



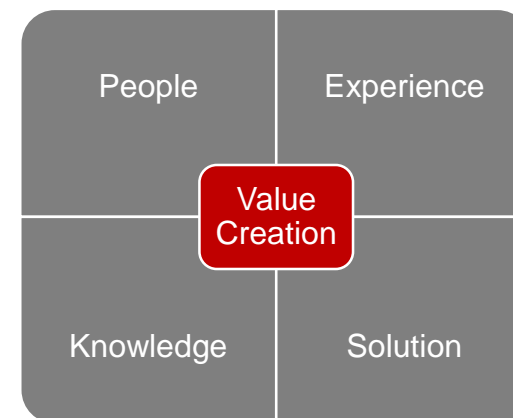
## Capability Statement

Acquisory was incorporated in 2010, by highly credentialed and experienced professionals, from PricewaterhouseCoopers, Arthur Andersen and Protiviti. The management team among themselves represent extensive experience in specialized services across M&A Advisory, Asset Management, Operations & Risk Consulting and Assurance and Regulatory.

We have an appreciation for dynamics of business, operations, transactions and necessary skills to blend practical business & commercial insights with tax & regulatory knowledge to identify effective solutions to all business problems. We partner with our clients through the entire business continuum from identification of the problem, to solution, to implementation.

## Our Values

- Effective, Practical and Timely **solutions** for client problems
- Demonstrate deep industry **knowledge**
- Be **proactive** and responsive
- Highest professional **ethics** and standards
- Motivate and retain high **quality** professionals
- Focus on innovation and continuous **improvement**



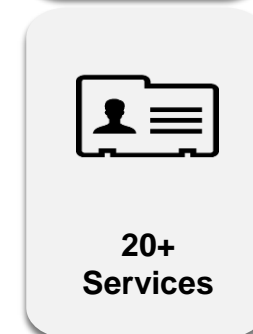
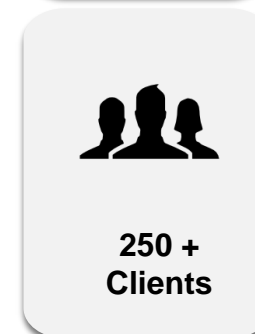
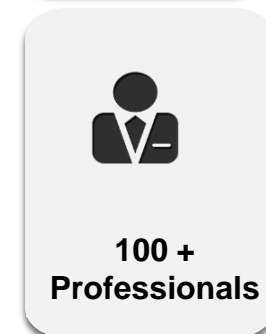
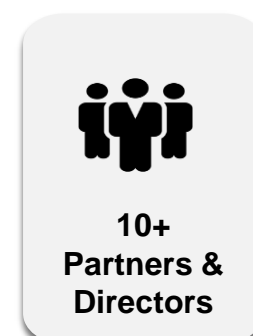
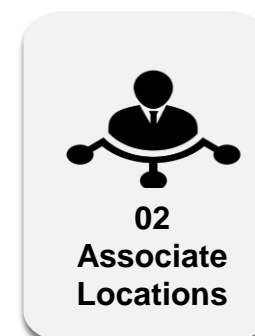
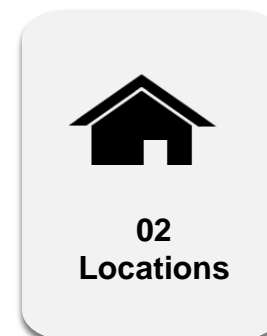
## Our Focus

