

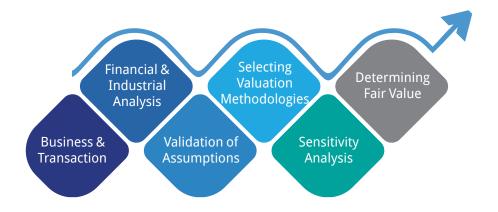
The Indian economic fabric is going through a paradigm shift due to various micro and macro economic factors combined with the effects of the changing political and social trends. The present environment has created a set of opportunities as well as challenges which will shape the fundamental outlook of India Inc in the near future.

Valuation is no longer restricted to its use as a traditional jargon when buying or selling a business. Knowing the worth of your business is one of the corner stones for sound managerial decision making. Independent and professional advice in valuation that integrates aspects of accounting, financial reporting, tax planning, corporate transactions and regulatory compliances has become the need of the hour.

We have served various domestic and overseas clients including multinationals, listed companies, boutique investment advisory firms, private equity funds, venture capital partners, and real estate funds, from over 45 countries.

Our clients value our collaborative approach. Right from inception, SKP's founders have emphasised the importance of professional standards and personalised service; and to this day, we continue to reflect this progressive mind-set by serving our clients with integrity, delivering high quality, innovative results. Our ability to easily identify, confront and resolve a variety of issues and concerns for our clients comes from our years of experience across a wide range of industries and geographies, combined with a versatile group of professionals and a multi-disciplinary team.

Our **Approach**



We endeavour to weigh-in factors like the business model, historical and expected performance, intangible value, competition, general and industry economic outlook, etc. while arriving at the value of a business. Our approach typically includes:

- Thorough understanding of the client's business,transaction and the valuation purpose which involvesdetailed discussions with the management, site visits,etc.
- Financial analysis of the business and the industry in which it operates with due attention given to keyrisk parameters influencing the business and the industry, assessing business profitability and future sustainability.

- Review of the business plan provided by themanagement or prepared by SKP and validation of the underlying assumptions.
- Selection and application of the most suitablevaluation methods taking into consideration thenature of the business, transaction and the valuationpurpose.
- Sensitivity analysis of the key valuation drivers.
- Arriving at the fair value of the asset/interest to bevalued.

Our Services



We have in-depth experience across several industries and are well versed with the techniques required for complex corporate arrangements. We advise companies on valuation in case of corporate transactions, including mergers and acquisitions, joint ventures and restructuring assignments.

Commercial Valuation

SKP can assist you in determining the worth of your business for various commercial applications. We offer tailor-made solutions based on our extensive industry experience and our holistic approach, we facilitate informed decision making.

- · Business Valuations
- Intangible Asset Valuation
- Litigation Valuation
- Fairness Opinion

Regulatory Valuation

SKP can assist you in navigating through the multifaceted legal doctrines governing major corporate transactions. Our team is well equipped and conversant with Indian and International laws, providing sound legal and technical backing to our valuations. The laws and regulations pertaining

- Foreign Exchange Management
- Income Tax
- · Transfer Pricing
- Corporate Governance
- Insolvency and bankruptcy

Ind AS Valuation

SKP can assist you in crafting the right strategy and framework for adoption and implementation of the Fair Valuation framework under Ind AS.

- Purchase Price Allocation
- · Impairment Testing
- Fair Valuation of Investments

Corporate Planning

SKP delivers customised solutions aimed at enabling management decision making, facilitating organisational goals and measuring tangible business benefits.

- · Business Plan
- · Financial Modelling
- Model Validation
- ESOP's
- · Complex Structuring
- Succession Planning

Our **Experience**



Insurance

Valuation review of a Life Insurance venture and assisting a top Indian bank in sell side negotiations with its JV

- Reviewed the assumptions used to arrive at the structural and embedded value of the insurance venture
- Advised on points for further negotiation; which included tax rate, FFA provisioning, terminal value and risk discounting rate



E-commerce

Fair valuation of an Indian e-commerce giant for a leading alternate asset manager, with multiple investments in the Indian e-commerce industry for financial reporting.

