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www.dickensonassociates.com

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We are an advisory firm specialising in offering Private Equity & Debt Syndication and Strategic Advisory services to entrepreneurs, corporates and investors.

With a strong research capability and excellent network of investors, we provide our clients with customised solutions to suit their unique requirements.



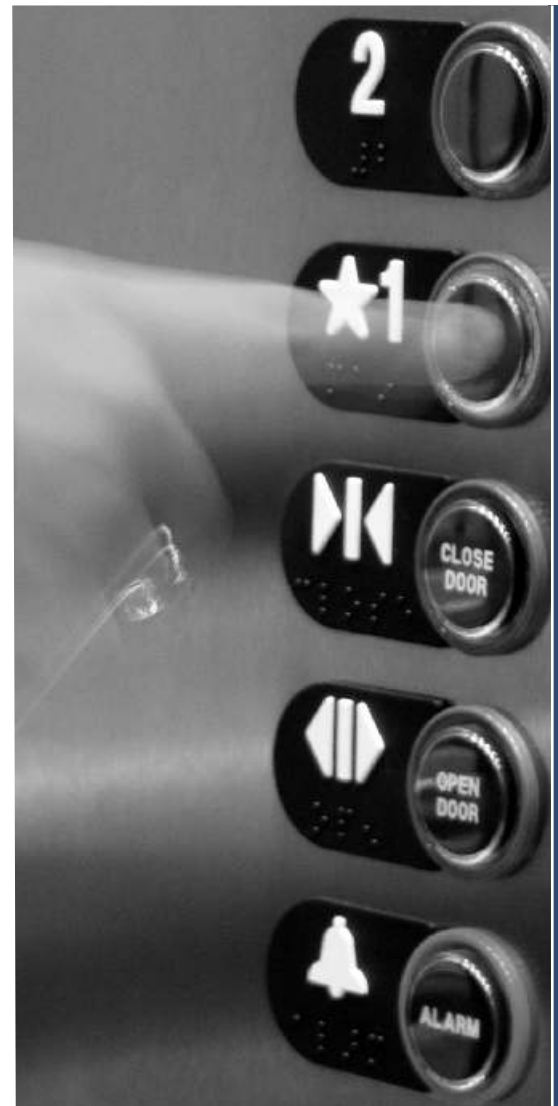
ABOUT US

A Trusted Partner for Seekers and Suppliers of Private Equity and Debt

DICKENSON ADVISORY PRIVATE LIMITED. (DAPL), a focussed initiative of DICKENSON INTELLINETICS' vertical servicing the Private Equity marketplace through www.vcindia.com, is a team specialising in the development and delivery of solutions in the Syndication of Venture Capital/Private Equity and Debt to the Indian marketplace.

We aim to service the growing demand for Venture/Private equity finance in the rapidly evolving Indian marketplace.

The current portfolio of services is comprised of a total turnkey approach towards Venture/Private Equity and Debt Syndication, which is delivered through an extensive "learn and deliver" approach with tailored services based on the client's needs.



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TEAM

Manoj Saha, Director

Manoj holds a B. A Degree (Hons) from the Guildhall University of the City of London (Accountancy and Business Finance). He started out with International Computers Limited (ICL) in London as a software system designer, and thereafter in 1987 joined a closely held electronics component distribution company in NY and was the CEO & President of the company for over 9 years. He founded an energy services company in India with American collaboration in 1996, and continues to actively participate in this business successfully within the Indian marketplace. With a strong entrepreneurial foundation, his wide international and multi dimensional experiences in marketing, finance and business planning, allow Dickenson Associates to grasp complex business strategies and models. Having established Dickenson as a serious research and analytical engine serving the private equity marketplace, he leads DAPL in offering advisory services of the highest standards.