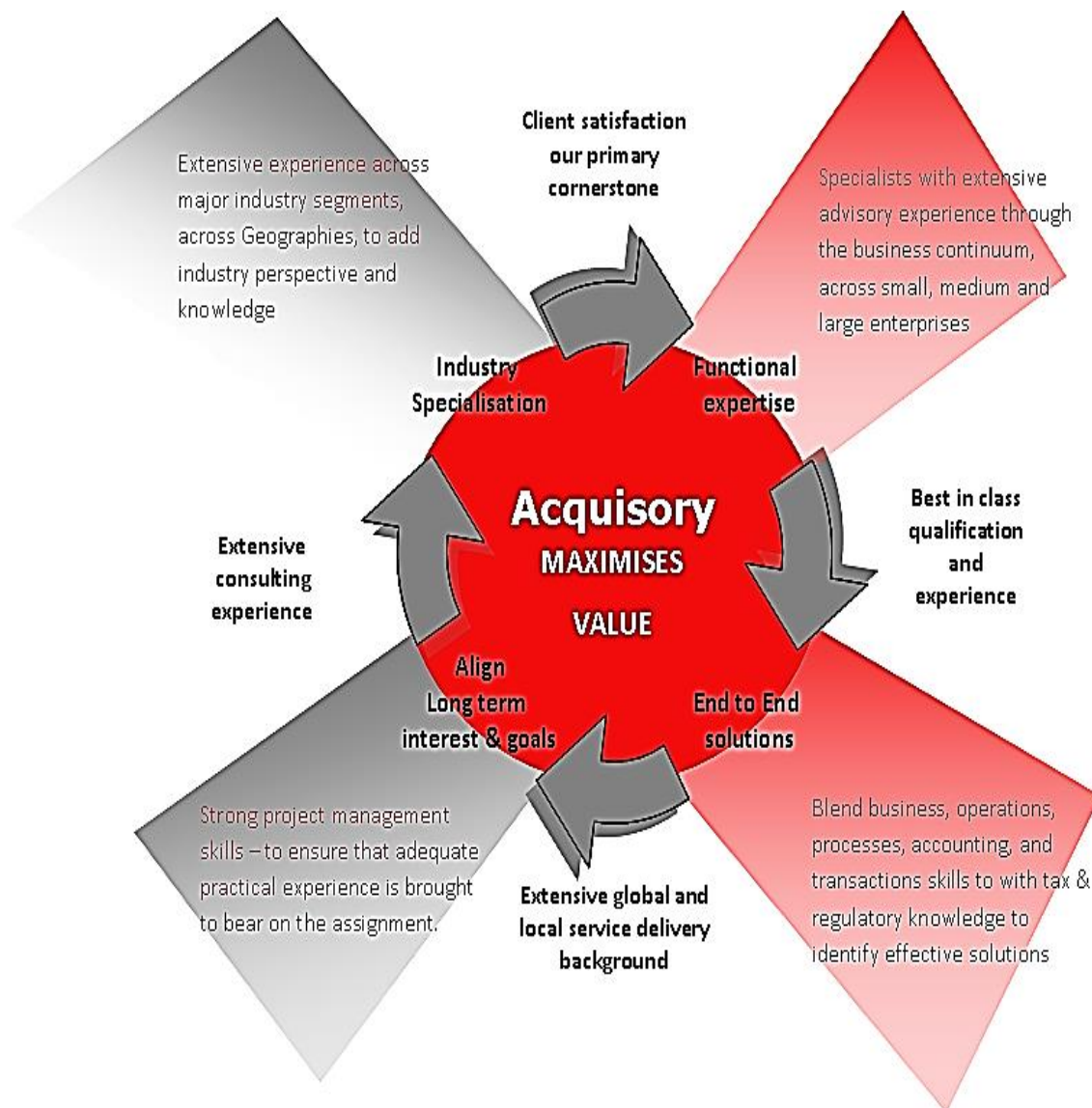
Acquisory assists clients ranging from global enterprises to small and middle market companies that are both publicly held or privately owned, as well as large, mid and small-cap private equity firms, corporate management and boards of directors.

We provides specialist advice for a range of sectors. With a personal, partner-led approach, more than 35 years of experience have taught us that an understanding of the structure and practices of your industry is critical to providing the services you need to reach your goals

- |                                  |                        |
|----------------------------------|------------------------|
| ▪ Real Estate & Construction     | ▪ Private Equity Group |
| ▪ Infrastructure                 | ▪ Retail Industry      |
| ▪ Manufacturing                  | ▪ Telecommunication    |
| ▪ Media and Entertainment        | ▪ Insurance            |
| ▪ Healthcare and Hospitals       | ▪ Education            |
| ▪ Hotel, Hospitality and Leisure | ▪ Service industry     |

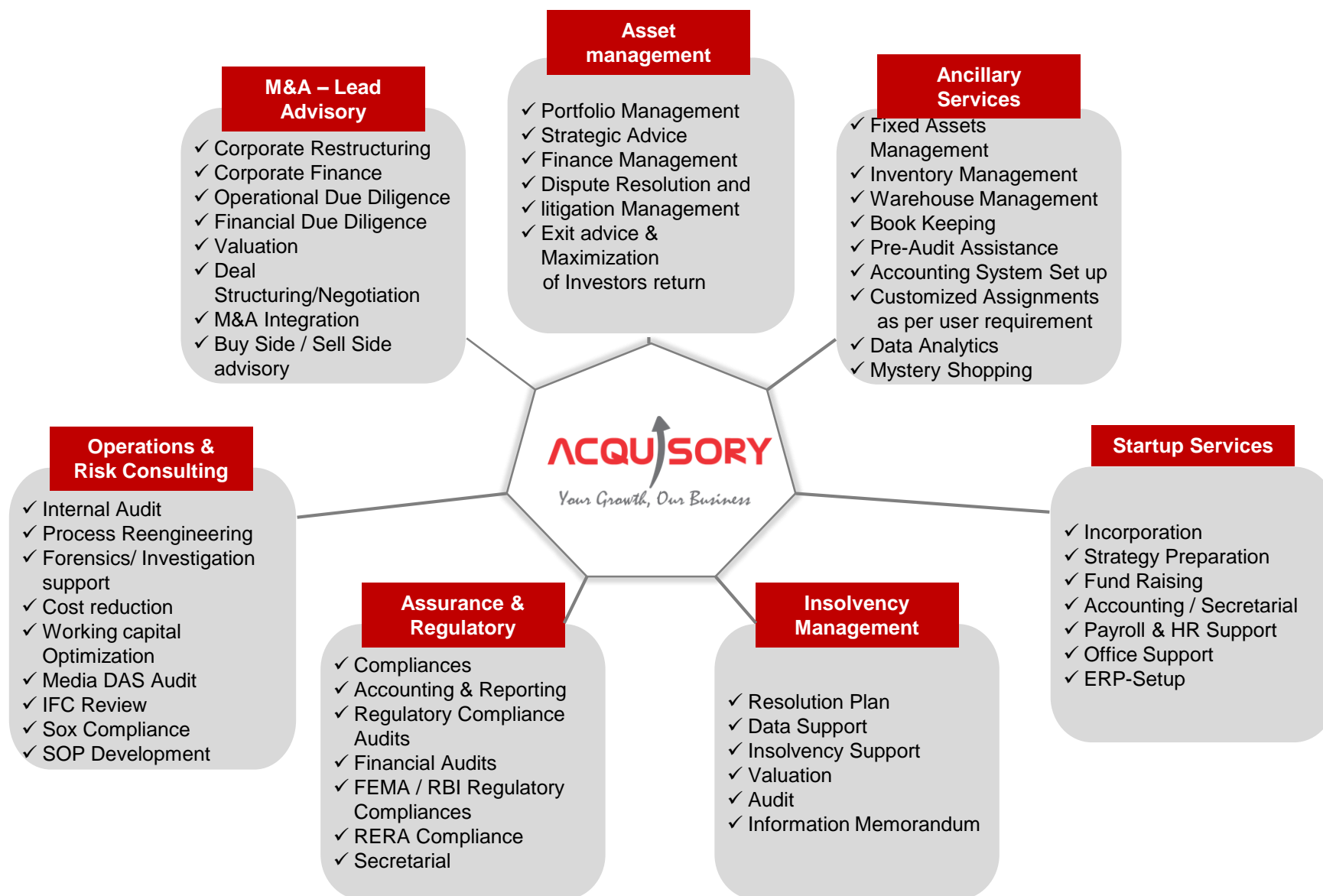
Name	Qualifications	Years
Sumchit Anand	CA	20+
Divya Viz	CA	18+
Krishan Goyal	CA, CS, IRP	16+
Rajarshi Datta	MA, MRICS	16+
Varun Kohli	CA	11+
Puneet Batra	CA - Forensic Accounting and Fraud Prevention Expert	10+
Jasmine Agarwal	CA	8+
Devashish Goel	CA	5+





