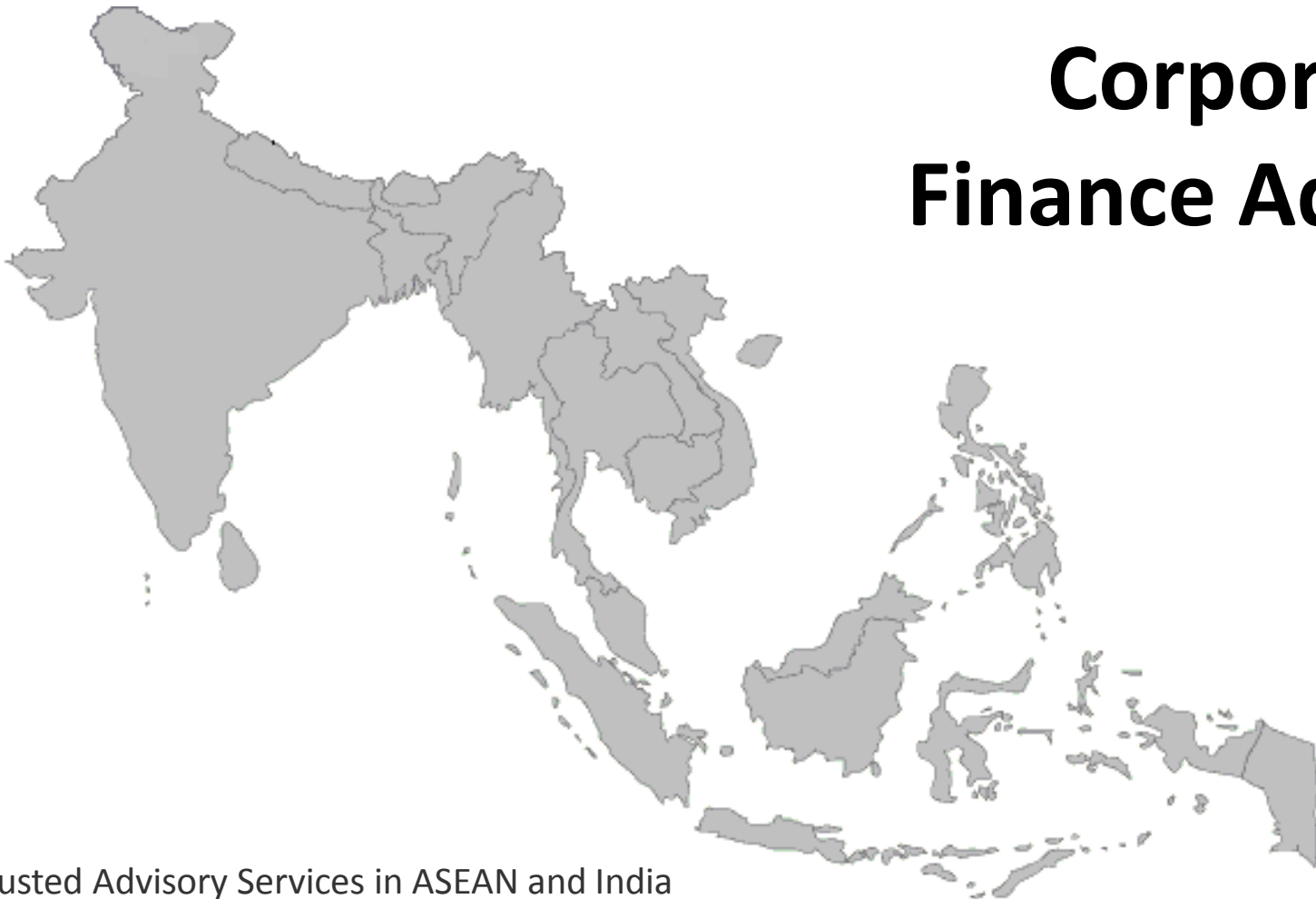


Corporate Finance Advisory



Trusted Advisory Services in ASEAN and India

- We are a corporate finance firm set up in 2014
- Our focus is on Indian sub-continent and South East Asia
- Key service offerings include Market Entry Strategy Consulting, M&A Advisory and Capital Raising Advisory
- Sparrow Advisory team has over 70 years of total deal experience
- Team has serviced clients from US, Canada, Europe, UK, Japan, India, Thailand, Indonesia and Singapore
- Rohit, founder of the firm, was based in Singapore for four years before setting up the firm and his key focus was on South East Asian markets
- Detailed research is the foundation on which Sparrow Advisory business is run. We tell you what others don't. We coach you on business culture and what is acceptable and what is not

- We work very closely with clients, becoming an integral part of their teams. We take only a few assignments at any time and so clients have a lot of our direct time and involvement.
- Ability to solve problems and offer solutions; generate innovative ideas to help client achieve their objectives
- In-depth knowledge of the markets we operate in ; demonstrated access to key executives in Asia
- Continued relationships with long standing clients
- Responsible and independent advise ; Young energetic team
- Entrepreneurial mind set; Assist clients to grow their business
- Strong deal structuring expertise

