



Integrated Corporate Services

Our expertise, your growth !!!

Agenda

- Introduction
- Our Corporate Services
- Our Methodology
- Core Team



We are a team of seasoned finance professionals ...



- Invictus Corporate Solutions is a knowledge centric and value driven financial services supermarket, committed to offering our clients seamless services in the area of financial management & governance, fund raising, transaction support and strategy mapping.
- We strive to add value to the business of our Clients through focused and specialized advisory and consulting services delivered through proprietary tools & techniques.
- Our core team comprises dedicated professionals across all major financial centres of the country with a cumulative professional experience of more than 150 years.

... committed to enhancing Value for our Clients



- Invictus provides a range of services to Clients across the entire spectrum of strategic and operational functions of a business.
- We enable promoters and top management to focus on their core action areas while we free up their bandwidth in areas of financial management & governance.
- We provide a comprehensive decision support platform to management to enable them to take objective and optimal business calls, both strategic and operational.
- We bring to the table a wide network of global relationships to open up new possibilities for business owners.

We offer end-to-end support to our Clients ...

Invictus provides cutting edge solutions to its Clients in areas of:



Corporate Services

- Strategy/Governance
- Business Plan & Control
- Fund Raising
- Decision Support Services
- Compliance & Legal Support



Wkg. Capital Syndication

- Analysis of Operations & wkg. capital needs
- Preparation of CMA
- Interface with banking system to ensure best terms



Equity Mobilization

- Private Equity capital raising
- Strategic capital sourcing
- Preparation of all documentation
- End-to-end process mgmt.



M&A Advisory

- Identification of buy-side & sell-side opportunities
- Analysis & evaluation of deal
- Deal Structuring
- Valuation Analysis
- Due Diligence Support
- Documentation & Closure



Structured Debt Advisory

- Structuring of mezzanine capital programme
- Raising medium-long term debt capital from domestic and cross border sources
- Negotiation & Deal Support



Transaction Support

- Business Modeling
- Valuation Exercises
- Due Diligence Advisory
- Preparation of Deal Documents incl. project report, business plan, etc.

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Why do you need us ?

ACCELERATE GROWTH

- *You are a growing company. Growth is predicated upon efficient systems & processes, accurate business intelligence & availability of capital.*
- *We partner with you and collaborate with your team to create the ideal governance ecosystem in sync with your growth aspirations.*

EFFECTIVELY MANAGE RISKS

- *As you evolve, your business faces proportionately enhanced risks and challenges.*
- *We put in place optimal MIS, control systems and monitoring mechanisms that help you manage and mitigate the risks & challenges.*

STREAMLINE CAPITAL AVAILABILITY

- *Capital providers like PE funds and banks are particular about transparency, system orientation and best practices.*
- *The Invictus Corporate Services team brings with it years of experience in areas of fund raising and capital structuring.*
- *We help you develop bankable funding proposals based on proprietary tools & techniques and verifiable market intelligence.*

FREE UP MANAGEMENT BANDWIDTH

- *We take care of day-to-day financial management issues so you can concentrate on your core business.*
- *We provide you with Weekly/Quarterly management dashboards covering every detail of operations in the right perspective so you can take decisions quickly and effectively.*

We help you reach the Top ... and stay on Top

Globally Benchmarked & Best Practices Based Financial Management



- We have a dedicated and multi-disciplinary team to take care of the entire gamut of your financial management and governance needs.
- We seamlessly integrate your existing finance infrastructure with our proprietary tools and techniques.
- Our functional and domain experts review and analyze your systems and processes and come up with solutions that are relevant, effective & economical.
- We deploy personnel on site who are supported by a national team to address every single detail of your financial management & governance infrastructure.

Operational Support



Routine Accounting Services



IFRS Assistance



GST System Management



Complex Accounting Reconciliations



Support in Tax & Company Law Matters

Fund Raising



Raising/Restructuring Bank Loans



Working Capital Syndication



Structured Debt Mobilization



Private Equity Funding



IPO Handholding & Process Mgmt.