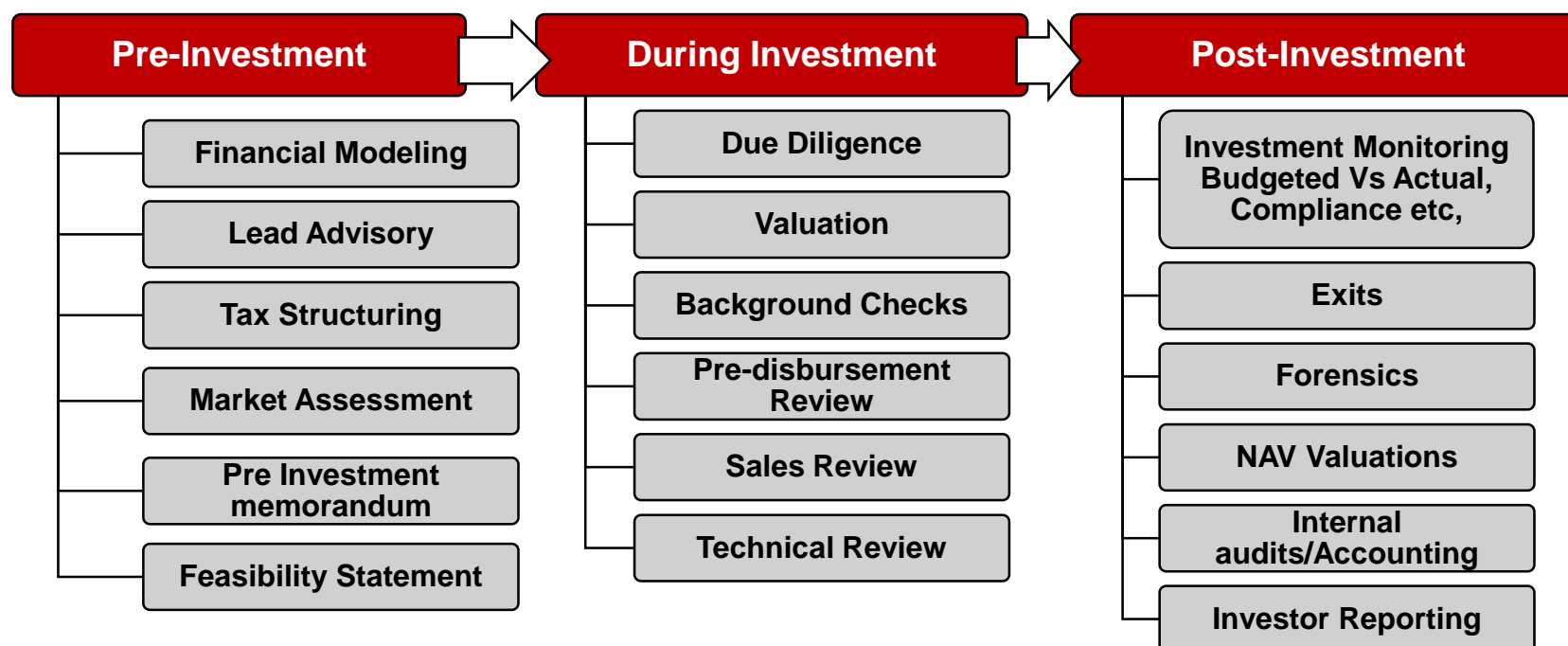
### Our Strengths

- Ability to serve our clients anywhere in India and globally
- “One Stop” for all our client needs
- Responsive and put our clients first
- Ability to staff your projects at a short notice
- We deliver on our promises and provide practical solutions
- We want to be your partner in success and you can pick up the phone and talk to a partner anytime

