Mergers & Acquisitions

A Member Firm of Andersen Global

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 life cycle. 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 indepth 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

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OUR SERVICES

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

OUR SERVICES

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

Valuation Services

- Transaction Advisory

Buy-side Services

- Pre-deal Evaluation
- Bid Support and SPA Assistance

Sell-side Services

- Vendor Due Diligence
- Vendor Assistance

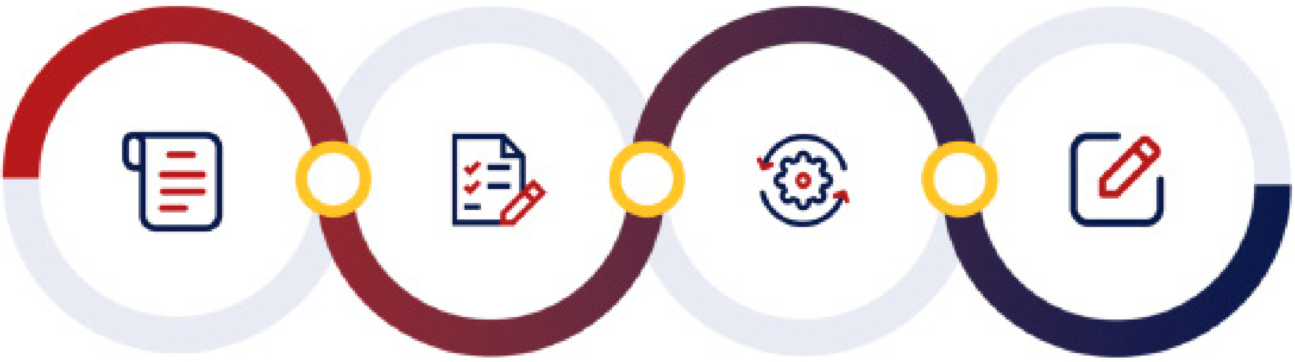
Post-deal Services

- Integration Planning
- Follow-up Financial Review

DUE DILIGENCE

Today's dynamic and unpredictable climate presents new challenges and opportunities in acquiring, investing in, or merging a business. Thus, companies must meticulously evaluate their rationale, diligence information, and overall deal strategy.

We support your growth by helping you run due diligence checks on potential investment targets, identify red flags in deals early on and fast-track deal cycles.



Review

We carefully review your study documents

Evaluate

We look at sources of advertising and recruitment to determine how many potential participants can be accessed.

Assess

We consider every eligibility criterion and aspect of the study design for its impact on enrollment.

