

Team D&D represented a leading Private Equity-Backed Port Operations Company as their in-house transaction manager and teamed with their appointed Investment Bank to manage their 100% exit deal process

Background

The promoters of a leading port operations and management company based out of India hired Dawn and Dusk Advisors, as a consultant/in-house transaction manager to extend transaction support alongside the engagement of an investment bank.

The team was provided with the scope of managing the transaction process from the company's internal standpoint.

Our transaction manager was a single point of contact for managing the entire deal process. To expedite the deal process, we were required to manage the stakeholders involved like the promoters, the existing institutional investors, investment bankers, advisors for due diligence, and the prospective investors

Our Deliverables and Engagement

- As a one-stop point for managing the deal process, Team D&D played a proactive role in the exit process of the existing institutional investor and helped the management focus on the main line of business operations of the company while team D&D focused on the smooth execution of the deal.
- The overall scope of the engagement extended across the entire transaction cycle including Pre-deal, evaluation and execution, and the post-deal stage.

Our illustrative contribution to the entire deal process included:

(A) Preparations



- Worked alongside the promoters and commercial team in outlining the entire deal process, preparation of process flow, defined roles and responsibilities, decision making, and the expectations from each of the stakeholders.
- Worked along with the promoters and investment bank to prepare the wish list from the incoming investors including valuation expectations, operational rights, control dilution, minority protection, ESOP management, veto rights, and other financial and non-financial considerations.
- Assisted the team in the finalization of the engagement of the various stakeholders including investment banks, agencies in conducting vendor financial, commercial, technical, and legal due diligence.
- Review, shortlist, and finalize the prospects from the list of the targets shortlisted by the investment bankers.
- Worked as a bridge between the company and the external agencies for providing the necessary information for the preparation of deal collateral including financial model, information memorandum, teaser, and undertaking other preparatory work.

(B) Discussions with Prospective Investors

- Worked with different functional areas of the company to collate information required and reviewed it considering its potential impact on the valuation and other aspects of the deal.
- Reviewed all critical business-related information like the project in the pipeline, bids in progress, project yet to commence operation, project financials including revenue, cost, CAPEX, expected IRR, and other related financial & operational details, and developed an insightful SWOT analysis.

(C) Documentation

- Reviewed the term sheet, shareholder agreement, and share purchase agreements from a commercial, operational, and legal perspective and summarized key areas of consideration for the shareholders and management in the form of simple documents and presentations.

(D) Negotiation

- Our team worked alongside the investment bankers on behalf of the management to evaluate the offers received from prospective buyers. We prepared a detailed analysis document comprising the offer, key driving force, pros and cons of the offer and the way forward.
- We developed the business case and presented the various options available to the management with a predicted downside. Based on the discussions with the management, developed a counter offer for the prospective investors Assisted finance and commercial teams in providing data for their diligence activities.

