

## DIRECT CONSOLIDATION

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Company P		Year 1	Flows	Year 2
Capital		1,500		2,000
Reserves	<i>Increase</i>	400	500 50	450
Result	<i>Transfer</i>	100		80
	<i>Transfer</i>		(50) (50)	
	<i>Dividend</i>		80	
Payables/-	<i>Result Year 2</i>	1,000	470	1,470
	<i>Net variation</i>			
	Total	3,000	1,000	4,000

Capital is increased by 500 and the Year 1 profit of 100 is partly paid as a dividend for (50) and partly transferred to reserves.

Let's now show the statutory cash flow statement built with the flows mentioned above.

Company P	Year 2
Result	80
Depreciations	0
Gain on disposals	(150)
Cash flow	(70)
Var. Receivables	(300)
Var. Payables	470
Working capital	170
Cash from operating activities	100

4 We start with the profit of 80 and eliminate non cash amounts in the P&L, gain on disposals in this case.

Considering statutory accounts, 6 net variation of receivables must include also intercompany amounts.

Investments	
Tangible assets	0
Financial invest.	(860)
Disinvestments	
Tangible assets	0
Financial invest.	350
Cash from Inv./Disinv.	(510)

7 The acquisition of 90% of shares of company B is considered as an investment.

The disposal of 20% of A shares is a disinvestment. It's the cash received that appear here and not the book value disposed.

Capital increase	500
Dividends	(50)
Cash from financial activities	450
Net cash variation	40

10 The financial part includes a capital increase for 500 and the payment of the dividend for 50.

The net cash variation calculated here can be cross-checked with the net variation found in the balance sheet. It's one of the most important technical validations we can do. If this validation fails, something is certainly wrong in the cash flow statement. 1

### Statutory accounts of company A 2

Company A		Year 1	Flows	Year 2	3
Tang. Assets (Acq.)	<i>Acquisition</i>	3,000	<i>1,000</i>	3,700	
	<i>Disposal</i>		<i>(370)</i>		
	<i>Gain/disposal</i>		<i>70</i>		
Tang. Assets (Dep.)	<i>Depreciation</i>	(800)	<i>(50)</i>	(850)	
Receivables/-	<i>Allocation</i>	1,300	<i>500</i>	1,800	
Cash	<i>Net variation</i>	500	<i>(150)</i>	350	
	Total	4,000	<i>1,000</i>	5,000	

This company acquires tangible assets for 1000 and sells some others for 400. These transactions are made with 3<sup>rd</sup> Parties. 4

Company A		Year 1	Flows	Year 2	5
Capital	<i>Increase</i>	1,000		1,000	
Reserves	<i>Transfer</i>	600	<i>20</i>	620	
Result	<i>Transfer</i>	50	<i>(20)</i>	40	
	<i>Dividend</i>		<i>(30)</i>		
Payables/P	<i>Result Year 2</i>	200	<i>40</i>	300	
Payables/-	<i>Net variation</i>	2,150	<i>100</i>	3,040	
	Total	4,000	<i>1,000</i>	5,000	

The Year 1 profit of 50 is paid as a dividend for 30 and transferred to reserves for 20. As explained earlier, this dividend of 30 is paid for 24 = 80% \* 30 to company P. 6

There are intercompany payables correctly reconciled with receivables in company P accounts. 7

Here is the corresponding statutory cash flow statement. 1

Company A	Year 2
Result	40
Depreciations	50
Gain on disposals	(70)
Cash flow	20
Var. Receivables	(500)
Var. Payables	990
Working capital	490
Cash from operating activities	510

2 Profit is 40 and there is a depreciation flow of 50 corresponding to depreciations in the P&L for the same amount. 3

Net variation of payables includes intercompany amounts. 4

Investments	
Tangible assets	(1,000)
Financial invest.	0
Disinvestments	
Tangible assets	370
Financial invest.	0
Cash from Inv./Disinv.	(630)

5 There are acquisitions of tangible assets for 1000 and disposals for 370. These transactions are made with 3<sup>rd</sup> Parties. Notice that this disposal gives a gain of 70 as shown in the cash flow above. 6

Capital increase	0
Dividends	(30)
Cash from financial activities	(30)
Net cash variation	(150)

