

DS CONSULTING

“Knowledge To Absolute Value”

- **Mergers & Acquisitions**
- **Transaction Tax & Regulatory**
- **Risk & Compliance**
- **Management Reporting**

www.dsconsulting.co.in

Pune – Maharashtra - INDIA

PROFILE : FOUNDER



DILIP SHARMA

Founder

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- He is a Chartered Accountant by qualification and started his professional career in 2007 with a Pune based advisory firm predominately into governance, risk and compliance
- With diversification by the firm into transaction advisory, he was responsible in planning and executing due diligence and valuation activities
 - *Clients were small and medium scale enterprises seeking growth capital and/or strategic investments*
- He moved in 2008 to one of the BIG 4 with their risk advisory team, where he was responsible in planning and executing internal audit, shared services and Sarbanes-Oxley Act, 2002 (SOX) assignments
 - *Clients were multinationals and domestic both listed and unlisted large entities*
- He moved in 2010 to a Pune based boutique firm specializing in mergers & acquisitions (M&A) where he graduated to Vice President (M&A)
- He garnered experience in entire gamut of M&A covering corporate restructuring, transaction advisory, negotiations & closures and transaction structuring
 - *Clients were from various industries such as manufacturing, real estate, retail, financial services with transacting entities ranging from publicly listed corporations to mid & large sized unlisted entities*
- In the past, he co-founded Phronesis Advisory and subsequently Avid Advisory with a focus on transaction, management and risk advisory services
- He is registered as a mentor with startup India, an initiative by Government of India under Ministry of Commerce and Industry

SELECT WORK PERFORMED

Mergers & Acquisitions

Sell side consulting, by way of hive off through demerger, to one of India's premier broking house to one of India's leading bank in an all stock deal. Primary responsibility entrusted was to arrive at business valuation and subsequently SWAP ratio report which was discussed with the client and the buyer for transaction consummation. Subsequently the responsibility was extended to review the scheme of arrangement and shareholders agreement prepared by lawyers from a transaction structuring and overall deal objective perspective

Transaction Tax & Regulatory

Corporate restructuring for one of the leading real estate developers in Pune with the objective of providing an exit to the Investor an offshore fund. The task involved segregating SEZ construction from residential township and hence in each case identifying the undertaking, determining the SWAP ratio, drafting a scheme of arrangement that is tax neutral, arriving at optimum capital structure with different classes of shares and deliberating and coordinating with SEZ domain experts for getting requisite approvals

Risk & Compliance

Internal Audit of one of the leading retail stores chain in India, part of a Group diversified into power & natural resources, carbon black, information technology (IT), education, media and entertainment & sports. Entrusted with individual responsibility for planning and executing CAPEX audit that focused on examination and evaluation of the entire stores set up process that included procurement, project management, project compliance, project commercial and project delivery

Risk & Compliance

Risk assessment and internal controls under Sarbanes & Oxley Act, 2002 for an Indian entity listed on NYSE, a part of a Group which is one of the leading players and globally diversified in natural resource exploration, asset development, extraction, processing and value addition. The task on hand called for examination and evaluation of entire business processes and activities being precisely recorded & accounted for financial reporting and disclosure purpose

SELECT WORK PERFORMED

Transaction Tax & Regulatory

Business and corporate restructuring for a Group which is India's fully integrated textile entity with a dominant presence in cotton and polyester segments. With the flagship entity listed on the Indian bourses. The objective was to consolidate businesses in similar verticals and segregate other business activities including real estate business in a manner to keep the networth of the listed entity intact if not enhanced as a matter of such restructuring exercise. Primary responsibility was to prepare an structuring paper considering various evaluation parameters such as commercial prudence, governing laws (SEBI, Corporate Law, FEMA, etc) fiscal law (direct tax and stamp duty) valuation and accounting. Subsequently coordinating with the auditors, lawyers and domain experts for consummation of the transaction

Risk & Compliance

Setting up of a shared services centre for an Indian entity, an automotive components conglomerate engaged in manufacturing of auto components spanning the entire value chain with product offerings such as metal stamping & assemblies, mirror consoles, cockpits, door panels and other interior plastics, bumper sand exterior plastics, radiator sand coolers, automotive batteries, wiring harnesses, seating systems, and including engineering and design related services. The entity customers include Indian and global automobile manufacturers. The entity is part of the pioneer Group, a global enterprise headquartered in India with business interests spanning from automobile manufacturing to information technology to hotels & hospitality and so on

SELECT WORK PERFORMED

Risk & Compliance

Internal Financial Controls (IFC) for an Indian listed entity engaged in the business activities of aircraft manufacturing & maintenance centre, aviation infrastructure and aircraft charter services. Part of an Indian Group which apart from aforesaid business, is also a leading producer of precision seamless tubes and engineering steels, engaged in business of software engineering services, engaged in investing in infrastructure with focus of port and power and in business of smart innovative consumer lighting solutions. The task on hand involved capturing various business processes, identifying design gaps, identification of existing controls, preparation of walk through and assistance in testing of controls