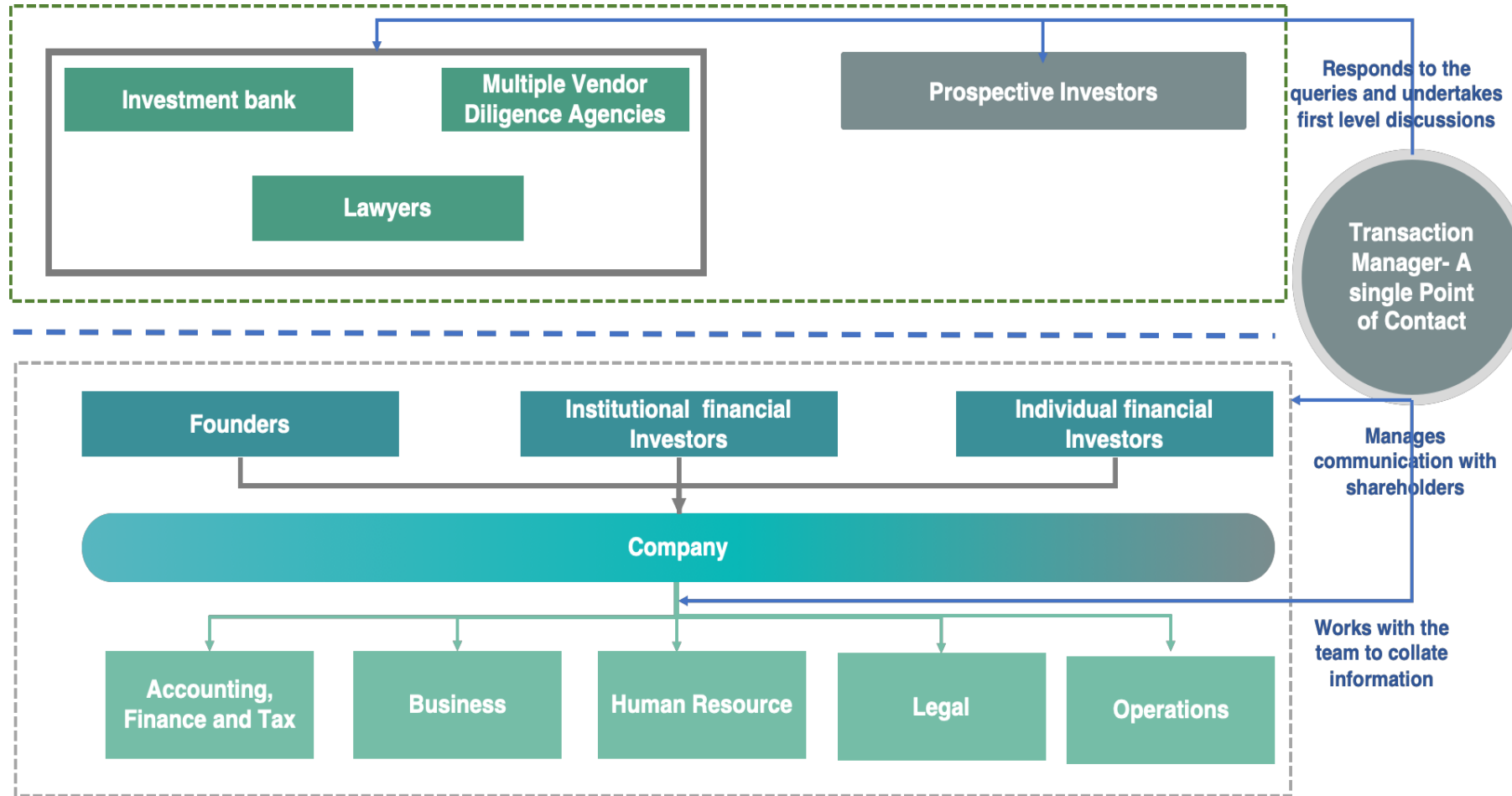
(E) Post-Deal Assistance

- After the deal was finalised, the team worked along with the company's team and provided them support to comply with the conditions precedent and subsequent.



Timelines for Deliverables

Our engagement with the management continued over the entire deal cycle providing them complete handheld support and acted as a one stop representative handling the strategic, analytical, negotiation and deal closure aspects to facilitate the transaction process.



Client Speak

“Despite appointing an external transaction advisory firm, a typical deal process demands substantial time investment of the senior personnel of the company over the entire cycle. Therefore, the engagement of a senior Transaction Advisor/Manager to assist in streamlining the deal process by working alongside the external and internal stakeholders and providing crucial project oversight services is critical. The team at D&D Advisors is a perfect fit for our requirements. They were prompt, cordial, dedicated, and thorough. They indeed helped us make the exit a smooth process with their constant involvement until the end.”

We work with investment banks, venture capitalists, private equities, family offices, and other institutional investors and remotely provide end-to-end deal execution support. Our core work areas include creating financial models, pitch decks, Information memorandums, Valuations, financial due diligence, review of deal documentation and other deal closure support.

Let us know how we can help, please write to our founder Raunak Jhunhunwala at: raunak.jhunhunwala@dndadvisor.com Phone- +91 99117-20410