



Due Diligence Services

The scope of the due diligence review, which is always determined in conjunction with you, depends on the size and scale of the transaction and the surrounding risks. Our due diligence service focuses on the most critical elements of transactions, including:

- Identifying and quantifying industry and deal-specific risks and opportunities.
- Evaluating quality and reasonableness of historical and projected earnings and cash flows assessing quality of assets.
- Identifying hidden costs, commitments and contingencies.
- Identifying and quantifying tax exposures.
- Identifying and quantifying liabilities that can be deal breakers; and
- Highlighting issues likely to affect the purchase price or contract conditions.

Practitioners in our due diligence services group are seasoned accounting and tax specialists who provide value-added services to corporate and private equity clients on a daily basis and have a deep understanding of India's unique challenges such as:

- Disparity in accounting principles and quality of financial information.
- Lax internal control, transparency and corporate governance standards.
- Proliferation of related party transactions; and
- Complex and evolving tax rules and regulations.

Acquisition due diligence:

- Our Corporate Finance Transaction services team provides a wide range of experience in due diligence services focusing on the specific needs of clients, whether they are from Private Equity or Corporate sectors.
- Importantly, we also seek to identify opportunities which may add value to the business.

Vendor due diligence:

Vendor initiated due diligence is at the heart of maximizing value, minimizing disruption and avoiding late surprises through the disposal process.

From initiation to completion

- Involvement of our Vendor Due Diligence teams at the initial stage of the disposal process is designed to assist you in achieving a fully priced and clean exit.
- We offer vendor assistance to identify key areas of required separation activity and identifying areas of vulnerability which should impact value coupled with solutions to address them.
- In addition, we aim to support you through the auction process, working closely with your other advisors (for example, in relation to the sale and purchase agreement (SPA)) seeking to protect value and manage risk by recommending commercial and contractual remedies to challenges identified during the vendor due diligence process.

A robust, independent and credible report

- We, working alongside company management and your advisers, aim to provide bidders with a high quality, independent and focused due diligence report on the business to be disposed. Our extensive experience working on a large number of transactions across a broad range of industries provides us with deep insight into the differing and stringent requirements of both corporate and private equity bidders, and their financiers. This should ensure that all bidders are in possession of the information necessary for them to bid with confidence, maximizing the value that you get from the disposal.

Bid support:

- Working alongside our clients in a competitive auction process, we provide support in analyzing the key issues likely to influence their bid, involving the appropriate specialists as required. At the initial stages of an auction process, information is usually restricted to an information memorandum and a vendor due diligence report supported by a data room.
- Once exclusivity is granted, we seek to perform top-up due diligence to assist the completion of the deal. Our work at this stage tends to be confirmatory in nature but will also seek to identify issues that impact on price, or those that require reflection in the sale and purchase agreement and completion accounts.

Data room support:

- Increasingly, on large M&A transactions, our clients are demanding a wider range of services from their advisers to support the disposal process.
 - The aim of data room support is to provide ongoing assistance to a company that is considering the sale of all or part of its business in terms of preparation of standalone financial information for the business, including tax information that is robust and fit for a sale purpose.
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