Development of Bankable Business Plans



Thorough Analysis of Business



Environment Scoping



Medium/long term Business Plan



Quarterly/Annual Budgeting



Review & Control Mechanisms

Transaction Support



Ideation & Evaluation of Opportunities



Negotiation Support



Business Modelling & Valuation



Coordination of Due Diligence



Documentation Support

Business Decision Making Support



MIS Dashboard Development



Review & Control System Monitoring



Treasury Management Support



Performance Evaluation Metrics



Planning & Opportunity Scoping

Our Integrated Corporate Services – basic value propositions ...

One-stop Shop for all your needs

- Our team comprises experts across all functional areas that are critical to your financial management backbone.
- We bring to the table extensive experience & domain knowledge across legal, secretarial, operational and strategic aspects of your business to provide comprehensive solutions to your financing & governance needs.
- We take over your entire finance function and free up your bandwidth to focus on core operational matters.

Flexible & Adaptable Services Suite

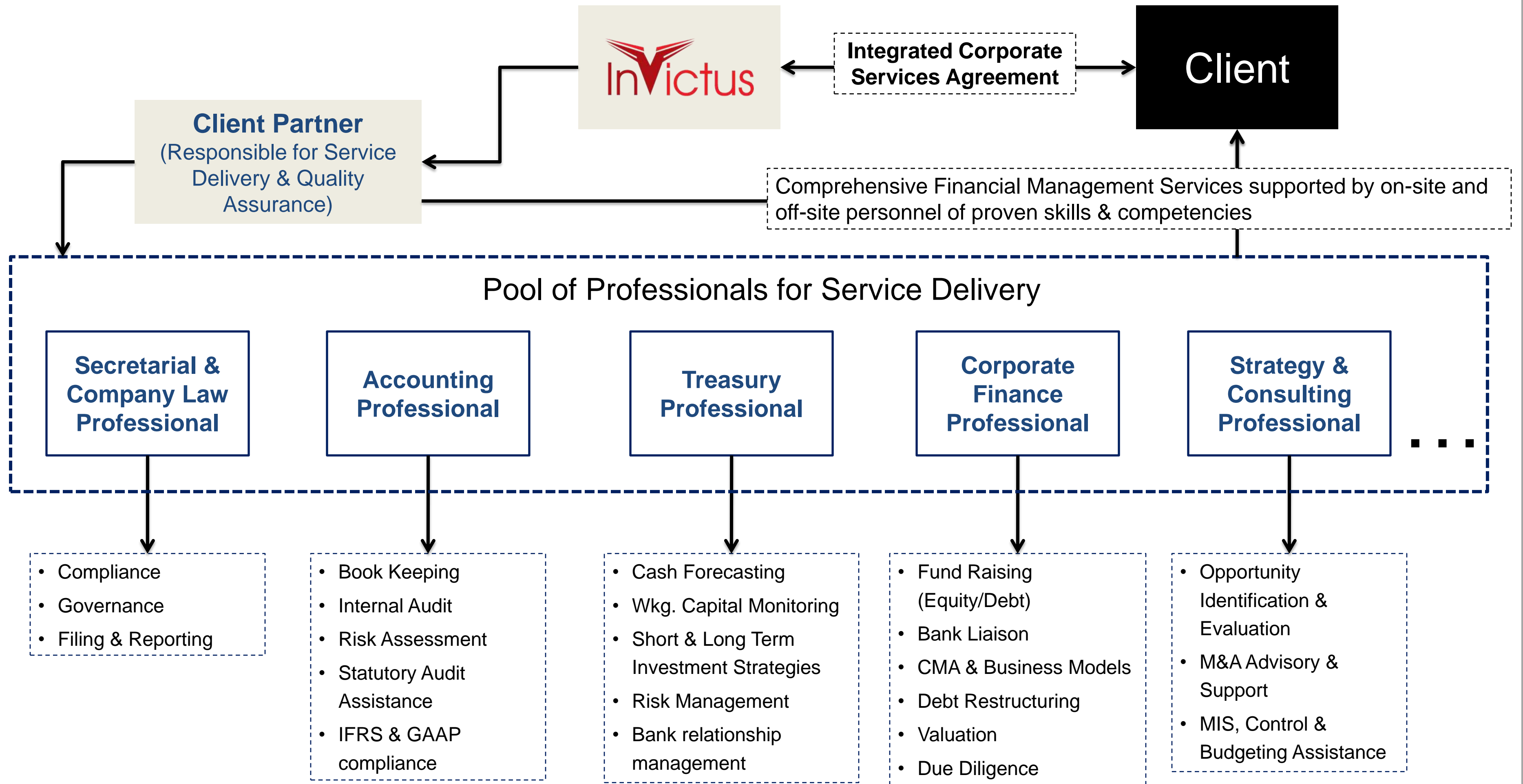
- We deliver a customized services suite tailored to your needs.
- Given our diversified team and knowledge base, we are in a position to offer a wide range of specialized services at a short notice.
- Our pool of professionals are always at hand to offer your management team best in class advice and support to achieve the objectives that the company has set out for itself.