Email: manoj.saha@vcindia.com

Aveek Bose, Partner

Aveek has done his Masters of Commerce, specialising in Business Management from Mumbai University. He also holds a Bachelors degree in Business Management, specialising in Finance, from Mumbai University. He is currently pursuing his CFA degree from CFA Institute, USA and Certified Financial Manager from Centre for Financial Management, Bangalore. His skills in the fields of research, planning and corporate strategy are of particular importance to Dickenson Associates. With an excellent academic record throughout and strong interpersonal and analytical skills, Aveek provides Dickenson Associates with the ability to provide value addition in terms of analysis and strategy development. His in-depth knowledge of the mindset of private equity players practicing in India and its workings is highly useful in making well informed selection of approachable players. Aveek also heads the IVCJ Publication division, which is the prominent source for accurate news, analysis and discussion in the Indian Venture Capital and Private Equity Space.

Email: aveek.bose@vcindia.com



Manoj Saha



Aveek Bose



Simi Saha



Kanhaiya Manda

Kanhaiya Manda, Partner

Kanhaiya holds a Bachelors Degree in Business Management, with a specialisation in Finance, from Mumbai University. He is currently pursuing his MBA degree from ICFAI Institute. At Dickenson, he heads the PE deal tracking team, which has produced many incisive reports for IVCJ, the VC GUIDE and The FUND REPORT. His analytical and understanding of the PE marketplace provides valuable contribution to Dickenson Associates. Kanhaiya also heads the Training initiatives of Dickenson Associates, which conducts in-depth instructional courses for delivering advanced skill sets required within the financial services marketplace.

Email: kanhaiya.manda@vcindia.com

Simi Saha, Director - Corporate Communication Service

Simi is a graduate from The Institute of Hotel Management and Catering Technology, Mumbai, with 1st Class, trained in Graphic Design at the Platt Institute in Newport Beach, California. While living in the United States, she undertook several challenging assignments in areas of corporate communication. After having moved to Mumbai, she jointly founded Dickenson Intellinetics in June 2000 for catering to high quality investor and corporate communication and design requirements of mid to large size entities. Her specialization in this area is a great value adder towards building effective communications to potential investors. In 2000 she co-founded the team at Dickenson Intellinetics, assisting in marketing, client servicing, business development, and specialized in Investor Relations Communications services. She has been involved with many assignments for leading corporates of India such as ICICI Bank Limited, HDFC Bank, SBI CML, Shriram Transport Finance Limited, Indiabulls Group, Blue Star Infotech Limited, GTL Group, Wockhardt Limited, Lupin Limited, JB Chemicals, Monsanto and Welspun Group.

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The Dickenson Associates Advantage

Long Term Relationships and Client Focus

We are genuinely dedicated to our client-focussed approach and dedicatedly believe in developing long-term relationships lasting through all stages of our clients' life cycles. In addition to handholding the client across the entire transaction process, we provide continued support post-transaction and have the capability to cater to the clients' corporate communication and investor relation needs throughout its business lifecycle.

Professional integrity

While we are devoted to the goal of meeting our client's needs, we hold ourselves to the highest professional and ethical standards.

Personalised Project Handling

We believe giving each project an individual identity. From ideation to delivery, we maintain constancy in commitment and dedication.



Approach & Culture:

DAPL's approach is result oriented and specifically designed to provide the perfect synergy between entrepreneurial understanding and real-world practical mind-set of investors, through our

- ▶ Analytical strengths
- ▶ Networking Strengths
- ▶ Rigorous execution Capability

SERVICES

Dickenson Associates' services entail three branches of solutions:

Private Equity Syndication

We provide end-to-end advisory services to investors and investees in the Indian private equity marketplace. Private equity funding activities have several areas in which we work closely with the client's team in consummating the transaction.

Debt Syndication

We assist corporates to leverage on debt as an instrument to raise capital through structured financial products for various requirements including Greenfield projects, expansions, working capital and in structuring and syndicating funds for acquisitions.

Strategic Advisory Services

We offer efficient and cost effective solutions in the areas of knowledge, strategy and action plan for filling the gaps in an organisation, making them attractive to obtain private equity and/or debt investment.



Quality:

We strongly believe in delivering Quality. Whether it is in the services to our clients, human resource base or infrastructure facility, our obsession for quality is reflected in the work we do.

Work:

We approach each project from a variety of analytical angles, present a range of options and ultimately recommend the path the client should follow. We work alongside our clients to help them realise their full potential.

