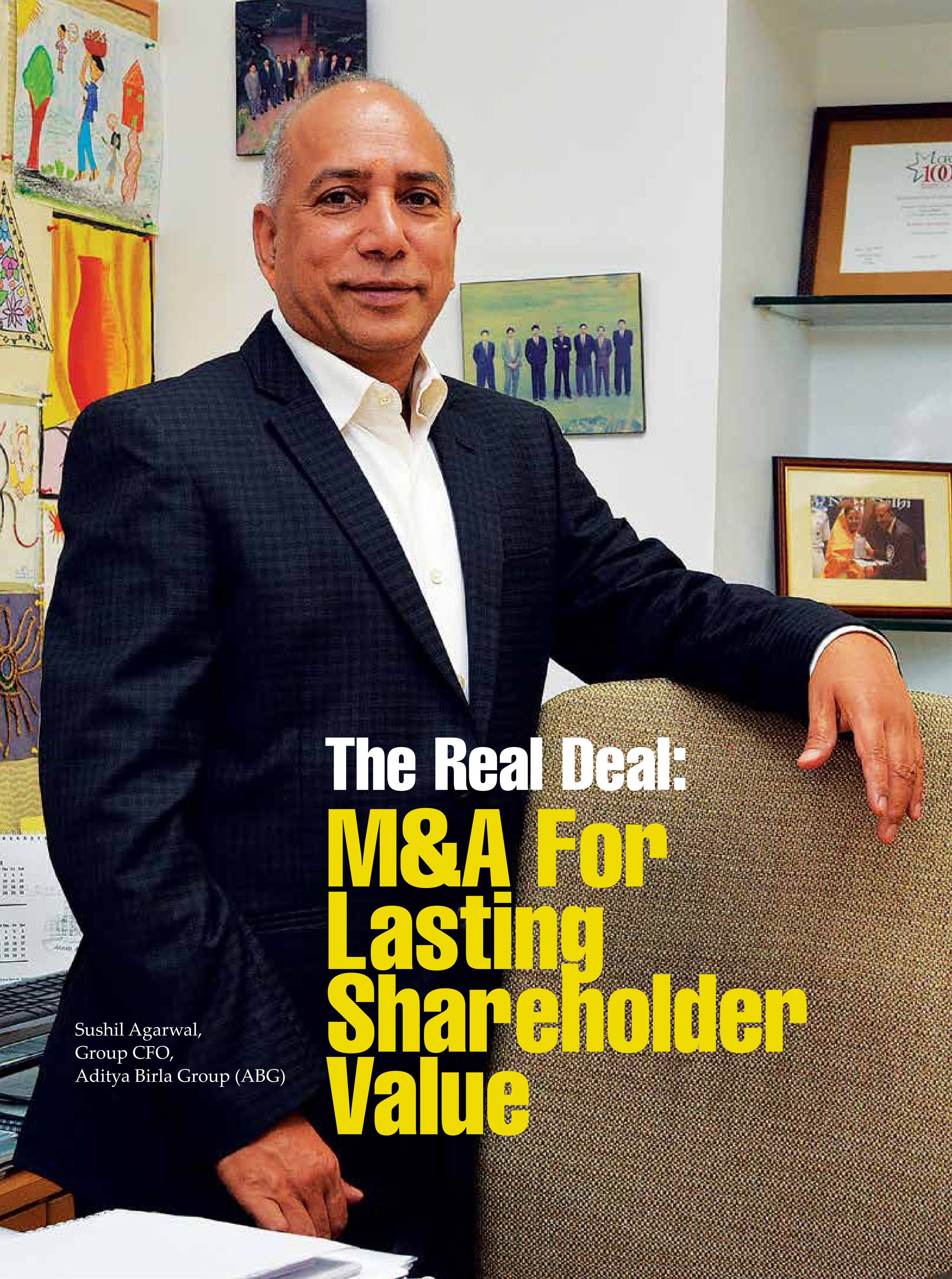
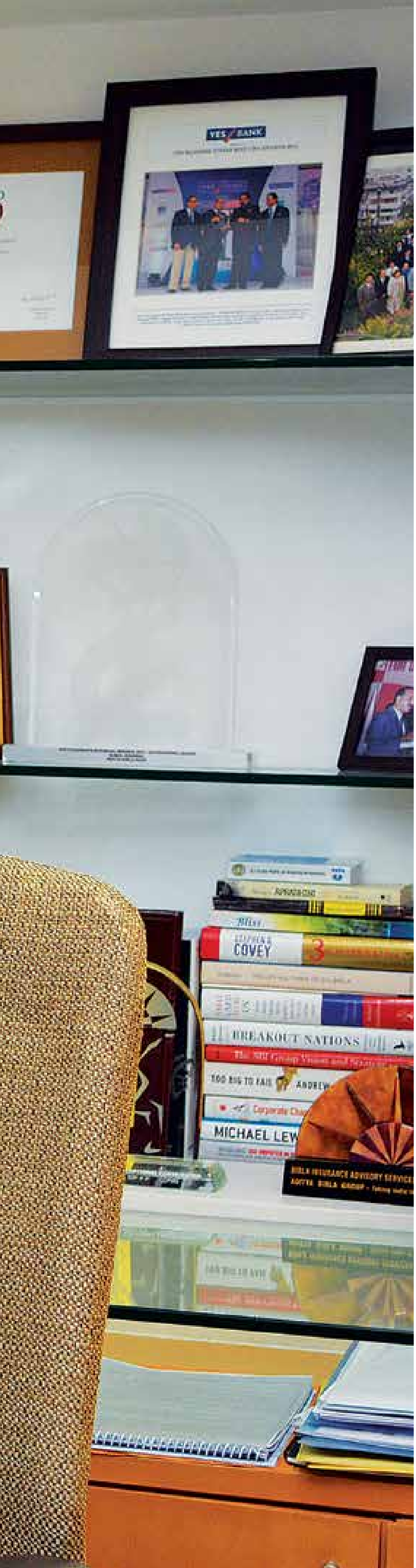