7 No capital increase but only the payment of the dividend for 30. Remember company P receives 24 = 80% \* 30. 8

The net cash variation for (150) is again equal to the net cash variation found in the balance sheet. 9

### Statutory accounts of company B 10

The most important issue for this company is the fact that it was not consolidated in Year 1. Being acquired on the 1<sup>st</sup> of January Year 2, all flows mentioned will be taken into account to build the cash flow statement, but all the opening balance sheet amounts have to be ignored. In a consolidation software, these opening amounts would be mentioned on specific flows "Entry in the consolidation scope", considering the fact the opening amounts would have been zero. These flows are considered as non cash. 11

Company B		Year 1	Flows	Year 2
Tang. Assets (Acq.)	Acquisition	1,000	700	1,500
	Disposal		(300)	
	Gain/disposal		100	
Tang. Assets (Dep.)	Depreciation	(600)	(50)	(650)
Receivables/-	Net variation	500	300	800
Cash	Net variation	100	250	350
	Total	1,000	1,000	2,000

Company B		Year 1	Flows	Year 2
Capital	Increase	200	800	1,000
Reserves	Transfer	70	30	100
Result	Transfer	30	(30)	20
	Dividend		0	
	Result Year 2		20	
Payable, -	Net variation	700	180	880
	Total	1,000	1,000	2,000

The disposal of tangible assets has been made for a price of 300, giving a gain on disposal of 100.

As announced, there is a capital increase for 800 which is subscribed for 70% by company P and for 30% by the 3<sup>rd</sup> Parties. So, we keep the same financial percentage before and after the capital increase. There are no dividends paid.

Here is the corresponding statutory cash flow statement.

Company B	Year 2
Result	20
Depreciations	50
Gain on disposals	(100)
Cash flow	(30)
Var. Receivables	(300)
Var. Payables	180
Working capital	(120)
Cash from operating activities	(150)

6

We start with the profit of 20 and adjust it with the depreciations and gain on tangible assets disposals.

No intercompany amounts in these net variations.

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Investments			1
	Tangible assets	(700)	
	Financial invest.	0	
Disinvestments			
	Tangible assets	300	
	Financial invest.	0	
Cash from Inv./Disinv.		(400)	

There are acquisitions of tangible assets for 700 and disposals for a cash received of 300. 2

Capital increase	800	3
Dividends		4
Cash from financial activities	800	
Net cash variation	250	

Net cash variation is in line with the one in the balance sheet. 5

### The consolidated cash flow statement 6

With these three statutory cash flow statements, we are ready to apply the 7 following methodology which consists in adding first these three cash flow statements together. Of course, we will get a technically correct cash flow statement but it will be premature to call it consolidated cash flow statement.

Why? 8

Because we will have to take into account some of the events which are at 9 this time reflected directly from the statutory accounts but should be adapted to the consolidation requirements.

In the column "Total" hereunder we find the three cash flow statements 10 simply added together.

## PART 3 EVOLUTION OF CONSOLIDATED ACCOUNTS

	P	A	B	Total	J1	J2	J3	J4	Conso	1
Result	80	40	20	140		(24)		(124)	(8)	
Depreciations	0	50	50	100					100	
Gain on disposals	(150)	(70)	(100)	(320)					124	(196)
Cash flow	(70)	20	(30)	(80)	0	(24)	0	0	0	(104)
Var. Receivables	(300)	(500)	(300)	(1,100)	100					(1,000)
Var. Payables	470	990	180	1,640	(100)					1,540
Working capital	170	490	(120)	540	0	0	0	0	0	540
Cash from operating activities	100	510	(150)	460	0	(24)	0	0	0	436
Investments										
Tangible assets	0	(1,000)	(700)	(1,700)					(1,700)	
Financial invest.	(860)	0	0	(860)					(300)	
Disinvestments										
Tangible assets	0	370	300	670					670	
Financial invest.	350	0	0	350					350	
Cash from Inv./Disinv.	(510)	(630)	(400)	(1,540)	0	0	560	0	0	(980)
Capital increase	500	0	800	1,300						740
Dividends	(50)	(30)		(80)		24		(56)		
Cash from financial activities	450	(30)	800	1,220	0	24	(560)	0	0	684
Net cash variation	40	(150)	250	140	0	0	0	0	0	140

The four columns J1 to J4 are adjustments in order to make it converge 2 towards the final consolidated cash flow statement. Of course, this requires some consolidation knowledge.