Culture:

We are result oriented and professionally driven, while maintaining a working atmosphere that is both collegial and friendly. Our culture fosters meritocracy, entrepreneurial thinking and intellectual rigor. Our team is encouraged to display higher levels of initiative, drive, and hunger for learning and taking on additional responsibilities.

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Private Equity Syndication:

We provide end-to-end advisory services to investors and investees in the Indian private equity marketplace. Private equity funding activities have several areas in which we work closely with the client's team in consummating the transaction.

Our Private Equity service covers all aspects of Venture Capital/Private Equity Syndication for both the investors and investees. Our core areas of activity are centred on the following areas (we call them "Laps"):

Investee Side Engagements

Lap 1: Business Plan Preparation

In this lap, we start by having detailed discussions with the client, understanding their business and future prospects. Based on the client's existing business profile, growth prospects and our knowledge of the private equity market, we prepare a complete business plan in a structured format. This allows the business to be presented positively in front of potential private equity investors.

Lap 2: Road Show & Investor Short-listing

In this lap, using our relationships with private equity funds, we help the client decide on the kind of private equity funds who will be the right investors for the client. We also hold initial discussions with the investors, help the client have road shows with meeting the potential investors and advise the client to prioritise among the investors to create a shortlist.

Lap 3: Commercial Term Sheet

In this lap, we help the client analyse various offers from potential investors, drive deal negotiations with investors and ensure that the client enters into a term sheet with the private equity fund which meets the client's strategic objectives.

Lap 4: Due Diligence and Closure

In this lap, we help the client in coordinating the overall due diligence process, and assist the client negotiate the final definitive agreements with the potential investor. We use our relationship with the leading law firms in the country to ensure the clients long-term objectives in the agreement. We drive this process to reach closure on the transaction.



Work Flow:

- Understanding the client's requirements
- Approaching and discussing the deal with potential investors/investees
- Short-listing investors/investees on the determined parameters
- Analysing the offers, negotiating the terms and helping in co-coordinating in the overall due diligence
- Closure of transaction

Investor Side Engagements

We provide end-to-end advisory solutions on investor engagements. Typical investor engagements have the following phases in which we work closely with the client's team in consummating the transaction.

Lap 1: Target Short listing

In this lap, we help the client freeze on the investment criteria and their investment parameters, target identification, meeting the target companies and helping the client prioritize among the targets to create a shortlist. We use our network of relationships with companies, private equity funds and other intermediaries extensively in this phase to identify the right targets.

Lap 2: Assisting in Commercial Term Sheet

In this lap, we help in creating valuation and structuring models for the short listed companies, prepare the term sheet, drive deal negotiations with targets and ensure that the client enters into a term sheet with the target company, which outlines all the commercial terms of the transaction.

Lap 3: Due Diligence and Transaction Closure

In this lap, we help the client on preliminary business due diligence on the target, co-ordinate the overall due diligence process, and negotiate on the final definitive agreements with the target company. We use our relationship with the leading law firms in the country to ensure the clients long-term objectives in the agreement. We drive this process to reach closure on the transaction.



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Debt Syndication

Our Debt Syndication wing encompasses funding activities for diverse business requirements of corporations. We assist corporates to leverage on debt as an instrument to raise capital through structured financial products for various requirements including Greenfield projects, expansions, working capital and in structuring and syndicating funds for acquisitions.

Our Debt service covers all aspects of Debt Syndication for the corporations. Our core areas of activity are centred on the following areas (we call them “Laps”):

Work Flow

- ▶ Understanding the client's requirements
- ▶ Approaching and discussing the deal with potential lenders
- ▶ Short-listing lenders on the determined parameters
- ▶ Analysing the offers and negotiating the terms
- ▶ Closure of transaction



Lap 1: Business Plan Preparation

In this lap, we start by having detailed discussions with the client, understanding their business and future prospects. Based on the client's existing business profile, growth prospects and our knowledge of the debt market, we prepare a complete business plan in a structured format. This allows the business to be presented positively in front of potential lenders.

Lap 2: Road Show & Lender Short-listing

In this lap, using our relationships with debt providers, we help the client decide on the kind of lenders who will be the right supplier of funds for the client. We also hold initial discussions with the lenders, help the client have road shows with meeting the potential lenders and advise the client to prioritise among the lenders to create a shortlist.