Economical yet World Class

- For a growing business that needs to ration its resources, the cost of maintaining a full fledged finance team can be prohibitive.
- We offer all the services that a full-time CFO & his team can offer at only a fraction of the cost.
- Besides, we have at our disposal all the expertise & knowledge required to ensure a seamlessly functioning financial management framework for your business.

Invictus Integrated Corporate Services offer the best value for money for small to medium businesses that have set themselves an ambitious roadmap and require a robust financial management backbone to support their growth efforts.

Our Service Delivery Model



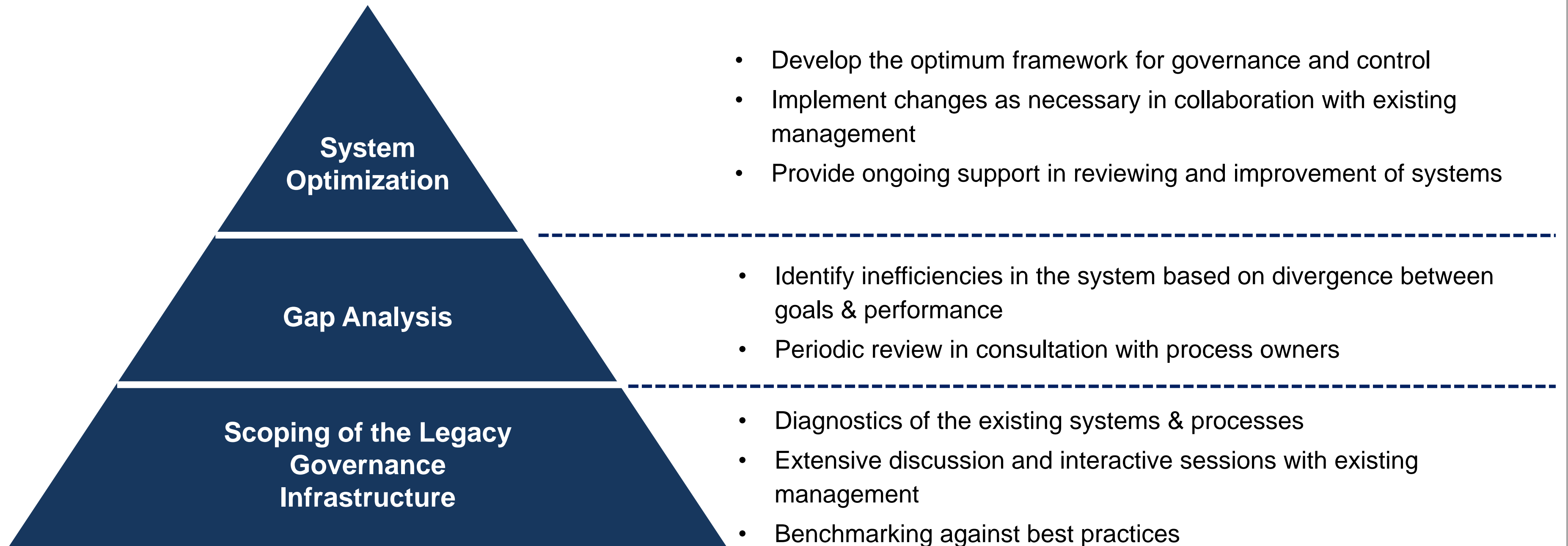
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Developing the Service Platform

Once we engage with our Clients we deploy our resources extensively to map the systems and processes in the operations of the business and identify areas of improvement while supporting the existing financial management of the company to enhance and streamline the entire control/governance infrastructure.