The Real Deal: M&A For Lasting Shareholder Value

Sushil Agarwal,
Group CFO,
Aditya Birla Group (ABG)



Over the course of the last two decades, M&A has become a core route for organisational expansion in India. CFOs are in a unique position to contribute significantly during the M&A process, given their ability not only to vet identified targets through due diligence, but to take the process through to post-close execution. CFOs are expected to balance financial analysis, corporate aspirations, and cultural issues to effectively manage acquisitions and deliver the promised shareholder value. In turn, that requires a holistic set of capabilities, both technical and leadership oriented. Sushil Agarwal, Group CFO of the Aditya Birla Group (ABG), is one such CFO who has played a major role in restructuring the organisation over the years to create lasting value.

Mr Agarwal architected the merger between Grasim and AB Nuvo, the two giants that together contributed almost a quarter of ABG's total revenues. The deal generated economies of scale and created a huge holding-cum-operating company that owns Ultratech, India's largest cement company; Idea Cellular, the country's third largest telecom business; and Aditya Birla Financial Services (ABFS), a fast-growing entity with a presence in wealth management, life and general insurance, housing finance and as a payments bank.

The massive restructuring plan was executed in two phases. The first involved the merger of AB Nuvo with Grasim, while in the second phase, ABFS was demerged as a separate listed entity. Immediately after the deal was announced, the stock price dropped as shareholders questioned both the rationale behind the deal, and the significant debt transfer it entailed. Early reactions from the media and from proxy advisors further stacked the odds against it. Mr Agarwal and his team quickly went into mission mode to build trust and clarity across the entire spectrum of shareholders. Today, the combined value of the new company is ~1.6x the market cap of the erstwhile entity.

