

DEAL VALUE CREATION SERVICES

MAXIMISING VALUE AT EVERY STAGE OF A DEAL



BDO IN INDIA
2022

BDO

Mergers and Acquisitions (M&A) have always been vital for creating business and deal value. Market disruptions are driving M&A activity across sectors; big, complex, transformational M&A transactions promise a lot of value, but often fail to fully deliver.

Many deals fail to achieve their original financial or strategic objectives or, in many cases, tend to even minimise value, as companies are ill-prepared for the speed and intensity of the deal process. With the bar being set higher and deals becoming more complex and expensive, creating deal value in M&A has become more challenging than ever before.

WHAT IS YOUR BUSINESS' CURRENT POSITION?

Have all the synergies been identified and there's no value left on the table?

Can you retain key talent and ensure culture alignment in the combined entity post deal closure to drive your growth agenda?

Have you identified business, functional, people and system dependencies to be addressed in the parent company before the spin-off?

Is there a transparent communication plan in place for all stakeholders?

What would be the level and speed of integration? What will be the operating model on Day 1?

Is the management focused and aligned on an actionable integration plan? How can you maximise and accelerate synergies?

OUR SERVICES

At BDO in India, our Deal Value Creation (DVC) professionals work with companies to help them resolve key challenges and deliver maximum value through an M&A. Our focused portfolio of strategic services helps corporates and PE companies ensure optimum value extraction from the deal, through better integrated and operationalised mergers, JVs & alliances and well-managed divestitures. Exploring unexpected angles, our diverse team of experts work with you to define new approaches to value creation - from making your business more resilient to bolstering sustainable performance across the deal lifecycle.

To help businesses extract optimum value from a deal, we offer fully dedicated multidisciplinary deal advisory capabilities through all stages of the deal continuum, right from strategy to execution.



POST-MERGER INTEGRATION



SYNERGY ASSESSMENT AND REALISATION



DIVESTITURES AND CARVE-OUTS



PROJECT MANAGEMENT OFFICE (PMO)





Post-merger Integration

A successful deal depends on bold ambition, industry foresight and the ability to accelerate from an idea to execution to creating sustained value. In a market of rising valuations and stiff competition, today's dealmakers are seeking more operationally complex assets to meet the need to grow corporate breadth and capabilities. When it comes to integrating a business, getting it right in four areas is crucial: vision, control, people and value.

We help discover value from the beginning with the clarity to know how and where to move forward and the experience to take your business there quickly. We tailor our approach to the unique realities of your deal requirements and execute them with industry insights and market-leading accelerators. We tackle key issues, eliminate surprises and identify synergies to help minimise risks and maximise value. Our focus on measurable and actionable results means we don't just help get the deal done - we make it work.

Our Offerings and Solutions

- ▶ Integration blueprint, guiding principles and playbooks
- ▶ IMO - Set up and governance to manage the integration program
- ▶ Develop Day 1, Day 100 plans and functional checklists
- ▶ Design interim and future operating models
- ▶ Integration due diligence



Synergy Assessment and Realisation

From the inception of a deal, the purpose of an M&A is to create synergies in the long run by increasing market share, broadening the customer base, cost rationalisations and enhancing the financial strength of the business.

Planning for and focusing on synergy identification during the pre-deal stage ensures that synergy realisation objectives are well aligned with the integration strategy. Dealmakers should be cognizant of the fact that synergies across the areas of procurement, production, logistics and supply chain are the low-hanging fruits that can kick-start benefit realisation and build momentum.

Our experts help businesses succeed by combining deep industry and business strategy knowledge with comprehensive value delivery capabilities & expertise.

Our Offerings and Solutions

- ▶ Pre-deal synergy identification
- ▶ Operational diagnostics to identify post-deal value creation levers
- ▶ Synergy roadmap and plan workshops to roll out synergy targets
- ▶ Post-deal synergy realisation and monitoring



Divestitures and Carve-outs

Carving out a business for divestment can be a great source of value for companies looking to focus on their core businesses or eliminate underperforming units. However, spin-offs are also more complex and require more effort than a normal sale. The pressure is strong, especially in today's heated M&A market. With more dollars chasing fewer assets, a divestiture done right can be a key element of your entity's transformation and a critical input to long-term value creation.

With a broad range of skills, deep industry expertise, and a view of the future, our experts help stay ahead of the issues and confidently navigate the process, enabling smarter and faster decision making for a successful outcome.

Our Offerings and Solutions

- ▶ Develop standalone operating models, separation blueprint and plans
- ▶ Define TSAs to ensure the business can operate from Day 1
- ▶ Stranded cost assessments
- ▶ Carve-out due diligence, review management's separation plans and their robustness



Project Management Office (PMO)

For many businesses today, two things are certain: greater uncertainty and an accelerated pace of change. Two-speed economy - rapid growth in emerging markets and slowing growth in developed markets means companies must execute in increasingly complex world. In this environment, ability to develop & implement new strategic initiatives and change gears rapidly is becoming a key differentiator.