Accounting and Financial Management

The Invictus Team supports the management in developing and maintaining a streamlined accounting and financial management infrastructure through the implementation of optimum practices and regular monitoring and supervision of the corporate accounting backbone.

Financial Data Management

- *Collect and maintain financial data*
- *Maintain financial records in compliance with lawful and accepted procedures*
- *Develop financial database for decision support and control*

Analysis and Advice

- *Advise on business operations including issues such as revenue and expenditure trends, financial commitments and future revenue expectations*
- *Analyze financial data to resolve discrepancies and irregularities*
- *Develop efficient resources and procedures, while providing strategic recommendations for specific financial problems*

Financial Report Preparation

- *Prepare monthly and annual accounts based upon the financial information that is compiled and analyzed*
- *Reports compiled to be used in connection with management of budgetary forecast activities as well as effective risk management*

Ensure strict adherence to financial reporting standards and deadlines

Support taxation and audit issues and filing obligations

Create a robust decision support system by developing an actionable MIS dashboard, control & reporting systems

Provide a sounding board to the management in matters of strategic decisions & long term plans

Secretarial & Governance Services

We bring to the table demonstrated skills and competencies in the areas of secretarial and governance related functions.

Establish Governance Structure

- *Devise workable framework to ensure strict compliance with applicable statutes & regulations*
- *Develop streamlined systems & processes to ensure transparency in operations*

Coordination & Facilitation

- *Support existing secretarial team (if any) in creating a user friendly communication channel between management and owners*
- *Serve as the single point interface between regulatory and legal authorities and management of company*

External Stakeholder Management

- *Provide the necessary support to the management in legal and operational matters during events like capital market offerings, stake sale, etc.*
- *Prepare effective platform for communication with outside agencies like the Government and other private stakeholders*

Develop an integrated governance infrastructure

Provide adequate comfort to external stakeholders (e.g. PE/Public Investors, Bankers)

Create the platform for a future ready organization with the necessary checks and balances

Strategy Aligned Treasury Management

The Invictus Treasury Support team provides its Clients with cutting edge and knowledge driven cash flow management solutions. We leverage our experience and domain knowledge in the field of management of complex asset classes across risk profile and currencies to develop the optimum treasury management framework for our Clients.

Cash Forecasting & Budgeting

- *Compile information from around the company to create an ongoing cash forecast*
- *Prepare cash budgets on monthly, quarterly and annual basis in alignment with the needs of the business*
- *Monitor working capital availability and usage to optimize cost of capital and enhance efficiency of resources*

Investment & Risk Management

- *Develop a corporate investment policy for allocating excess cash to various types of investments, depending on their rates of return and liquidity*
- *Review and vet credit terms to customers*
- *Use various hedging and netting strategies to reduce risk related to changes in asset values, interest rates, and foreign currency holdings*

Decision Support Services

- *Provide top management with reports concerning market conditions, funding issues, returns on investment, cash-related risks, and similar topics*
- *Advise on company's acquisition/divestiture activities*

Support fund raising activities as and when necessary

Serve as single point contact with credit rating agencies

Maintain treasury database to provide management with easily actionable dashboards

Transaction Support Services – M&A/Fund Raising

We generate ideas for our Clients in line with their strategic aspiration and help them evaluate and execute the same. Our Transaction Services are powered by our commitment to knowledge, deep sector insight and our established overseas associations.

Deal Creation (M&A/Private Equity)

- *Understand & analyze the strategic objectives of the Client*
- *Market scoping based on our knowledge platform & real-time market intelligence*
- *Leads generated through our cross-border affiliations*

Deal Analysis & Deal Evaluation

- *Opportunity evaluation based on extensive domain knowledge and understanding of sector dynamics*
- *Business Modelling & Valuation exercise carried out with the help of proprietary tools*
- *Coordination and facilitation of a structured business/operational due diligence review exercise*

Deal Execution & Process Management

- *Help Client with key negotiation tools & advise on terms and structure of the transaction*
- *Facilitate documentation and coordinate activities of all agencies supporting the execution (e.g. lawyers, accountants, tax advisors)*
- *Close Deal*
- *Post-closure Integration*