The Grasim-ABNL deal yielded many benefits. It consolidated ABG's leadership position in the Chlor-Alkali business. Similarly, in the cement sector, UltraTech's

Over two dozen acquisitions, executed in the past two decades, have been crucial to building ABG as a premier global conglomerate

The 'digital dashboard' maintained by Finance acts as a strategic command centre to deliver real-time information that guides business operations, and helps accurately predict the financial impact of any business decision

> **The Board plays an important role in M&A transactions by scrutinising the real value-creation possibilities, testing merger-integration plans, and protecting minority-shareholder interests**

acquisition of Jaiprakash Associates gave it a foothold in central India – the only region where it lacked a meaningful presence. The newly-acquired plants provided locational advantages, as well as access to the latest European technology. (The all-cash deal was financed through a 20-year term loan.) The Finance function played a crucial role in the deal's success by regularly providing strategic insights, predicting the financial impact of business decisions, and delivering real-time information that helped guide operations. Going forward, the ongoing merger of Idea and Vodafone will create India's largest wireless operator, in terms of both revenue and subscriber share.

The next few pages provide an in-depth understanding of Mr Agarwal's role in strategising and executing M&A transactions such as the one highlighted above to create lasting shareholder value for ABG.

The Big Picture

What are Aditya Birla's strategic goals for the next 3-5 years?

Having created a strong and attractive portfolio of businesses, the Group's future strategy revolves around a combination of scale, growth and return. The Group will continue to invest in its existing businesses for sustainable and profitable growth. We have made more than two dozen acquisitions in the past two decades, which are very crucial to the creation of Aditya Birla Group (ABG) as a premium global conglomerate. Therefore, the pursuit of organic and inorganic growth opportunities remains high on the agenda.

We are investing in building digital capabilities across our service sector businesses to tap the expanding addressable market . Our branded apparel business is going through a digital transformation, focusing on omni-channel presence to create a seamless shopping experience for our customers. This is also helping us in expanding our market size. For instance, as per a study, 6 of the 7 North-East States featured among the top 10 Indian States that search for the term "online shopping". This is a large untapped market. Our omni-channel presence enables us to tap such markets without having to invest much in a brick and mortar retail presence, expanding the market size. Our omni-channel infrastructure is being developed organically with the help of consultants.

In our financial services business, we are increasingly going digital both on the count of product distribution and our processes. For instance, within one year of its launch, about 65 per cent of our health insurance retail business is issued through digital mode. The digital/online sales channel is already contributing about 12 per cent of its retail business. Our online personal finance management portal 'MyUniverse' is number one in India with over 4.2 million registered users. In the manufacturing businesses, the focus on maintaining cost leadership and asset sweating will continue. We are also investing massively in sustainability and data analytics. Strengthening the risk and corporate governance framework is one of the key focus areas. Going forward, we will continue to explore new sectors and new lines of business with the potential to fuel the group's growth aspirations.

Where would you position Finance in the achievement of these objectives? What role does it play in enabling the business to manage change effectively?

In today's dynamic environment, businesses are seeing changes happening at a greater speed. We have to be aware of how technology can change the market, as well as the internal processes of the organisation. The Finance function at ABG has an in-depth understanding of the business, and it helps challenge some of the business assumptions more confidently and emphatically; provides advice on relevant matters; and helps the business make the right strategic choices.

For each multi locational business, a business level finance department has been created to ensure the benefits of uniform practices across all locations. The office of the Group CFO is mandated to maximise group level synergies and expertise. Another crucial role of the Finance function is to provide timely information, as this helps to predict the financial impact of any business decision more accurately, and to manage change effectively. At ABG we are into different businesses that are part of manufacturing as well as service industries spanning across different geographies. To get timely information on all of them, we have set up a digital dashboard, which works as a strategic command centre, delivering real-time data to guide business operations. It also flags and evaluates the impact of unexpected events, providing timely analysis to me and other decision makers across the Group.

All of Grasim's operating companies have gained strong momentum and reported stellar numbers in Q3FY18 despite multiple headwinds such as GST, US rate hikes, etc. What is enabling this? Are there any structural changes happening to the product or pricing mix? Going forward, what challenges do you foresee in maintaining this momentum?