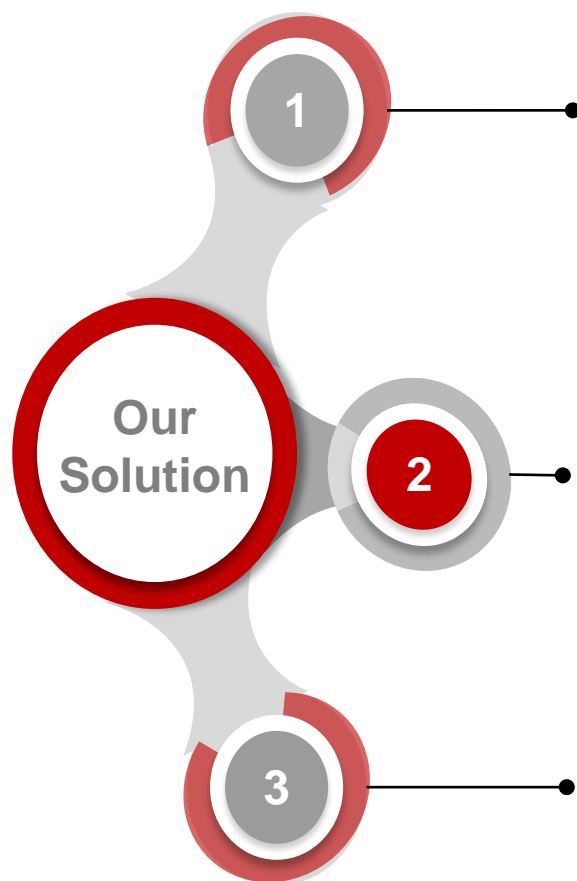


We bring a structured approach to each and every assignment, with a unique set of objectives, requiring specific priorities, designed to deliver the best results. With a widespread and detailed understanding of operations, we are able to rapidly formulate and execute practical solutions in complex business problems / environments by:

- Obtaining in-depth business / industry understanding
- Collating all facts and getting them right
- Planning and partnering
- Analyzing and diagnosing the problem
- Identifying practical solutions
- Supporting and leading
- Establishing a self-sustaining organization



We have expertise in **Financial Modelling** and equipped for **end-to-end solution** to corporates for building & updating the model in timely manner in order to enable the Clients to achieve the desired objective.



### Develop Models from Scratch

- Compilation of historic data
- Ratio & Trend Analysis
- Management discussion
- Analyze parameters
- Develop Financial Model
  - Assumptions,
  - Cost & sales schedule,
  - Debt repayment schedule,
  - Taxation calculation sheet
  - cash flow
- Sscenario/Sensitivity Analysis

### Model Update

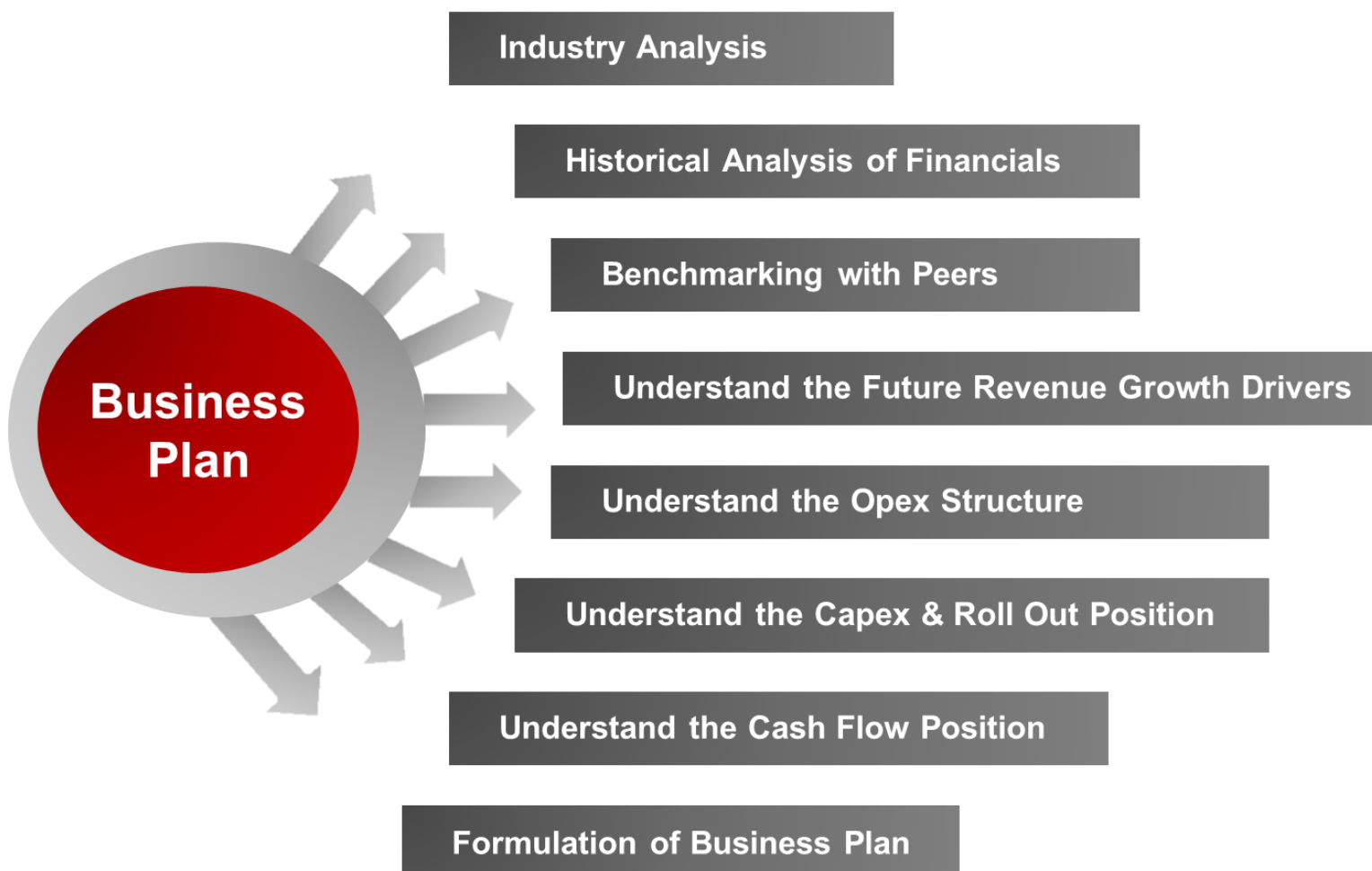
- Timely Update of existing model for following:
  - Incorporate actual numbers as on date
  - Changes in Management assumptions
  - Changes in external parameters like Govt. policies or market conditions