Lap 3: Finalising Agreements

In this lap, we help the client analyse various offers from potential lenders, drive deal negotiations with them and ensure that the client enters into an agreement with the lender, which meets the client's strategic objectives. We use our relationship with the leading law firms in the country to ensure the clients long-term objectives in the agreement. We drive this process to reach closure on the transaction.

Lap 4: Consummating the Transaction

In this lap, we help the client in coordinating the overall consummation process, and assist the client negotiate the final definitive agreements with the potential investor.



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Strategic Advisory Services

One of the biggest mistakes organisations make, while going for private equity funding, is the incorrect identification of the appropriate time for private equity investment. The problems are compounded by neglecting to consider the impact of the changes in their organisations after the investment takes place. If the "guess" is incorrect, it invariably makes the problem bigger, or leads to other problems. The fundamental cause of such mistakes is knowledge gaps within the organisation.

We aim to bridge that knowledge gap within the organisation with our expertise. We offer efficient and cost effective means in the areas of knowledge, strategy and action plan for filling the gaps. Our core areas of activity are centred on the following areas (we call them "Laps")

Work Flow

- ▶ Understanding the client's business model
- ▶ Educating the client on private equity investment market
- ▶ Analysing and evaluating the client's business
- ▶ Devising Strategy
- ▶ Assisting in implementation of the devised strategy
- ▶ Project handed over to Private Equity Syndication team



Lap 1: Knowledge Dissemination

In this lap, we engage in a workshop with our clients to mentally prepare them to induct a strategic partner within their organisation. We educate them regarding how a private equity partner will affect their business culture, operations and overall functioning.

Lap 2: Strategy Formulation

In this lap, we analyse the client's organisation and determine whether the organisation is ready for private equity funding. In case the organisation is not, we evaluate it and devise strategies to enable the organisation to gear up for private equity investment.

Lap 3: Strategy Implementation

In this lap, we help our clients implement the strategies within their organisations. We advise the management team on setting up new systems and processes, helping them to inculcate the global best practices. Once the client is ready for private equity funding, the project is handed over to our private equity syndication team

Independent Services Offered

- ▶ Business plan preparation and evaluation
- ▶ Operational assessment
- ▶ Financial performance review
- ▶ Assistance in financial planning.
- ▶ Client representation in fund-raising
- ▶ Assistance in preparation of Information Memorandum, assistance in deal structuring and negotiations with investors.



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EXECUTIVE TRAINING

Dickenson Advisory Private Limited organises IVCJ's VC/PE centric 'Executive Training Programmes' for GPs looking at raising funds (from within and outside India, from US and European LPs), professionals working in the VC/PE marketplace, corporate finance, debt finance, leveraged finance, acquisition finance, structured finance as well as MBOs. These programmes are also devised to benefit entrepreneurs and consultants.

IVCJ's instructional courses and its intermediate level workshops on Private Equity & Venture Capital equips its target audience to move into the fast track for understanding market dynamics and building a strong competency on valuation, deal modeling and structuring. With a careful balance between theory and practice, our lead faculties, supported by several Indian hand-on practitioners, impart the vision, knowledge and skills to succeed in the private equity marketplace.



Future Training:

- ▶ IVCJ Executive Training on Private Equity & Venture Capital at Fund and Company Level
19th June 2008
- ▶ Workshop on Real Estate Valuation and Deal Structuring
25th- 26th September 2008

For latest information visit:
www.vcindia.com

CONFERENCES

We are the permanent GOLD SPONSOR and Knowledge Partner of IVCJ Events. IVCJ's PE Journal for India organises industry specific conferences, keeping in mind the VC/PE perspective. These one-of-its-kind conferences provide a platform for investors and industry players alike, to discuss and plan their strategies. They also bring key decision makers from the VC/PE community and the industry to facilitate discussion on pertinent issues, creating conducive networking environment.



Future Conferences:

- ▶ IVCJ's 3rd Annual Conference on Infrastructure and Real Estate Funds
23rd-24th September 2008
- ▶ 2nd Clean Energy Investment Conclave
28th-29th Jan 2009

For latest information visit:
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