I always believe that if your business is fundamentally strong, then you can weather any challenging situation well. This is now getting reflected through the results of our operating companies. Also, Grasim is not merely an investment holding company, but also has two strong businesses – VSF and Chemical – which have done well in Q3FY18. The strong efforts that we put in are enabling us to sail smoothly. For instance, when everyone was getting scared of the GST, at Grasim we geared up to adopt the system and started working ahead of time. We did meetings with Group companies, provided training to major customers and vendors to ensure smooth implementation of the new tax regime.

As far as structural changes to the product are concerned, we are trying to increase the proportion of speciality products in our overall sales. In VSF, the share of specialty fibres like dyed, modal, and non-woven has increased by ~30 per cent in the last 2 years. Similarly in the chemicals business, the share of value-added products has expanded by 35 per cent during the same period. The idea behind increasing the proportion of specialty products is not only to command a premium, but also to create a new market segment altogether. We are promoting Liva as 'fluid fashion'; the number of LIVA-tagged garments has doubled in one year. Challenges remain in terms of continuously innovating and reinventing ourselves – but given our focus on R&D, and the investments we make in it , I am confident that we will remain ahead in the game. Today, our R&D expense stands at 0.7 per cent of our standalone revenue and the same has grown seven-fold in a span of five years (from FY12).

Mergers and Acquisitions

How did shareholders react to the massive restructuring plan, which involved merging Grasim and AB Nuvo (ABNL)? How were you able to convince both sets of shareholders – retail and institutional? How was the deal structured?

Initially, the restructuring was completely misinterpreted. A perception was created that this was meant to fund the capital requirement of the Group's telecom business. Early reactions from media and proxy advisors further created odds against the deal. We needed the approval of the majority of minority shareholders to get the deal through and also drew a detailed roadmap on how to reach out to the institutional investors, analysts, proxy advisors, media and retail shareholders. The intent was to communicate the long-term benefits of the transaction and to address their concerns. It was a real test of patience to deal with various stakeholders to explain the essence of the transaction.

We undertook many initiatives to allay investor concerns: subdividing Grasim's shares to enhance retail participation and improve liquidity; increasing the FII limit in Grasim from 24 per cent to 49 per cent for higher FII participation; stating the dividend policy on the allocation of Grasim's surplus funds; and clarifying with regard to funding of Idea.

We also targeted new investors, particularly those who invest in professionally-run conglomerate structures, and were successful in on-boarding a few of them. All our

> **To successfully navigate M&A activities, CFOs should have clear understanding of the deal rationale, excellent negotiation skills to deal with counter-parties, and the ability to effectively manage multiple stakeholders**

communication was also aimed at reaching out to non-institutional investors to present the real deal of the transaction. More than 7,000 non-institutional shareholders of Grasim and more than 4,000 shareholders of ABNL participated in the voting. Finally, the deal was passed by an overwhelming majority.

How did Grasim change after the merger, particularly in terms of the impact on debt-EDBITDA levels and the balance sheet?

Before the merger announcement, markets were not ascribing a fair value to the fast-growing unlisted financial services business. The market cap of ABNL in August 2016 before the deal announcement was about Rs 200 billion. Today, Aditya Birla Capital alone is valued at Rs 320 billion. The pre-announcement combined market cap of Aditya Birla Nuvo, Aditya Birla Capital and Grasim stood at Rs 627 billion. It stands at Rs 1 trillion today . One example of the merger benefit is the rating upgrade of Aditya Birla Finance Ltd and Aditya Birla Housing Finance Ltd from IND AA+ to IND AAA, reflecting the strength of the parent company. The importance of a rating upgrade for a lending business is crucial - it not only leads to a reduction in borrowing cost, but also brings benefits to your lending capacity. Grasim is ranking among the top return-generating companies in 2017. Even after assuming the debt of ABNL, Grasim's standalone balance sheet is strong with a cash surplus of Rs 6 billion. The cash profits from operations were more than Rs 18 billion for the first nine months of FY18.