### Output Sheet

- Snapshot of important parameters and key KPI's



We will partner with you to prepare a comprehensive document that presents the yours operational plan accurately and adequately addresses your questions...



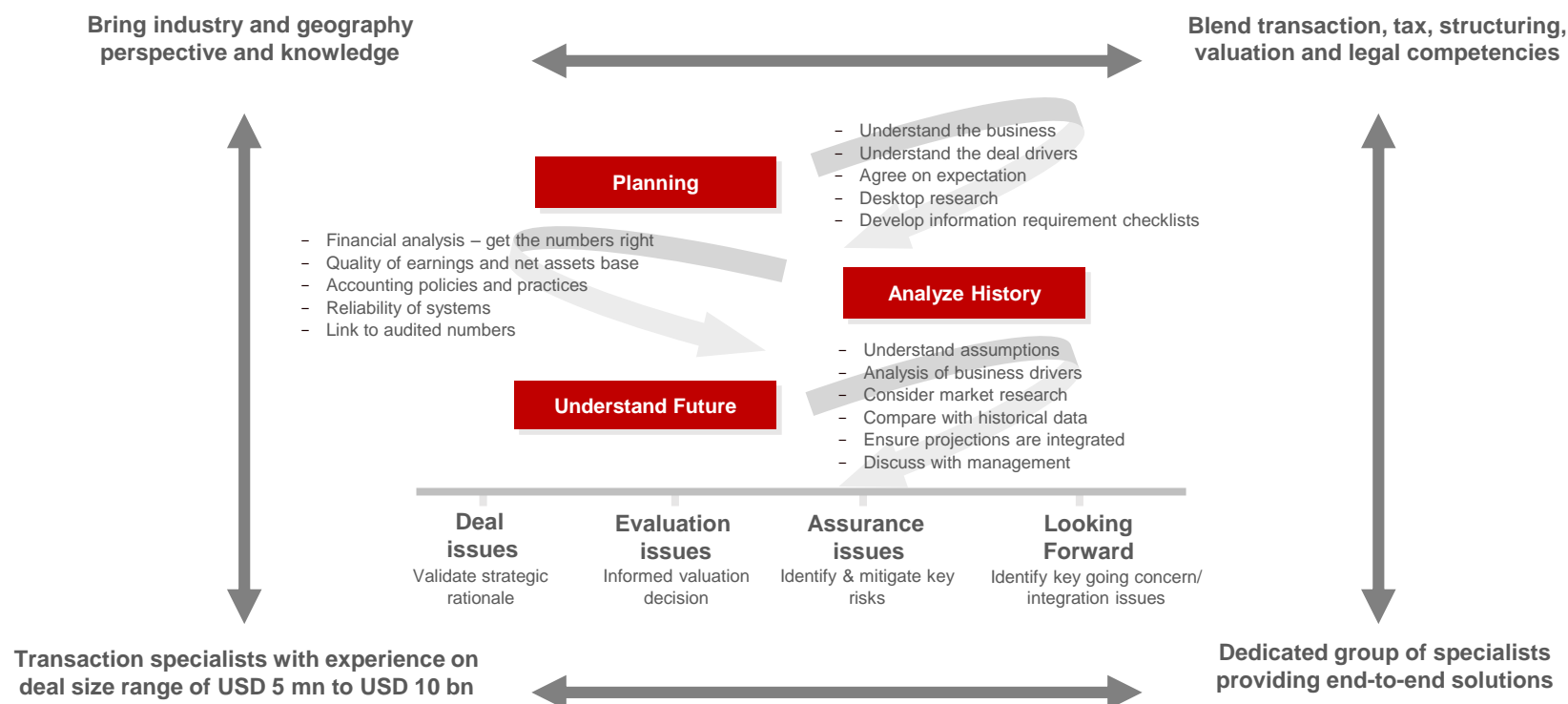
Ours's M&A Advisory team works with private equity firms, hedge funds and strategic corporate acquirers to identify and maximize value at every point in the transaction lifecycle. Seamlessly integrating the firm's deep understanding of operations with finance, accounting, tax & regulatory and business consulting expertise, we work closely with clients to make informed investment decisions. The key components of our approach include:

- Understanding commercial rationale
- Exploring possibilities of synergy / divestment
- Negotiation strategy
- Identifying key tax and regulatory issues (corporate tax, indirect tax, stamp duty, FDI norms, corporate law, Takeover Code, etc)
- Freezing broad deal parameters to address key buy side considerations
- Analyzing various investment structures, including cross border alternatives, choice of jurisdiction, etc, from a fiscal and regulatory perspective
- Analyzing alternative modes for restructuring of investee company/ transfer of business, consolidation of businesses, etc

We keep ourselves focused on synergies in business and the overall environment in which the business operates to arrive at a viable merger option and a realistic valuation. At Acquisory we provide the following categories of due diligence consolidated in one report:

- Business and Financial
- Tax
- Operational
- Legal (through tie up with specialists)

We work with specialists who possess in-depth industry knowledge and market know-how and identify comprehensive key transaction risks and concern areas (**value destroyers**) along with potential upsides (**value enhancers**).



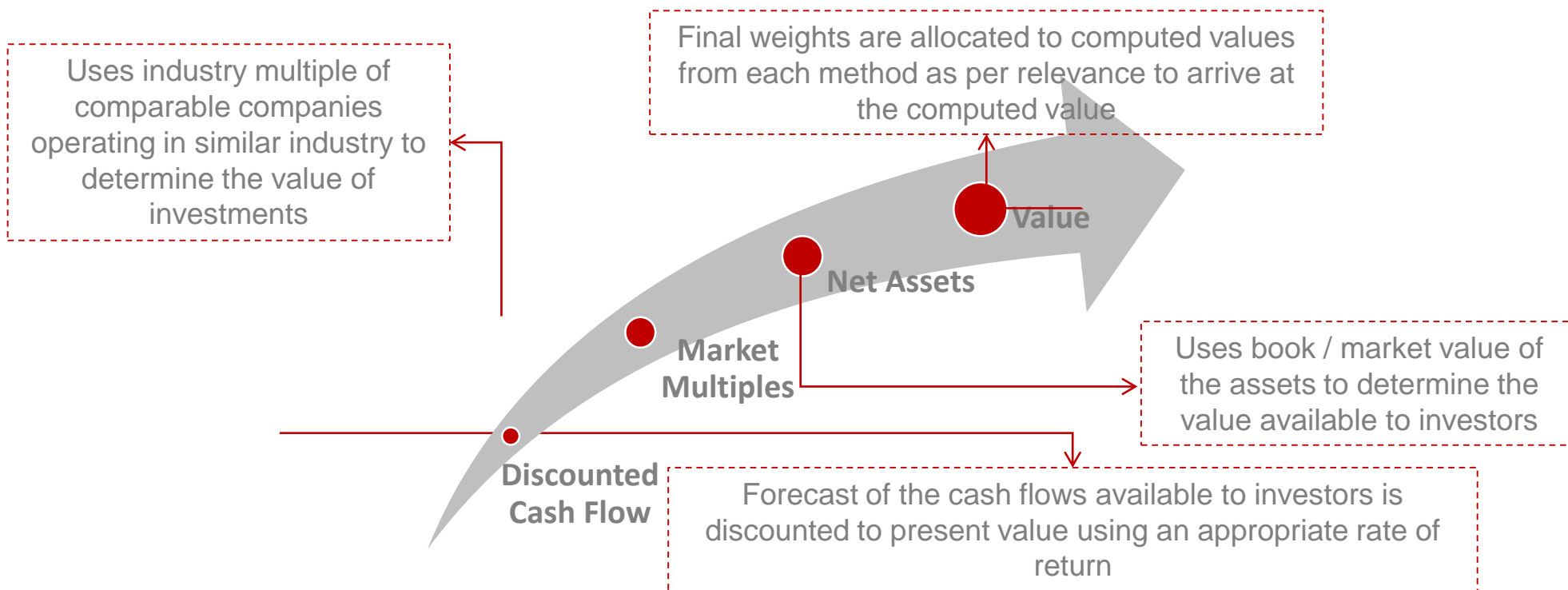
In our approach to valuation, we focus on determining the intrinsic worth of the asset / business to be valued. Valuation is not a precise science and requires selection of an appropriate methodology under a suitable approach.