### Adjustment J1 3

If we go back to the statutory accounts of parent company P, we see that 4 receivables have been considered as intercompany amounts included with a total net variation of **600**. In consolidation, we know these intercompany amounts are eliminated as well as the flows attached to them. This means a net variation of only **500**.

The same comment can be done for the payables in company A accounts, 5 which implies to reduce from **990** to **890** their variation. This explains the amount of **100**.

### Adjustment 32 6

In consolidation, we eliminate dividends received from consolidated 7 companies, as it has been explained in Part 2 Chapter 8. This means the company P statutory profit of **80** must be reduced by **24** corresponding to the  $80\% * 30$  of dividends received.

But there is a counterpart to this adjustment. The dividends paid as 8 mentioned on line "Dividends" in the cash flow statement show a payment of **(30)** in A. In fact **(24)** remains in the group by being paid to P. Only **(6)** represents a cash out corresponding to dividends paid to 3<sup>rd</sup> Parties.

Adjustment J3 1

We know that the capital of company B has been increased by 500 and that each shareholder has subscribed according to its percentage. Company P brings  $560 = 70\% * 800$  to company B and the 3<sup>rd</sup> Parties the remaining 240 =  $30\% * 800$ . The 560 must be considered as a cash transfer between companies with no effect in the cash flow statement. 2

The counterpart is the financial investment of (860) that must be adapted to be only (300) corresponding to the cash paid to 3<sup>rd</sup> Parties for the acquisition of the 70% shares of company B. 3

Adjustment J4 4

This last comment concerns the sale of 20% of the shares of company A. In the statutory accounts the 200 book value of these shares has been disposed for a price of 350, giving a gain of  $150 = 350 - 200$ . 5

In consolidation we know that the value of these 20% is the corresponding part of the equity on that date, that is  $324 = 20\% * [1000 + 600 + 50 - 30]$ , giving a gain of only  $26 = 350 - 324$ . In such situation, we have to book a consolidation adjustment correcting the statutory gain and bringing it to the consolidated gain. The correction amount is  $124 = 150 - 26$  and the corresponding adjustment is a debit in P&L and a credit in reserves. Consequently, the net profit of parent company P is reduced by 124 and the gain in P&L is now 26 and not 150 any more. 6

Conclusions 7

If we are sure we have adjusted the necessary items, then we can state the final column on the right is the consolidated cash flow statement. 8

A few comments should be given before going further. 9

- Starting with technically correct statutory cash flow statement, the addition we made maintain a technically valid cash flow statement 10
- This method requires a good knowledge of all the events that have occurred in Year 2, with a good understanding of their cash influence
- Moreover, the knowledge of what is happening during the consolidation process is also required. All consolidation adjustments modifying the result of a company have an impact in the cash flow statement, most of the time it merely leads to some reclassifications between result and non cash items without modifying the cash flow.

- A special care must be brought to dividends and capital increase to reflect the real cash out or cash in attached to these transactions.
- Without really being aware of the fact, this group has acquired a new company and we didn't worry about a possible goodwill and we will see there is indeed one!
- In the same way, the consolidated equity requires sometimes heavy calculations and difficult justification of evolution between two periods. The cash flow statement doesn't care about minority interests percentages. We think "100%".

The example we have just analyzed shows clearly that this method works for a limited number of companies. Adding statutory cash flow statements together is easy, but finding all the necessary adjustments to converge to the consolidated cash flow statement becomes impracticable for groups with a large number of companies, a priori if some are foreign companies. A professional consolidation software becomes a must.

### Consolidated accounts – Year 1

We are now going to approach the same problem in a more natural way

- By providing the consolidated accounts of Year 1
- And the same for Year 2
- And by calculating the consolidated flows explaining the evolution of these accounts.

Once these flows are known, we will be able to fill in a first version of a cash flow statement.

### Consolidated accounts – Year 1

These accounts are produced with the logic explained in Part 2 Chapter concerning the consolidation method.

