

# TURNAROUND CORPORATE ADVISORS PRIVATE LIMITED

**CIN: U74140DL2015PTC278474**



**ISSUE MANAGEMENT  
AND LISTING**



**VALUATION**



**CORPORATE  
RESTRUCTURING**



**CORPORATE  
ADVISORY**

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## **ABOUT US**

- ▶ **Turnaround Corporate Advisors Private Limited (“TCA”) is a SEBI Registered Category-I Merchant Banking Company, having registration no. MB/INM000012290. TCA was conceptualized by Mr. Heemadri Mukerjea as a one stop destination for Financial and Corporate Advisory Services to Corporates.**
- ▶ **TCA provides a wide spectrum of services ranging from Corporate Restructuring, Buy Outs, Listing and Issue Management. TCA’s core focus lies in providing customised services to cater to the specific needs of the Corporates.**
- ▶ **TCA is backed by a team of Professionals who possess vast and extensive experience in the Capital Markets. The team is spearheaded by Mr.Heemadri Mukerjea, a very well-known name in the Capital Market. Over the course of his association with the Capital Market, he has built a positive reputation amongst the Regulatory Authorities, Analysts, Brokers, Law Firms, Banks, Private Equity Investors etc.**
- ▶ **At TCA we believe in assisting the Client during the entire process of the assignment since its inception and ensure the smooth completion of the same.**



## **TOP MANAGEMENT**

- **Mr. Heemadri Mukerjea, Managing Director and Promoter of TCA is an eminent name in the Capital Market. He is a Fellow Member of the Institute of Company Secretaries of India, possesses a Bachelor's Degree in Law from Delhi University and is also a Commerce Graduate from Delhi University. He has almost two decades of experience in core Merchant Banking activities.**
- **During the initial stage of his career, he worked with Stock Broking Companies, where he gained immense knowledge on the working of the Capital Market. Thereafter, he shifted to a SEBI Registered Merchant Banking Company.**
- **During the span of his professional journey, he has worked with well-known Merchant Banking Companies and has been successfully associated with many Initial Public Offerings, Rights Issues, Open Offers, Buy-Backs, Direct Listings, 19(2)(b) Listings, Corporate Restructurings, Valuations etc.**



## OUR SERVICES

- ◆ **Issue Management and Listing**
- ◆ **Corporate Restructuring**
- ◆ **Valuation**
- ◆ **Corporate Advisory**



# ISSUE MANAGEMENT AND LISTING

## ▶ Initial Public Offer (IPO)

As a SEBI Registered Merchant Banker, we advise unlisted companies who intend to raise funds through capital market and get their securities listed on a nationwide stock exchanges.

## ▶ Rights Issue

We advise and assist listed companies in raising funds from their existing stakeholders. We structure the issue and also act as Lead Managers for the Rights Issue.

## ▶ Direct Listing

We assist the Companies listed on Regional Stock Exchanges for listing on nationwide stock exchanges.

## ▶ Preferential Allotment

Advising and structuring the Preferential Allotment as per extant legal framework.

## ▶ Revocation of Suspension of Listing

## ▶ Listing pursuant to Scheme of Arrangement



# CORPORATE RESTRUCTURING

## ► Takeover/Open Offer

We act as Manager to the Offer and advice on the acquisition of listed entities in accordance with SEBI Regulations. Our scope of services include due diligence, advisory to the acquirer, preparation of various documents and liaising with various Intermediaries and regulatory authorities.

## ► Buy-Back

We act as Manager to the Offer and assist companies in buying back their shares in accordance with Companies Act and SEBI regulations. Our scope of services include due diligence, advisory to the company, preparation of various documents and liaising with various Intermediaries and regulatory authorities.

## ► Delisting

We act as Manager to the Offer for Delisting. We advise listed entities seeking delisting of its securities from Stock Exchange, in accordance with SEBI regulations. Our scope of services include due diligence, advisory to the company, preparation of various documents and liaising with various Intermediaries and regulatory authorities.



# VALUATION

In today's scenario, valuation is required to be obtained under various statutes and to cater to the different requirements of the Corporates. We offer independent and objective valuation services to meet Client specific needs. We offer following Valuation Services:

▶ **Business/Enterprise Valuation**

We conduct independent valuation of Business and/or Enterprise using internationally acceptable valuation methods, including but not limited to Discounted Cash Flow (DCF), Comparable transactions method, Multiples method, Market valuation etc.

▶ **Valuation of Shares, Convertible and Non-Convertible Instruments**

As a SEBI Registered Merchant Banker, we can act as Registered Valuer for determining valuation of various instruments like Equity Shares, Compulsorily Convertible Preference Shares, Redeemable Preference Shares, Compulsorily Convertible Debentures, Non-Convertible Debentures etc.