We aim to build a strong, diversified base of shareholders with a long-term view of the business to participate in our growth

UltraTech Cement's acquisition of Jaiprakash Associates' cement assets was India's largest such acquisition. What was the rationale behind the deal? How was the deal structured? What is the wider context of the sector that drove this decision?

The acquisition provided UltraTech a foothold in Central India – the only area where it did not have a meaningful presence until then. The plants acquired had the latest European technology and their location gave us a strategic advantage. The capacity utilisation of the plants, at the time of acquisition, was just ~15 per cent, which was ramped up quickly. It was an all-cash deal, financed through a 20-year term loan at less than 8 per cent. The sector is witnessing consolidation, and it was natural for UltraTech, being the market leader with a healthy balance sheet, good assets quality and location, to go for it.

Speed was a core component of the M&A exercise. How do you build urgency? What kind of planning and thinking did it need?

All M&A transactions are planned and executed keeping in mind the operational, commercial and regulatory aspects. Speed is largely an outcome of the detailed planning across the various streams – which includes coordinated teams with identified responsibilities, clear identification of potential bottlenecks, planning for critical items, and timely delivery . Considerable planning is also required for the investor communication to explain the strategic rationale of the transaction.

Illustratively, the merger of ABNL and Grasim and the subsequent demerger of the Financial Services division from the merged entity was a complex internal restructuring exercise. During the said restructuring, responsibilities were allocated across a focussed team covering the key aspects with the finance and valuation segment (led by the Corporate Finance team along with internal finance teams of each entity and with external advisors to evaluate and analyse the commercial aspects of the deal); legal and regulatory aspects (led by the Corporate Legal team along with the business legal teams and legal counsels to assist on the approval process from various regulators); individual and Group Investor Relations teams (responsible for communicating various aspects of the transaction to institutional investors); post-merger business teams (focused on integration across operations, HR, regulatory, accounting and tax). Each of these work streams was allocated to team leaders who were working together on an agreed action plan to ensure a seamless execution of the transaction and timely delivery.

How have you synergised elements within both these companies in line with key strategic objectives of the Group? What challenges did you face with post-acquisition integration? What were the learnings?

One of the objectives of the Group is to be amongst the top three players in the businesses that we are in, and to further strengthen our leadership where we command a number one position. The Grasim-ABNL deal consolidated our leadership position in the chlor-alkali business as we integrated the caustic soda business that we merged from ABNL. Similarly, in cement, UltraTech was already the industry leader, but with the acquisition of Jaiprakash Associates' cement assets, we have further consolidated our leadership by having our presence in Central India.

Every post-merger integration has its own challenges, but we did not face too many difficulties in this regard. The Grasim-ABNL merger brought two group companies together that were already part of a common group culture. In case of Jaypee Cement, the challenge was to match the product quality to that of UltraTech standard and to ramp it up fast. We were able to do that quickly. The other element in the Jaypee deal was to make the workforce familiar with the ABG work culture by making them aware of our processes and systems. We were able to manage that fairly quickly too. In every merger we encourage employees to share best practices and adopt the one that is in the larger interest of the organisation and thus, every merger has learnings of its own.

One of the hardest things in any integration is to manage the cultural incompatibility. At ABG, our five values - Integrity, Commitment, Speed, Passion and Seamlessness - act as a guiding force in the decision making and this is reflected in our work culture. The DNA of an organisation and its work ethos drive the way in which products are sold and customers serviced. It goes a long way in building a brand. Hence in any merger, a huge focus is given to cultural integration across the functions. This involves clearly defining the leadership structure including functional heads. Systemic and tactical communication from the senior leadership through various platforms is also important. Having said that, integration processes are situation specific and standard templates suggested by consultants are not always applicable.

What resources were required to complete the transaction? What was the role of the Board?

In M&A, expertise across operations, Finance and legal are a must for successful and timely closure. Within ABG there are specialised teams that undertake these different aspects of the transaction. The final proposal is created, evaluated and challenged after a detailed assessment by various teams, and following discussions with key stakeholders. Then the proposal is placed in front of the Board for review. The Board plays an important role in protecting the interests of various stakeholders, including minority ones. In the case of the Grasim-ABNL deal, the Board appreciated the strategic rationale as Grasim was a cash-rich company with growth aspirations while ABNL had a high growth FS business which required strong parentage.

