115 Break
- 1145 **A View from the Top – An Overview of Key Risks in Cross-Border M&A Transactions**
- Key challenges
  - Difficult legal environments
  - Competition issues: Ensuring a smooth path to clearance
- Mr. M R Prasanna | Group Executive President & General Counsel | Aditya Birla Group**
- 1230 **Making the Deal Work: Completion and Beyond – Improving Cultural Compatibility**
- The crucial first three months after the deal
  - Waterproofing the deal and in-house systems synergy
  - Retaining management and intellectual capital
  - Efficient knowledge transfer
  - Integrating operating strategies to maximize efficiencies and monitor costs
  - Managing personalities and pitfalls to avoid
- 1315 Lunch
- 1430 **Structural and Legal Aspects of an Acquisition Deal -A Case Study**
- Structure of target
  - Form of Offer -Share deal, Asset deal, Take over
  - Practical analysis of structural and legal risks
  - Techniques employed to deal with such risks
  - Role of due diligence, indemnities, caps, MAC (Material Adverse Change)
- Mr. M. Naseem | Petroleum Law Expert and Additional Chief Legal Adviser | ONGC Limited, Uran Plant**
- 1515 **Dealing with the Bottle-Necks in Cross-Border Investments: Inbound and Outbound**
- In-bound and Out-bound transactions- Regulatory aspects
  - Addressing the valuation issues: methodology and accounting diligence
  - Financing: Sources and how to strike a deal
- 1600 Break
- 1615 **Enhancing Market through Thorough Understanding of Competition and Anti-Trust Laws Worldwide**
- In-depth analysis of the related competition and anti-trust laws in EU
  - Notification requirements
  - Tips for dealing with the problems
  - Conducting comprehensive competitor intelligence to litigating the risks
  - Case studies: Learning from the past
- Dr. Katja Stadelmann | Executive Vice President Legal and General Counsel South Asia | Siemens Ltd**
- 1700 Closing Remarks
- 1715 End of Conference