▶ **Valuations required under Circulars issued by Reserve Bank of India**

As per the Master Circulars issued by the Reserve Bank of India from time to time, valuation from a Category-I Merchant Banker is required for funding through Foreign Direct Investment and Overseas Direct Investment.

▶ **Valuations under the Income Tax Act**

Valuation of Shares is required to determine the tax liability under Section 56 of the Income Tax Act, 1961, read with Rule 11UA of the Income Tax Rules, 1962.



# VALUATION

## ▶ **Valuation of Employees Share Based Program**

In terms of Rule 3(8)(iii) of the Income Tax Rules, 1962, Fair Market Valuation of Shares is required to be obtained from a Merchant Banker for the Shares issued pursuant to Employee Stock Option Scheme (ESOS), Employee Stock Option Plan (ESOP), Restricted Stock Units (RSUs), Deferred Stock Units (DSUs) etc., in order to determine tax liability of the Employee.

## ▶ **Valuation required as per Accounting Standards**

As per Accounting Standards, valuation of the stock options is required to be computed for determining the Intrinsic Value of the Shares.

## ▶ **Internal Evaluations**

We offer independent advice to Board of Directors to help them determine the right price to pay or accept for a purchase and disposal of a business.



# CORPORATE ADVISORY

We provide a gamut of Corporate Advisory Services, which are listed below:

▶ **Listing Compliances**

We act as consultants and advise the listed entities on various regular and event based submissions required to be made as per the laws, regulations, rules, circulars etc. issued by SEBI and/or Stock Exchange.

▶ **Liaising with Regulatory Authorities**

▶ **Fairness Opinion**

▶ **Due Diligence**

▶ **Drafting and Vetting of Commercial Agreements**

▶ **Drafting and Certification of ESOP Schemes**



# OUR ESTEEMED CLIENTS

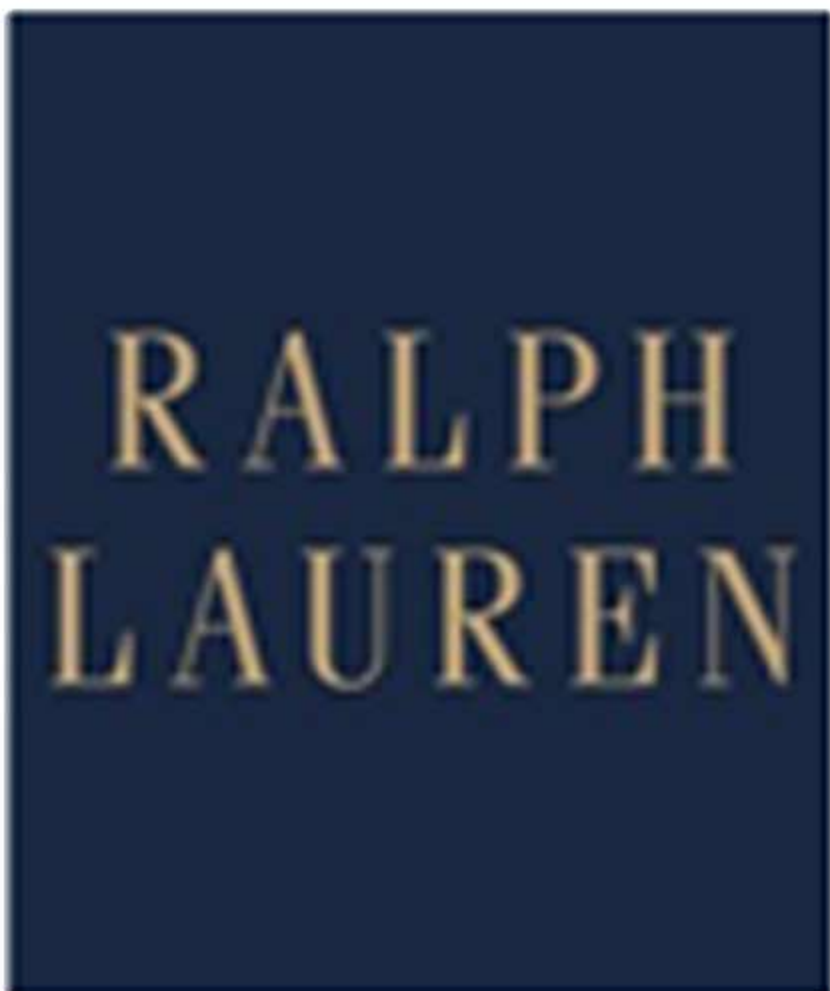


SWISS  
MILITARY

DS GROUP



Dharampal Satyapal Group







**HAL Offshore Ltd**



**SEAMEC LIMITED**



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OPTIV



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*Thank  
You*