Following are generally accepted approaches:

- Market Approach
- Income Approach
- Cost Approach

Once we have selected an approach based on our analysis and understanding of the business, we adopt a suitable methodology from amongst those discussed below:

### VALUATION METHODOLOGIES



Background check			
Conducting	Collecting intelligence	Obtaining information	Field visit
<ul style="list-style-type: none"> <li>- Review of records of Registrar of Companies (ROC)</li> <li>- Subscribed database and internet search</li> <li>- Media search</li> </ul>	<ul style="list-style-type: none"> <li>- Customers / suppliers</li> <li>- Business associates</li> <li>- Competitors</li> <li>- Ex-employees</li> <li>- Journalists</li> <li>- Social and political contacts</li> </ul>	<ul style="list-style-type: none"> <li>- Indian Regulatory bodies (data as available in the public domain and other market sources)</li> </ul>	<ul style="list-style-type: none"> <li>- To gather information about the company and its promoters and to determine the modus operandi in doing business</li> </ul>
To identify			
<ul style="list-style-type: none"> <li>- Promoters and other interested parties</li> <li>- Changes in the shareholding pattern</li> <li>- Financial standing</li> <li>- Group performance</li> <li>- Industry news and reviews</li> </ul>	<ul style="list-style-type: none"> <li>- Review of business activities (previous and current)</li> <li>- Market reputation and credentials</li> <li>- Holding and interests in other entities</li> <li>- Political connections and reach</li> <li>- Opinion and experience</li> <li>- Any links with the underworld</li> </ul>	<ul style="list-style-type: none"> <li>- Involvement in civil and criminal proceedings in specified jurisdictions</li> <li>- Reputation with Government and investigative authorities</li> <li>- Character, integrity and reputation of the company and the promoter</li> </ul>	<ul style="list-style-type: none"> <li>- Business practices followed</li> <li>- Any evidence of fraudulent business dealings</li> <li>- Family history</li> </ul>

**Project  
planning**

- Establish a core committee comprising of representatives of the management and Acquisory
- Obtain a detailed understanding of the operating processes based on discussion with management
- Agreeing detailed scope of the project and determine key business processes to be documented
- Prepare detailed project plan and timelines
- Define team and reporting structures

**Understand  
organizational  
structure and as is  
process**

- Identifying key stake holders
- Understand existing roles and responsibilities
- Conducting interviews
- Understand reporting hierarchy
- Determine process objectives for “Key Business Processes”
- Segregate key activities into sub activities and identifying key tasks
- Understanding key business drivers and perform process walkthrough for a test of 1 transaction

**Document SOPs**

- Establish “Key Performance Indicators”
- Review existing SOP's
- Update process flows and activities- creating of process narratives and process maps/flow charts.
- Obtain constant inputs from industry experts and establish monitoring mechanisms and reporting formats
- Define activities, risks and controls

**Resource for  
implementation**

- Full time resource for practically implementing the SOP's at ground level
- Provide adequate guidance to each department in implementing the SOPs

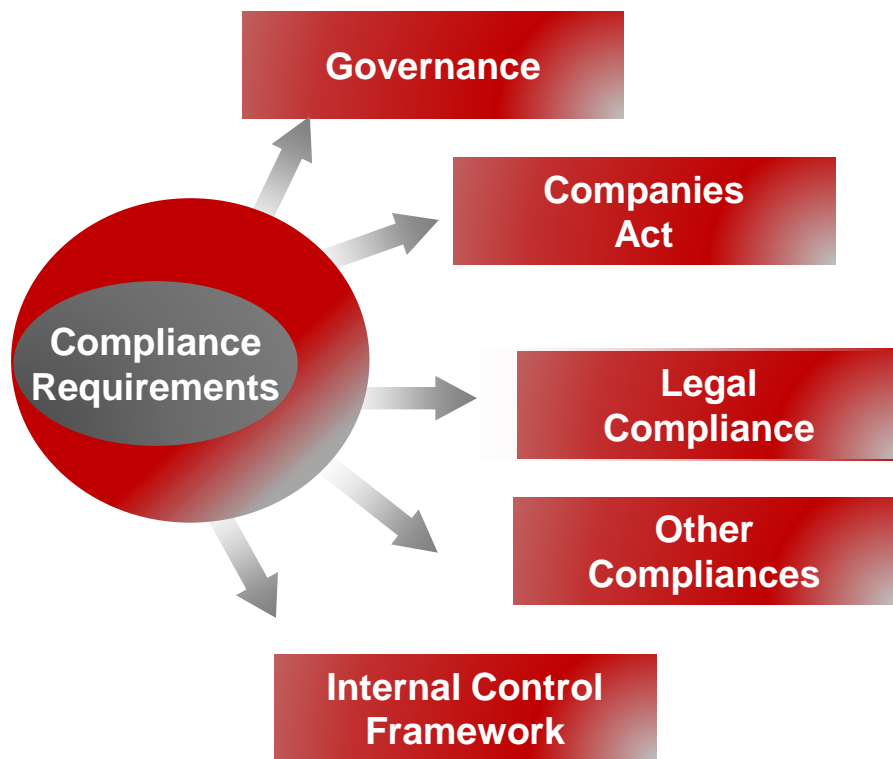
Our Asset Management services are the **solution** to support our private equity clients in meeting their objectives of **maximizing returns**. Our services have been designed to address the challenges being faced by investors in **managing the operational, strategic and financial** aspects of their investee companies, as they are not able to get the right management information in time and worried about fraud, misappropriation or misconduct in their investee companies.

Smart investors know that it is prudent if investments are followed up with a continuous monitoring of key business risks. **Acquisory becomes your eyes and ears on the ground** and help you manage such risk factors through our suite of asset management services.