You have one of the best M&A teams in the industry. How is it structured? Who leads it? What is the role of the team?

I act as the ABG's Group CFO, and also head the Group's Corporate Finance team, which has highly experienced professionals with specialisation in M&A, restructuring and fundraising. For various transactions, the Corporate Finance team works closely with the businesses to ensure seamless and timely execution. Further, we have a Corporate Strategy and Business Development (CSBD) team that evaluates new sectors and opportunities for the Group . While the team is highly qualified, regular training and skill building are a core aspect of the team's culture. While the CSBD team is not part of the Group CFO office, the two work closely together on

Adding significant digital capabilities across our services businesses will be key to expanding our addressable market.

identified targets within new sectors and opportunities.

How are skills gaps identified? Any instance of learning and training provided to overcome a specific skill gap?

The team continues to keep abreast of key industry, finance and regulatory developments. It engages in various trainings through third-party professionals to develop team skill sets on new regulations, transaction structuring and new financing models. We also do refresher training programs and 'know your business' training for new team members.

Jio's entry triggered serious consolidation in the telecom sector. The merger of Idea and Vodafone is timely, and would create the largest mobile company in the country. When is the merger expected to be completed? What benefits do you expect will accrue out of the deal? What challenges do you foresee?

The merger of Idea and Vodafone India is expected to close in H1CY18. This will result in the creation of India's largest wireless operator, in terms of both revenue and subscriber share. The combined entity will have one of the largest spectrum footprints and the deepest 2G network presence, covering an expanse of over 1.1 billion Indians across 500,000 towns and villages.

The advantage of having a large 2G network footprint is clear. Rural penetration in India is still below 60 per cent, a large subscriber opportunity because first-time mobile users are expected to join for voice services. Currently, ~950 million customers are non-4G and while this base is expected to reduce over next couple of years, it will continue to remain large. The competition in the non-4G market will be between only two operators – Idea-Voda and Bharti Airtel. No new investment is required in this segment.

The merged entity with its larger coverage, competitive spectrum portfolio, and capability to build large capacities through large broadband investments over the next few years, is expected to benefit from the increasing mobile penetration and exploding data growth. The expected annual synergy run-rate is Rs 140 billion in the next 3-4 years (60 per cent Opex and 40 per cent Capex). At the time of merger announcement (March 2017), the NPV from the synergy was estimated at USD 10 billion. However, given that we will be able to consummate the merger faster than anticipated, the NPV will be higher.

Clearly, the merger of such large organisations will pose integration-related challenges, but post CCI approval, specific teams have been formed (covering all functions at both companies) to ensure a smooth transition. The key focus remains on network integration, which is the major component of synergy. Apart from the network, there will be work that needs to be done in the integration of brands, IT infrastructure, distribution network, etc. While integration will continue over the next few years, the focus for the merged entity will remain on ensuring a seamless customer experience, and remaining competitive in the marketplace.

Recently, Grasim demerged its financial services arm – Aditya Birla Financial – into a separate entity that unlocked massive shareholder value. How was the business case of a demerger prepared? What inducements were given to the shareholders?

The financial services business has very high growth potential in India. We have a strong franchise in all the businesses within the FS space. Earlier, the business was under ABNL and was not being ascribed the fair value by the market. So we decided to demerge it to unlock value for investors, given that the business has achieved scale. The listing of the FS business provides it the flexibility to independently fund its growth through various sources of capital. Grasim's strong parentage continues to help.

We discussed the benefits of the demerger not only with the institutional investors but also reached out to retail investors. The merger was announced August 2016 and final voting took place in the first week of April 2017. The scheme was passed by an overwhelming majority

Cost leadership in manufacturing will remain a core focus area.

ABG's spend on R&D is high. At 0.7% of standalone revenue, it has grown 7-fold in a span of five years.

without any revision.