- Analysed the existing business model, peers, prevailing economic conditions and future trends
- Determined an appropriate valuation methodology for valuation of the business
- Corroborating the valuation with other suitable approaches



ITeS Software

Purchase Price Allocation for the acquisition of a software division of a publicly traded IT company by a growth-oriented PE fund.

- Reviewed transaction documents to identify clauses that have a bearing to the Purchase Price Allocation
- Assisted the management in identifyingintangibles
- Determined the value of the intangibleassets and facilitated in recognition of goodwill



Electronics

Valuation of an Indo-Austrian joint venture engaged in manufacturing ballasts and LED drivers for a majority stake sale.

- Analysed the JV agreements and the related legal documents keeping in view the dynamics of the Indian lighting industry
- · Determination of valuation based on the industry trends
- · Identified brand exclusivity and a noncompete agreement as key negotiation factors and assisted the client in negotiating for a premium



Stationery

Evaluation of corporate restructuring strategies for India's largest pen manufacturer and valuation of its group

- · Evaluated restructuring options with an aim to minimise tax incidence in both India and Europe
- Identified the potential tax synergiesthat would accrue post restructuring
- · Valued all the group entities and recommended the share exchange ratiofor the proposed restructuring



Shipping

Valuation of a shipping subsidiary of a publicly traded conglomerate and evaluation of regulatory impact of the proposed corporate restructuring strategy.

- Valued the shipping subsidiary along with a board-level fair valuation of thelisted entity
- Analysed the impact of the proposed scheme from perspective of myriad laws applicable to listed companies



Real Estate

Regulatory valuation support for an India focused real estate PE fund having investments in SPV's along with major developers across India.

- · Analysed key considerations such as thefloor space index, distribution and exitclauses, options and their implications on the cash flows
- Estimated the distributable amount to shareholders based on a waterfall structure or IRR expectations and a hurdle rate



EdTech

Sell-side valuation of an EdTech oriented Education Company specialising in STEM based learning, spread across GCC, Singapore & Sub-Saharan Africa for a strategic stake sale.

- Validated and redesigned the key operational assumptions of the business plan to capture region specific economic variables across the 3 regions as well as global Edtech industry trends
- Valued the Company using the DCF approach and then benchmarked the value against regional & global peers.



Online Gaming

Buy side valuation of an online poker platform in India for a Singaporebased private fund venturing in the Indian online gaming market.

- Analysed the domestic and global peersin the online gaming industry
- Valued the online gambling business based on trading and transaction multiples of global and domestic peers
- Presented a valuation range to theclient for negotiation

The SKP **Advantage**



Winner of Advisory
Project of the Year
at The Accountant &
International Accounting
Bulletin Awards 2017

Winner of India Tax
Firm of the Year
at the International
Tax Review's Asia Tax
Awards 2016

Winner of Nexia
International's
Firm of the Year
Award 2015

Ranked among the

Leading Transfer Pricing

Firms in India

in TPWeek's World

Transfer Pricing

guide

Ranked among the
Leading Tax Firms in
India in International
Tax Review's
World Tax guide



years of experience in accounting, advisory, assurance and tax



employees from accounting, legal, tax, engineering, management and other diverse backgrounds



1200+

active clients including Fortune 500 companies, multinationals, and companies listed on global exchanges



45+

countries where we have our clients



Member of Nexia International, a leading worldwide network of independent accounting and consulting firms, providing a comprehensive portfolio of audit, accountancy, tax and advisory services.

About **SKP**

SKP is a global professional services group with its principal areas of operations in business advisory, end-to-end finance and accounting solutions including attest function and taxation, business process management, and IT risk advisory. SKP's focus is to provide solutions which result in tangible business benefits and performance improvements.

Our multi-disciplinary teams serve clients from various geographies and industries ensuring global standards. With over 80% of our client-base being international, we truly understand the needs of global companies and their expectations and our customized global solutions are designed to factor in local nuances. Our commitment is rooted in a passion for solutions, empowering our people and clients to achieve more.

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