Risk & Compliance

Internal Controls over Financial Reporting (ICFR) of Indian subsidiaries of a Group based out of USA. The subsidiaries were of manufacturing high end shafts, axles and electronic controls for light, commercial & off highway vehicles and a fully integrated R&D centre rendering design services to its group companies globally. The task on hand involved capturing various business processes, identifying design gaps, identification of existing controls, preparation of walk through and assistance in testing of controls

Risk & Compliance

Internal Financial Controls (IFC) for an Indian listed entity, part of Japan based Group, one of the leading manufacturers of automobile wheels for biggest automobile manufacturers based out of Japan and USA. Further the Group also produces sophisticated high tech race wheels for a variety of motorsports including Formula 1, rallying, drifting and single seater racing. The Group commercially is active throughout Asia, North America, Latin America and Europe. The task on hand involved capturing various business processes, identifying design gaps, identification of existing controls, preparation of walk through and assistance in testing of controls

Mergers & Acquisitions

Preparation of Information Memorandum (IM) for one of the leading Pune based Group engaged in the business of providing manpower security and facility management services to its clientele spread across various industries. The Management was contemplating to raise growth capital through private placement. The task involved accumulating data through interacting with CEO and respective business head that culminated into a growth strategy, business plan, financial model and business valuation included in the IM which was ultimately presented to the Management

PROFILE – SERVICES

MERGERS & ACQUISITIONS

- Divestments or SELL Side
- Acquisitions or BUY Side
- Private Placements

TRANSACTION TAX & REGULATORY

- Business Reorganization
- Other Transactions

RISK & COMPLIANCE

- Internal Financial Controls
- Internal Audit

MANAGEMENT REPORTING

- Management Information System

SERVICE ACTIVITIES & DELIVERABLES

Divestment or SELL Side

- Acquirer/buyer search (where specifically instructed by Management)
- Executing internal due diligence
- Arriving at expected enterprise or equity valuation
- Setting up and coordinating preliminary meeting with buy side promoters or management
- First stage negotiations and closure of Term Sheet/Memorandum of Understanding (MoU)
- Assisting in vendor due diligence documentation and support
- Final negotiations and closure
- Evaluating the transaction structure proposed by the acquirer/buyer from direct tax optimisation and consummation of time
- Examining and evaluating the SPA, SSA & BPA received from the acquirer/buyer

Acquisition or BUY Side

- Conducting target search (where specifically instructed by Management)
- Setting up and coordinating preliminary meeting with sell side promoters or management
- Arriving at offer valuation or vetting sell side expected valuation
- First stage negotiations and closure of Term Sheet/Memorandum of Understanding (MoU)
- Planning and executing due diligence (excluding technical and industry specific legal diligence)
- Arriving at adjusted offer value or expected valuation post due diligence
- Final negotiations and closure
- Transaction structuring considering potential risk, cost and time
- Assistance in drafting of Share Purchase Agreement (SPA), Share Subscription Agreement (SSA) or Business Purchase Agreement (BPA) as the case may be
- Assistance in post-acquisition integration (accounting, finance, etc)

Private Placement

- Preparation of business plan and statement of fund requirement
- Preparation of Pitch Deck or Information Memorandum (IM)
- Arriving at equity valuation and freezing potential dilution
- Setting up and coordinating "first interface" meeting with potential investors
- Preliminary negotiations and closure of Term Sheet/Memorandum of Understanding (MoU)
- Vendor due diligence documentation and support
- Transaction negotiations and closure
- Evaluating the transaction structure proposed by the investors from transaction cost and time optimisation
- Examining and evaluating the SPA and/or SSA received from the investor

SERVICE ACTIVITIES & DELIVERABLES

Business Reorganization

- Identification of applicable governing, fiscal and administrative laws and evaluating its implication on proposed structure
- Preparation and presentation of option/evaluation paper that envisages optimized transaction structures
- Recommending share SWAP ratio or business valuation (in slump sale) considering the applicable laws in force e.g. FEMA, SEBI, Income Tax, etc
- Assistance in drafting or vetting the Scheme of Amalgamation/Arrangement or BPA
- Assistance in transaction accounting in pursuant to applicable standards or GAAP

Internal Financial Controls

- Preparation of process narratives (PN)/flow charts
- Preparation of risk control matrix (RCM) identifying requisite activity controls
- Preparation of GAP statement reflecting design gaps with recommendation for curtailing such gaps
- Preparation of walk through documentation file
- Control testing and documentation

Internal Audit

- Internal Audit Report

Management Reporting

- Designing reporting framework
- Data collation and information processing
- MIS Report/Statement

***"If you are not willing to risk the usual,
you will have to settle for the ordinary."***

- Jim Rohn

LET'S GET STARTED