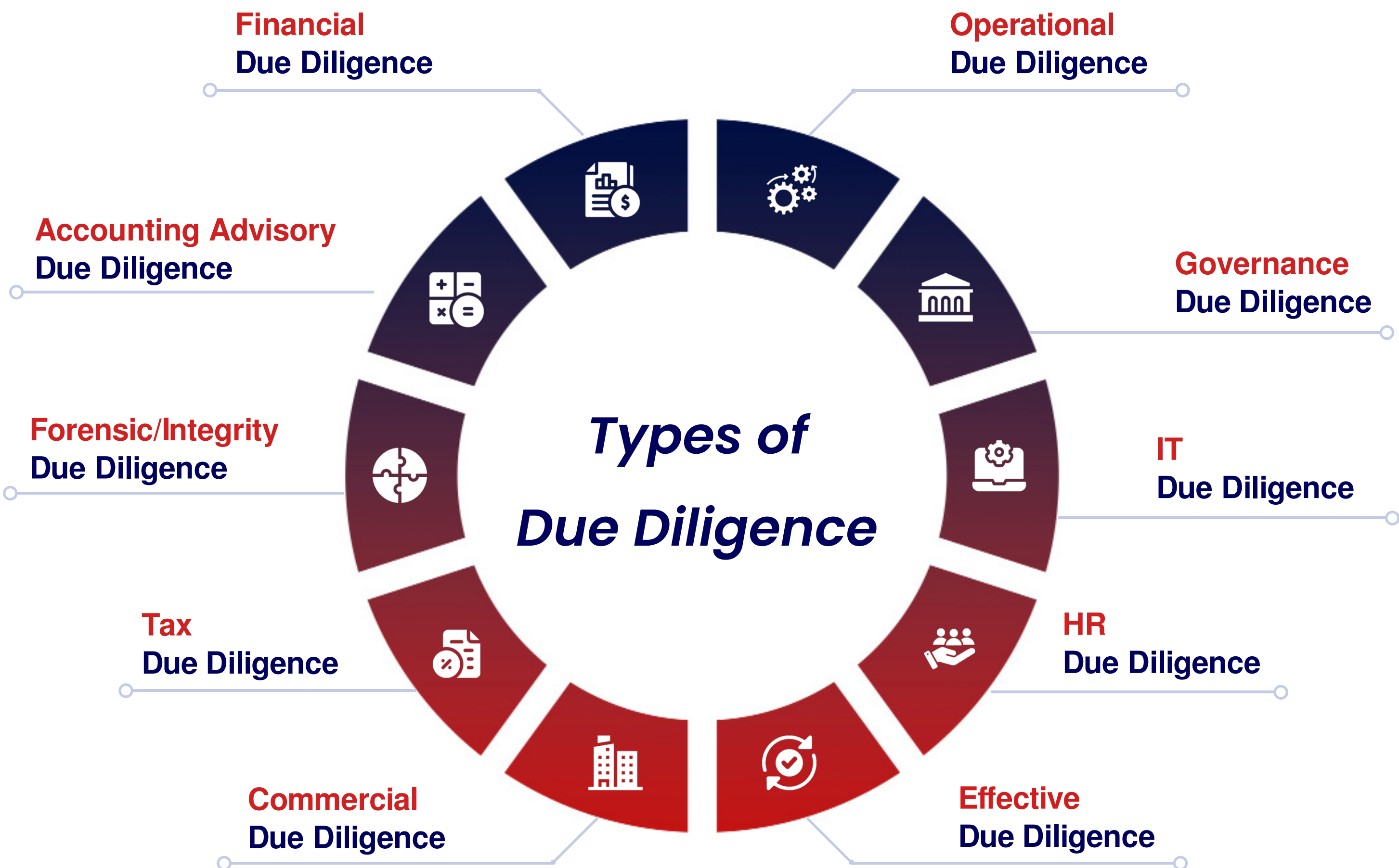
Create

We guarantee recruitment by combining our findings into a model of enrollment

Our technology tools provide a comprehensive overview of the associated risks with the target, thereby enabling you to concentrate on key value drivers and potential opportunities to achieve optimal results.

We make it safe for you to do business and ensure the only surprises coming your way are of the good kind.

Our specialist team assist clients in identifying value drivers, risks and opportunities to unlock potential.



Our Integrated Due Diligence team provides a seamless solution of multidisciplinary professionals fulfilling all due diligence requirements, including financial & tax.

In addition to our core offering across financial and tax due diligence, we can also provide a comprehensive suite of deal services with both a risk and price focus, underpinned by an understanding of the need to create value.

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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
- Analyze 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 pushdown 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.

VALUATION SERVICES

Transaction Advisory

Business expansion via inorganic growth increases a company's capabilities and competence and this could be a challenging process for concluding deals involving mergers and acquisitions and joint ventures, and therefore it is necessary to handle these deals with utmost professional care and expertise. Investors must evaluate the accounting, tax, regulatory, legal, management and cultural aspects of the target company.

External Factors

- Business expansion (mergers and acquisitions, joint ventures)
- Business divestment (demerger or stake sale)
- Higher returns for business through disposal of non-core assets (itemised sale, slump sale, demerger)

Internal Factors

- Enhancing business performance
- Tax planning
- Consolidation/separation of the business
- Unlocking the value of the business
- Family business reorganisation – division/dispute resolution/succession
- Profit repatriation
- Business closure/winding up

POST-DEAL SERVICES

Integration Planning

We offer full support right from the day after the merger and acquisition takes place and till the full integration is 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

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Follow-up Financial Review

Our team of professionals have specialized 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 assist with CAAP/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
- Evaluate of the overall financial situation
- Managing liquidity and risk profiles
- Guidance in planning a donation strategy
- Devicing conflict management processes

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Andersen Global Member and Collaborating Firms

Andersen Global has a presence in 316 locations through its member firms and collaborating firms.
To view all the locations, visit global.andersen.com.

Andersen Global is an international association of member firms comprised of tax and legal professionals worldwide. Member firms and collaborating firms are not liable for the services provided by any other member firms or collaborating firms.

ABOUT IMC

IMC is a professional company offering an extensive range of Accounting, Bookkeeping, Taxation and Financial Outsourcing Services. We help you take care of your accounting woes and day-to-day bookkeeping chores by providing streamlined and accurate Finance and Accounting Service by expert professionals at affordable costs. We help you stay updated with all the changes in the accounting policies, rules and regulations and ensure compliance with regulatory requirements. Our highly qualified team of professionals can improve the effeciency and effectiveness of your business processes thereby letting you focus on maximizing your core business operations.

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