The financial services business has three pieces – life insurance, NBFC, asset management. Where will the growth capital come from for the fast-growing NBFC business?

Aditya Birla Capital has a presence across the financial services spectrum, with a leadership position in the NBFC, asset management and life insurance, and fast-growing businesses in terms of housing and health insurance. ABCL also have a presence in general insurance broking, wealth management, and online personal finance management, making it a universal financial solution to meet our customers' money needs for life. On growth capital, given the nature of our lending businesses, and the stage of our new businesses, our funding requirement is for the NBFC, housing finance and health insurance businesses.

In the lending business, capital requirement is directly linked with the growth of the book, and we do not see any major changes in our approach with respect to leverage levels in both the NBFC and the housing finance business. The growth capital of these businesses is funded through strong internal accruals of the respective businesses, along with capital infusion by the holding company, depending on growth and leverage.

The financial services sector is a key driver for the India growth story and is core to the Group's strategy. A fast growing economy coupled with low penetration of most financial products and categories means that the opportunity to grow is immense and the Group's presence across the entire FS spectrum should yield unprecedented growth across verticals over many years.

This is largely on account of the financialisation of savings that we are witnessing currently. The shift in household savings and the low current penetration in the life insurance industry posed significant growth opportunities for both the mutual fund and insurance businesses. Indians pay about 70 per cent of their total health costs out of their own pocket compared to 10-15 per cent in developed markets and 30-35 per cent in some developing markets. If households

On a lighter note

Being a CFO to you means....

- Understanding how your company and its industry work so you can help the company to be profitable and competitive
- Accountability and value creation for all stakeholders

One important learning?

- Technology is changing at a lightning pace, CFOs must adapt to new technology

Another CFO you look up to?

- Safra Catz, who was one of the most successful CFO before becoming the co-CEO of Oracle Corporation. As the CFO of Oracle, Ms Catz played a role in closing over 85 acquisitions over five years, helping cement Oracle's position at the top of enterprise technology

What was the toughest decision you had to make in your role as a CFO?

- Snuffing out the existence of ABNL, which was so close to my heart, post its merger with Grasim

What comes to your mind when I say the following?

- **Communication and the CFO:** Has to be crisp and clear
- **CFO & Strategy:** Most important part of the CFO's role
- **CFO & Risk Management:** Must integrate risk assessment and management with strategic planning

Top three things on your agenda:

- Creating value for stakeholders
- Helping the business scale new heights through sustainable means
- Continuous employee engagement

Favourite book/movie:

- The Monk who Sold his Ferrari
- Chupke Chupke / 3 Idiots

Comfort food:

- Home cooked vegetarian food: dal-roti

What do you do to keep yourself operating at the optimum level?

- 20-20 minutes of Yoga/walking every morning keeps me fresh throughout the day

The merger of Idea and Vodafone will result in the creation of India's largest wireless operator in terms of both revenue and subscriber base. With mobile penetration in rural India still below 60%, the non-4G market where first-time users will predominantly use the mobile for voice remains one of high potential. Over 950 mn subscribers today are non-4G.

Government's initiative

- Housing for All
- Infra status to affordable housing companies
- Atal Mission for Rejuvenation and Urban Transformation

Regulator's initiative

- Interest-spread cap for Rural Housing Fund
- Reduction in risk weights

Other factors

- Urbanisation
- Expansion in branch network
- Low mortgage finance penetration
- Higher LTV
- Rise in finance penetration

We have adopted an unconventional approach in the fast-growing housing sector by focusing on the underserved but large, self-employed segment

Ensuring cultural compatibility is key to the success of any acquisition

decided that they would spend 10 per cent less and insure themselves instead, the health insurance industry would grow rapidly.

In the past you have sold stakes in the life insurance entity and raised debt at the Group level. This time you sold a little over 2 per cent stake in Aditya Birla Capital to Premji Invest. Are you looking to bring in more investors?