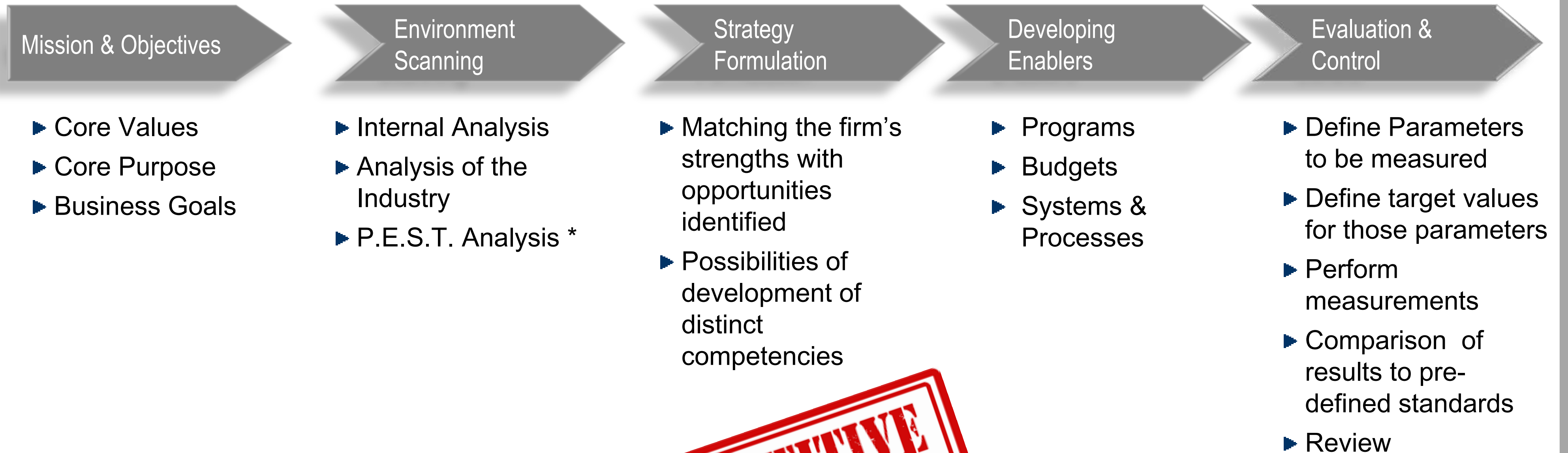
Leverage extensive domestic & cross-border network for generating buy-side and sell-side leads

Provide management with objective, data driven and comprehensive advice on valuation, deal terms, structure, etc.

End-to-end management of process including integration issues, if any, post closure of deal

Strategy Consulting Services

We strive to enhance our Clients' competitive advantage by ideating and implementing key enablers through comprehensive analysis and research