### Our Process



## Developing a Compliance System



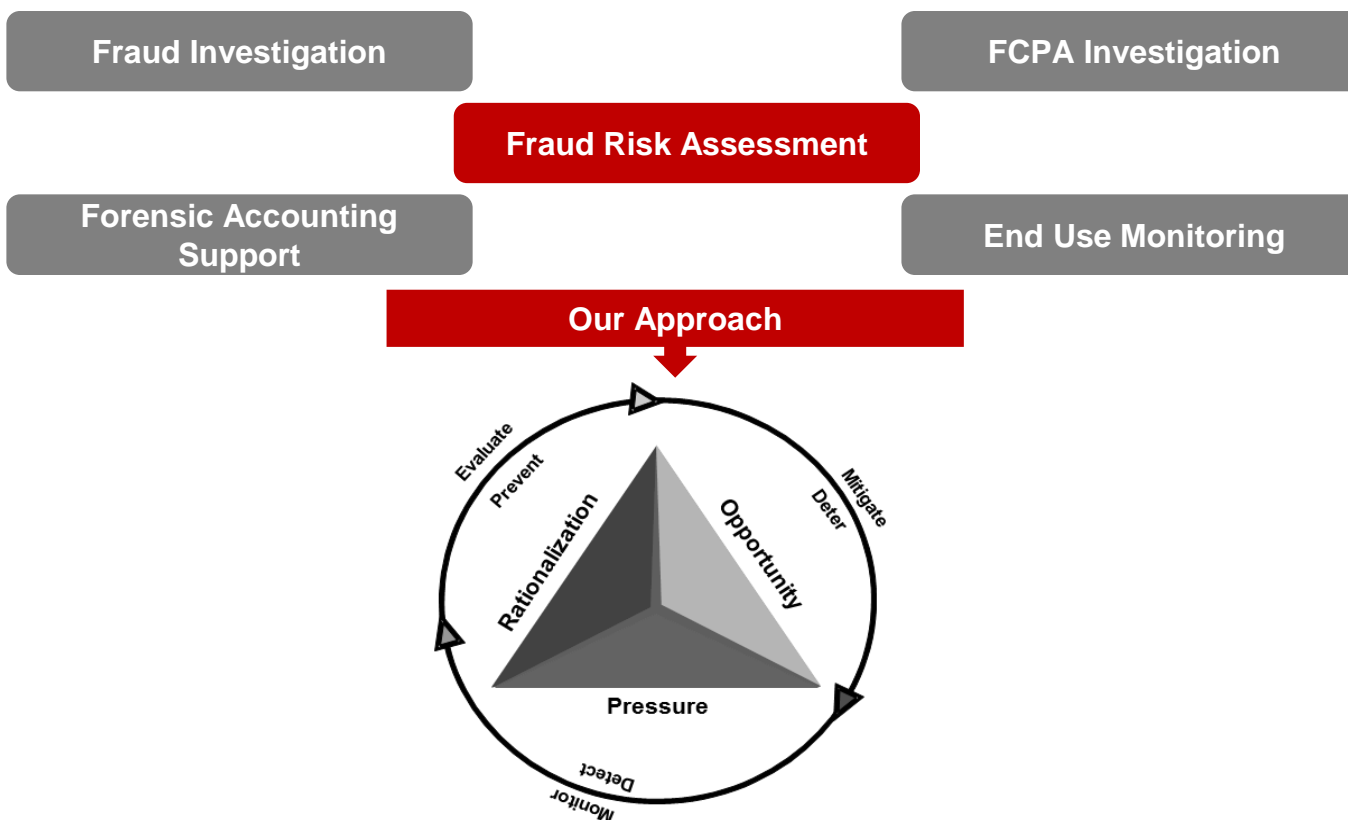
- Define a detailed checklist of all the procedures for ensuring compliance
- Identify personnel responsible at each level
- Define periodicity of reporting
- Define remediation for any non compliance of requirements – key points of action plan, timeline and personnel responsible.

- Quarterly review compliance of detailed checklist and root causes for non compliance
- Quarterly review action plan for remediating non compliances,



Acquisory's Forensics professionals can assist you with preventive fraud risk assessments to avoid and remedy fraud risks, and reactive fraud risk responses to secure your interests and reputation.

Our professionals have extensive investigations experience and are supported by a network of independent investigators, to perform independent third party checks, comprising various backgrounds: former police investigators, compliance officers, criminologists, and IT specialists. We focus on a wide variety of problems and offer relevant services to assist you in matters such as:



## Setting up an accounting and finance system

### Define

#### Define the System

- Discuss with the process owners and management to:
  - Understand the accounting and reporting needs.
  - Benchmark with industry best practices
  - Defining the process and reports

### Develop / Create

#### Develop the System

- Based on discussions, the accounting and reporting system would be developed.
- The processes would be developed taking into cognizance the risks and necessary controls.
- Reports and Filing system would be created to help management in taking the decisions for future in a meaningful manner.

### Improve

#### Six steps to sustain and renew organizational change

- Challenge management to constantly review and evaluate business processes and activities for opportunities
- Utilize root cause analysis to target the business opportunity
- Develop a detailed, task-level action plan to achieve the desired result
- Implement the action plan
- Measure the improvement to evaluate the progress and verify that the improvement has been achieved

**TIME MANAGEMENT & STATUS REPORTING**