Incorporating a dedicated PMO to lead the pre and post-merger integration activities can be a key differentiator for successfully managing and executing projects. An experienced PMO will help communicate expectations of critical items to stakeholders, escalate issues promptly and ensure the delivery of integration/separation activities.

Our PMO offers a full range of capabilities that enables buyers and sellers to act and react quickly and confidently. Our experts can bolster a business' in-house capabilities or manage the entire project from start to finish, leveraging proven processes and experience from previous transactions.

Our Offerings and Solutions

- ▶ Change management programs for rolling out the culture of the acquiring company
- ▶ Special projects residing in the office of the CEO /CFO for achieving deal objectives
- ▶ Leadership initiatives for delivering the deal strategy

WHY BDO IN INDIA

At BDO India, we embrace change and translate deal uncertainty into optimal value. We understand that each transaction is different and hence we bring together the right people to collaborate closely with your teams to help navigate the journey seamlessly. We provide business driven and data-powered insights and solutions saving you valuable time and decreasing your risks by sustainably increasing your corporate value.



Strong client relationship and successful track record



Deep sector expertise and experience in select sectors



Excellent market reputation



Integrated and tailored solutions



Global presence in M&A centres (160+ countries)



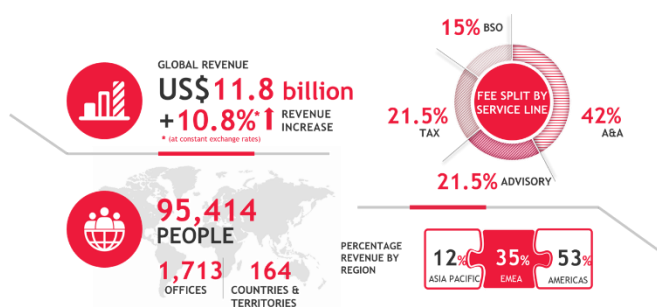
Committed to exceeding client expectations



ABOUT BDO GLOBAL

BDO is a leading professional services organisation and are global leaders of the mid-tier, with a presence in 160+ countries and over 95,000 people working out of more than 1,700 offices. We deliver assurance, tax, advisory, and consulting services to clients throughout the country and around the globe.

- We offer practical, actionable advice grounded in local expertise and backed by global experience
- We commit to providing our clients an exceptional experience and delivery through services that are customised for every client
- We support our clients at every step of the journey as they expand within their markets and globally



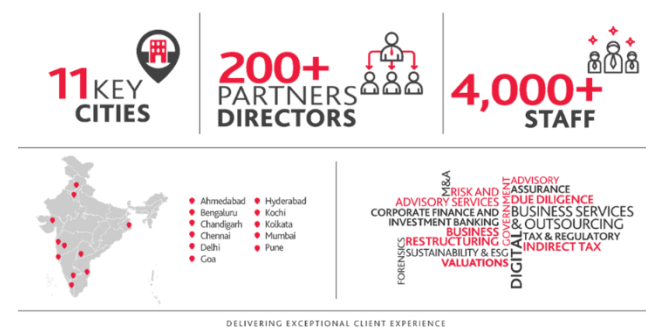
Note: Financial results are as of 30 September 2021. Countries & territories, Offices and People have been updated as of 14 March 2022

ABOUT BDO IN INDIA

BDO in India offers Assurance, Tax, Advisory, Business Services & Outsourcing and Digital Services for both domestic and international clients across industries.

The team at BDO in India consists of over 4,000 professionals led by more than 200 partners and directors operating out of 14 offices, across 11 key cities.

We work cohesively, partnering with our clients to render continued expertise driven advisory. With a deep cultural understanding of business geography, our functional heads offer knowledge and expertise in establishing, structuring and operating business in India.



OUR SERVICES

ASSURANCE	ADVISORY	TAX
<ul style="list-style-type: none"> ▪ Accounting Advisory Services ▪ Financial Statement Audit and Attestation Services 	<ul style="list-style-type: none"> ▪ Business Restructuring ▪ Corporate Finance and Investment Banking ▪ Deal Value Creation ▪ Financial Due Diligence ▪ Forensics ▪ Government Advisory ▪ M&A Tax and Regulatory ▪ Risk Analytics ▪ Risk and Advisory Services ▪ Strategy & Commercial Due Diligence ▪ Sustainability & ESG ▪ Valuations 	<ul style="list-style-type: none"> ▪ Customs & International Trade ▪ Direct Tax Services ▪ Global Employer Services ▪ Goods & Services Tax (GST) ▪ Indirect Tax Assessment & Litigation Assistance ▪ International Tax Services (ITS) ▪ Representation and Litigation Support ▪ Tax Technology ▪ Transfer Pricing Services
BUSINESS SERVICES & OUTSOURCING		
<ul style="list-style-type: none"> ▪ Global Outsourcing ▪ Shared Services & Outsourcing 		
BDO DIGITAL		
<ul style="list-style-type: none"> ▪ Digital Services ▪ Technology Products and Solutions 		

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