Our aim is to build a strong base of diversified shareholders having a long-term view to participate in the growth of our businesses. Our funding requirement is primarily for the NBFC, housing finance, and health insurance businesses. However, we keep evaluating the appropriate mode of funding and its timing, depending on various parameters.

In terms of housing finance, what inputs do you have on the wider sector, and how you see housing finance play out as a value creator for the Group?

Many people think that there is a lot of competition in the housing segment, but given such low penetration and strong primary demand, we feel there is adequate opportunity to grow in this space for years to come. A bulk of the housing finance companies until recently catered to salaried employees. India is much more of a self-employed country, and that segment has been underserved by the housing finance industry.

We are focusing on the self-employed segment, where there is a large opportunity to grow the business. The skill here lies in underwriting and figuring out the true worth of the person. We entered into this business just two years ago, and our current lending book size is ~ Rs 70 billion crore as of December 2017. We have turned this business profitable within seven quarters of full operation. Apart from this, we have recently forayed into the affordable housing segment, which allows us to cater to tier 2-4 cities with small ticket sizes.

In the coming years, healthy growth is expected in the housing finance segment. To back this, housing loans outstanding grew at 18 per cent CAGR from fiscal 2011 to 2017, supported by higher government support, lower interest rates and easing inflation. Also, rising urbanisation, 'nuclearisation' of families and increasing number of affordable-housing projects speeded loan growth. Key government and regulatory initiatives are important tailwinds in this regard.

Do the merger and a new listing close or end – at least for the foreseeable future – the Group's restructuring activity? What is next on the cards?

As a large Group, we keep on evaluating various opportunities, and zero in on those that we find worthy, so it is kind of a continuous process for us.

How do you balance your own priorities and objectives, given this constant (and massive) restructuring and M&A activity? What is the hardest for you to manage personally?

The fundamental aim is to create value for stakeholders, and to help the business scale new heights. Obviously, there are a number of businesses and geographies that the Group operates in, and each has its own regulations and challenges, but we as a team try to keep ourselves updated, and that is where training of teams helps us overcome this challenge. In any deal situation, managing the dynamic deal process with imperfect information and volatile external factors, motivating internal and external team members having their own individual personalities towards a common goal and to deliver within stringent timeline is a challenge. Another challenge is to obtain the various regulatory approvals for transactions within defined timeframes, which could act as a significant bottleneck for various other legs of the transaction process.

In your experience, what are the top skills required of CFOs to successfully navigate M&A?

In my view, the key skills required for a CFO to successfully navigate any M&A opportunity include development and understanding of strategic rationale; identification of boundaries on commercial aspects; good negotiation skills, with the ability to gauge counter party's requirements; and being able to deal with stakeholders equitably and fairly. Flexibility and adaptability are also key, as no two deals are the same, and managing pressure and time are very important. Also, there are lots of teams, advisers, bankers, consultants and lawyers that are involved, and coordinating with all of them is an art and a science in itself that a CFO should understand.

The change that comes with M&A can be challenging to handle, but it also presents a unique opportunity to drive transformation. While there are consultants to drive the process, it is critical for the CFO to have a deep understanding of the execution process, including the regulatory requirements/challenges that could derail the entire process/timelines. If one has the commitment to the cause and a willingness to embrace the opportunities that the disruption brings (as displayed by our Group over the years), then M&A can add real value.

What will you do differently next time to enhance value creation by doing M&A faster, better, and more efficiently?

The transaction environment is extremely dynamic, and it is imperative that the CFO proactively assesses the external and internal factors driving the transaction. One of the learning over the last few years is that we need to have clarity on the objective of the transaction, and effectively communicate the same to our stakeholders. It is also critical for the CFO to ensure that various options are evaluated in the execution process, and also have some backup alternatives to ensure that transaction objectives are met.

Another learning that I got was that one should be better prepared to explain the merger rationale to investors and should reach out to investors more assertively to avoid creation of any false perception, as was experienced in ABNL Grasim merger. ■

In any deal situation, managing the dynamic deal process with imperfect information and volatile external factors and motivating internal and external team members towards a common goal and to deliver within stringent timelines is key.