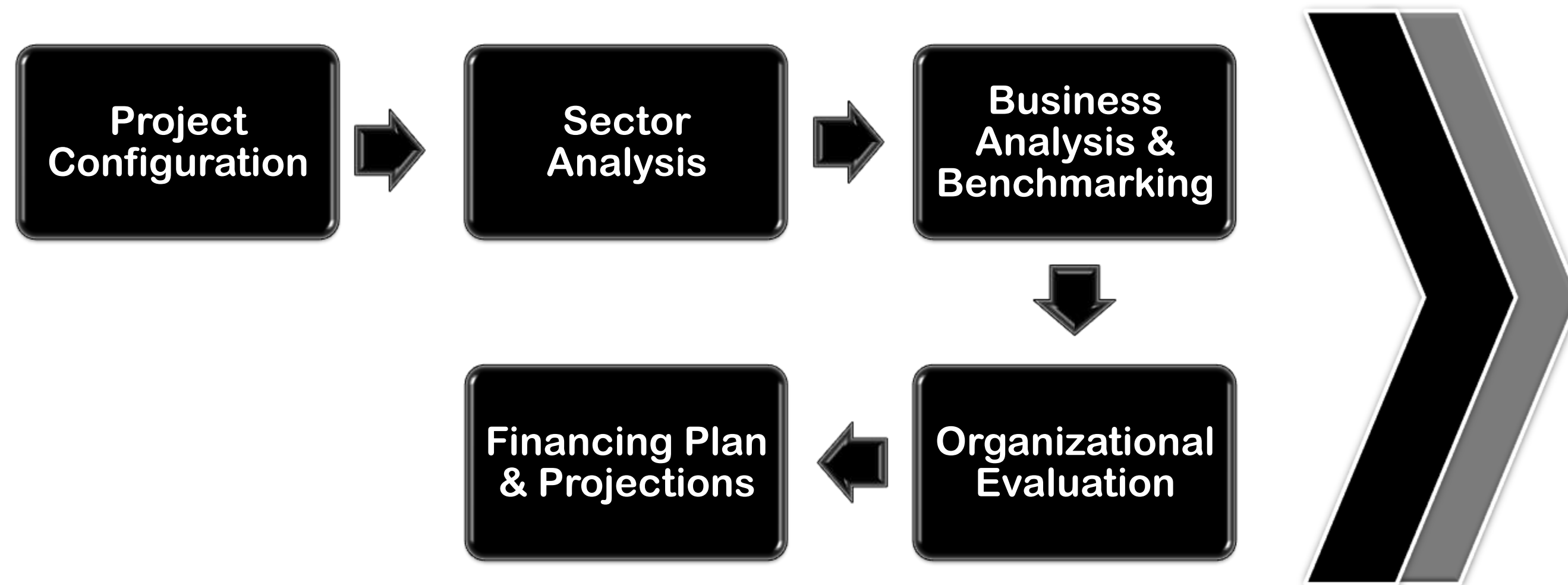


COMPETITIVE ADVANTAGE

* Political, Economic, Social & Technology Analysis

Business Planning & Modelling Services

Our Business Planning exercise for Clients focuses on granular evaluation of strategic and operational issues surrounding a project and highlighting every key opportunity and challenge



- Comprehensive analysis of macro & micro parameters impacting the project
- In-depth examination of risks & concerns and development of framework for addressing the same
- Highlighting apparent opportunities & unearthing latent opportunities
- Efficient project planning
- Fool-proof financial projections to demonstrate robustness of the model

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Kalyan Lahiri



Kolkata

- Kalyan is a senior investment banker and deal maker with more than 25 years of experience in the fields of capital markets, debt syndication, PE and M&A transactions and structuring and dealing in complex financial instruments.
- Kalyan holds a Post Graduate Diploma in Management, from IIM, Calcutta and has completed his Graduation from St. Xavier's College, Calcutta.
- He has managed more than 50 capital market transactions.
- He has been active in global fund raising across three continents.
- Kalyan has served in senior positions in leading corporate houses and investment banking institutions like the Duncans Group, SBI Capital Markets, the Manaksia Group, etc.
- Kalyan is also an acclaimed author with a large fan following.
- Kalyan has served as faculty in several business schools, bank training centres and at educational institutes like ICAI, ICWAI, ICSI, etc.

Debashish Ghoshal



Mumbai

- Debashish is a gold medallist from IIM Calcutta and a University Topper in Economics from Presidency College, Calcutta.
- Debashish has 25+ years of experience in managing and executing multiple assignments across equity and debt capital markets, private equity, transaction support (incl. valuation & due diligence), M&A and advisory both for private sector clients (Indian and Global) as well as for the Government of India.
- Debashish has worked in leadership positions in marquee investment banks and advisory services providers like HSBC Investment Banking, Ernst & Young, SBI Capital Markets and Tata Strategic Management Group (TSMG)
- His last assignment was with ICICI Bank as Jt. General Manager in charge of the Infrastructure Equity Group, mandated with taking equity positions in infrastructure businesses (including education).
- He is one of the Founding Partners of Invictus Corporate Solutions LLP

Kaushik Majumder



Bangalore

- Kaushik is a Legal Professional and Company Secretary (Rank Holder)
- More than 30 years of experience across functions and domains in leadership positions in top corporate houses.
- Area of expertise includes legal and regulatory compliance, corporate and secretarial supervision and coordination and company law matters.
- Extensive experience in matters related to MCA, NCLT, SEBI, Stock Exchanges (mostly on listing matters) as well as RBI (in matters related to FEMA and inward & outward remittances).
- Handled IPO's (covering pre-issue and post-issue formalities) and ADR / GDR Issue and its overseas listing.
- Managed multiple domestic and cross border M&A transactions including their compliances.
- Was involved in fund raising from normal Banking channels and through structured finances through Preference Share and NCD routes.
- Handled foreign investments in India following the stringent FEMA and FIPB compliances.
- Have handled many Stock Exchange and SEBI clearances and adjudication hearings.
- Compliances of rules and regulations as Compliance Officer and KMP of the Company.