Consolidation Year 1	P	A	31	J2	J3	34	35	36	Conso.
Tang. Assets (Acq.)		3,000							3,000
Tang. Assets (Dep.)		(800)							(800)
Fin. Inv./A Receivables	800		(800)						0
Cash	1,800	1,300		(200)					2,900
	400	500							900
Link account (Interco)			800	200	(200)				0
Link account (Fin. Inv.)								(800)	0
Total	3,000	4,000	0	0	(200)	0	0	(800)	6,000

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Consolidation Year 1	P	A	J1	J2	J3	J4	J5	J6	Conso.	1
Capital	1,500	1,000				(200)	(800)		1,500	
Reserves	400	600				(120)	(480)		400	
Result	100	50				(10)	(40)		100	
Cons. Res. (A)							1,320	(800)	520	
Min. Int. (A)									330	
Payables	1,000	2,350			(200)	330			3,150	
Total	3,000	4,000	0	0	(200)	0	0	(800)	6,000	

Adjustment 31: Elimination of the financial investment via a link account **2**

Adjustments 32 and 13:-Elimination of intercompany amounts via link account **3**

Adjistment J4: Elimination of minority equity of company A and reclassification on minority interests **4**

Adjistment J5: Elimination of group equity of company A and reclassification on consolidated reserves **5**

Adjistment 36: Set link account to zero with counterpart on consolidated reserves of company A **6**

### Consolidated accounts - Year 2 **7**

This consolidation is a little bit trickier because of the new company B, the dividends and the disposal of shares. Here are the accounts followed by the necessary comments. **8**

Consolidation Year 2	P	A	B	31	32	33	34	35	36	37	9
Goodwill											
Tang. Assets (Acq.)											
Tang. Assets (Dep.)											
Fm. Inv./A	600	3,700 (850)	1,500 (650)			90					
Fin. Inv./B	860					(90)	(600)				
Receivables	2,100	1,800 350	800 350								
Cash	440										
Link account (Interco)											
Link account (Fin. Inv.)							600	770	300	(300)	
Total	4,000	5,000	2,000	0	0	0	0	0	0	(300)	

Consolidation Year 2	P	A	B	J1	J2	J3	J4	J5	J6	J7	10
Capital	2,000	1,000	1,000								
Reserves	450	620	100	24	124						
Result	80	40	20	(24)	(124)						
Cons. Res. (A)											
Cons. Res. (B)											
Min. Int. (A)											
Min. Int. (B)											
Payables	1,470	3,340	880								
Total	4,000	5,000	2,000	0	0	0	0	0	0	(300)	

Adjistment J1: Elimination of company A dividend for 24 = 80% \* 30 **11**

### PART 3 EVOLUTION OF CONSOLIDATED ACCOUNTS

Adjustment 12: Correction of gain on 20% A shares disposal. For more explanation, see below. 1

Adjustment 13: Goodwill concerning company B acquisition is  $90 = 300 - 70\%$  2  
 \*  $(200 + 100)$ , the equity considered here is before the capital increase

Adjustment J4: Elimination of the A financial investment via a link account 3

Adjustment 15: Elimination of the B financial investment via a link account 4

Adjustments 16 and 37:-Elimination of intercompany amounts via link account 5

Consolidation Year 2	J8	39	310	311	312	313	Conso.	6
Goodwill							90	
Tang. Assets (Acq.)							5,200	
Tang. Assets (Dep.)							(1,500)	
Fin. Inv./A							0	
Fin. Inv./B							0	
Receivables							4,400	
Cash							1,140	
Link account (Interco)							0	
Link account (Fin. Inv.)							0	
Total	0	0	(600)	0	0	(770)	9,330	

Consolidation Year 2	J8	J9	J10	J11	312	313	Conso.	7
Capital	(400)	(600)		(300)	(700)		2,000	
Reserves	(216)	(372)		(30)	(70)		598	
Result		(24)		(6)	(14)		(68)	
Cons. Res. (A)		996	(600)				396	
Cons. Res. (B)					784	(770)	14	
Mm. Int. (A)	664				336		664	
Min. Int. (B)							336	
Payables							5,390	
Total	0	0	(600)	0	0	(770)	9,330	

Adjustment 18: Elimination of minority equity of company A and reclassification on minority interests 8

Adjustment 19: Elimination of group equity of company A and reclassification on consolidated reserves 9

Adjustment 110: Set link account to zero with counterpart on consolidated reserves of company A 10

Adjustment J11: Elimination of minority equity of company B and reclassification on minority interests 11

Adjustment 112: Elimination of group equity of company B and reclassification on consolidated reserves 12