Lakshmi V. Iyer



Chennai

- Lakshmi is a finance professional with a track record of 25+ years in managing complex corporate issues across a wide range of functions in risk management and financial governance.
- She is a Chemistry Hons. Graduate from Stella Maris College, University of Madras and has obtained her PGDM from IIM Calcutta. She is also Chartered Financial Analyst (CFA).
- Lakshmi is a seasoned credit professional with deep insight and domain knowledge in credit research and credit analysis and has leveraged her expertise to lead multi-disciplinary teams in leading global institutions like CRISIL and HVB Asset Management.
- She has worked extensively in the bonds and derivatives markets and has served marquee institutions like SBI Funds Management, Societe Generale, and Bank of America in senior management positions both in India and abroad.
- She has also conducted multiple training assignments in the area of credit evaluation and risk assessment.
- Lakshmi currently mentors start-ups and advises a financial healthcare group in areas of fund raising and debt restructuring.

Alok Kumar Sharda



Kolkata

- Alok is a qualified Chartered Accountant and Cost Accountant with 25+ years of professional experience.
- Alok has handled the entire gamut of CFO functions for large corporate houses including Hindalco Industries, Usha Martin, Adhunik Metaliks and Ramkrishna Forgings.
- He has led and supervised the mobilization of Rs. 500+ crores in Equity and Rs. 5,000+ crores in debt as CFO.
- Alok has wide experience in matters of corporate strategy, management decision support systems, cash flow planning, management of financial governance, etc.
- He has also successfully handled foreign exchange and derivative functions and has handled a treasury book of more than USD 300 Million for more than 5 years.
- Alok has worked very closely with the big 4 Audit firms and has developed deep insight in matters of control, reporting, assurance and internal audit.
- Alok has worked across a wide spectrum of industries and has developed extensive domain knowledge and insight in the operations of the metals and mining sector, travel & tourism, power, cement, wire ropes, forgings, etc.

Sougata Sengupta



Mumbai

- A Company Secretary and MBA (Finance) by training, Sougata is a seasoned professional with a track record of almost 20 years in the area of capital markets and banking and finance.
- Sougata spearheaded Adhunik Group's entire initial public offering in 2005. He also led the Rs 4,000 crore-group's secretarial and mergers and acquisitions team. He has also served the Aditya Birla Group in a senior position with focus on acquisition of mining assets for various group companies.
- Sougata is currently leading the business of Insolvency Resolution in a leading financial services company based in Mumbai.
- He is also a food entrepreneur. His company Tista Hospitality Pvt. Ltd. runs a food catering and retail business under the Feast @ East brand.

Kaushik Nag



Kolkata

- Kaushik is a seasoned professional with a track record of 22+ years in the financial services sector.
- He has been a part of the core team in the maiden capital market floats of Allahabad Bank and UCO Bank His other recent transactions include:
 - Mobilization of Rs. 1200 crores for through debt funding for a leading petrochemical company;
 - Greenfield project funding of Rs. 61.5 crores for a glass manufacturing company
 - Advisory and transaction support to several corporate houses and promoter groups for IPO process management, governance framework development and stake consolidation exercises
 - Project funding of INR 520 Mn for an integrated logistic Company
 - Syndication of Rs.125 crores for an Integrated Steel Company based in Eastern India
- Kaushik in his professional career served in leadership positions in marquee investment banks and stock broking houses and is one of the founding partners of Invictus Corporate Solutions LLP

Reach Us:

Mumbai:

Debashish Ghoshal
debashish@invictusadvisors.net
+91 98 3309 4005

Sougata Sengupta
sougata@invictusadvisors.net
+91 90 0455 1166

Kolkata:

Alok Kumar Sharda
alok@invictusadvisors.net
+91 98 3175 6674

Kaushik Nag
kaushik@invictusadvisors.net
+91 98 3003 5546

Bangalore:

Kaushik Majumder
kmajumder@invictusadvisors.net
+91 97 4009 1200

Chennai:

Lakshmi V. Iyer
lakshmi@invictusadvisors.net
+91 99 4018 8229