What differentiates us



- Led by a team of experienced professionals well versed in the Investment Banking sector, we provide timely, accurate, and well thought out business solutions after insightful analysis and research.
- Responsibly advise and assist clients to achieve their objectives
- In depth research – proactive ideas; All our work is built on detailed research which helps us develop ideas and talk to clients proactively (instead of waiting for companies to decide on targets).
- Completely trusted service; No conflicts of interest
- Uphold highest standards of ethics
- Build long term relationships
- Enjoy our work
- We are in for the long haul

India and South East Asia entry strategy formulation

We help evaluate available entry opportunities (Targets, Joint Venture partners), deal negotiation, structuring, due diligence and deal closure

Detailed market studies

- We take assignments to do customised market studies which typically include information on market size, competitors, trends, regulations and case studies

Assistance in creating Business Alliances

- Identification of the right partners, negotiations of commercial terms and legal documentation

Assistance in finding distributors

- Assist companies in creating relationships with master distributors in a new market they intend entering. The assignment involves negotiations of commercial terms and assistance in legal documentation

Sector Focus: Engineering, Software, Oil and Gas Equipment, Quick Service Restaurants, Financial Services, Water treatment

Buy Side Advisory

- *Acquisitions*
We are in the deal flow. We identify what is available, create deals, evaluate the chances of success and advise on getting deals done (negotiations, assisting in valuing the opportunity, structuring, due diligence)
- *Joint Ventures*
Identification of trustworthy partners, background checks, legal documentation and structuring
- *Post Deal Advice*
Board level advice after a deal is done on integration and on-going strategic and business requirements, being the eyes and ears on the ground, monitoring the investment

Sector Focus: Financial Services, Infrastructure, Consumer Goods, Engineering, Hospitals, Auto Components and FMCG



Sell Side Advisory

We assist owners in exiting from their business or to hive-off a non core business. We have extensive global network and work with other boutique investment banks to reach strategic investors in other geographies. We project manage the assignment from beginning to end (preparation of collateral, identification of potential buyers, assisting in valuing the opportunity, structuring, negotiations, due diligence)

Deal experience in India with access to large number of acquisitive corporate and buy out funds. We also work with our associates in marketing international deals to Indian corporate.

Sector Focus: Food and Beverage, Infrastructure, Engineering, Packaging, Auto Components and FMCG

Capital Raising- Equity structures

- We project handle the equity capital raising for mid market clients
 - Assistance in preparation of collaterals i.e. Information Memorandum, Financial Model, Corporate Presentation
 - Assist in negotiating a term sheet; Hand hold the company through the Due Diligence process
 - Negotiate the legal documentation
- We have access to sources of capital including Private Equity funds, Convertible Bond Investors, Mezzanine funds, High Net Worth Individuals, Pre-IPO investors, PIPE and Portfolio Investors.
- With select clients we provide long term consulting on matters like capital restructuring, business development and business consulting ultimately leading to capital raising

We also undertake select mandates on retainer basis and provide advisory services on:

- Preparation of Business Plans
- Valuation of the Companies
- Brand Valuation
- Assistance in negotiation and drafting of shareholders agreement
- Company Incorporation services
- Outsourced accounting and compliance services
- Assistance in filing patent applications and trademark registration
- Discrete background checks pre hiring of senior management and C Level executives
- Representation Services
- Assistance in exploring lease option for offices, where our associate invests in a property identified by the client and enters into a long term lease.

The team consists of full time professionals, Senior Advisors and Advisors with long standing relationships and experience with Rohit Bhargava

Sparrow has an extensive network of associates across the globe with whom Sparrow associates on a deal to deal basis. Apart from our home markets in the Sub-continent (India, Bangladesh, Nepal and Sri Lanka) other markets covered by this network include:

Asia Pacific

Australia
Hong Kong
Indonesia
Japan
Korea
Malaysia
Singapore
Thailand
The Philippines
Myanmar

Europe

Czech Republic
France
Germany
Italy
Netherlands
Spain
Switzerland
Turkey
United Kingdom

Americas

Canada
USA

Middle East

Bahrain
Israel
Kuwait
Qatar
UAE

Rohit Bhargava

Rohit is a Chartered Accountant from the Institute of Chartered Accountants of India, an Associate of the Institute of Company Secretaries of India and Institute of Cost and Management Accountants of India

Rohit has over thirteen years of experience in Investment Banking first with AO Capital Partners and then with Axis Bank in Mumbai and Singapore and last with Tethys Ventures in Singapore. He has exposure to mid and large sized corporate. Rohit has been involved in multi-geographic fund raising and has led transactions in Private Equity fund raising, Structured Debt issuances, Buy side and Sell side Mergers and Acquisitions advisory, Initial Public Offerings, Qualified Institutional Placement, Pre IPO placement, Market Entry Strategy Consulting and other Corporate Finance Advisory.

Over the years he has developed strong relationships with PE funds, Hedge funds, Commercial Bankers and investment bankers across the region.

Prior to setting up Sparrow Advisory, Rohit was based in Singapore and focused on South East Asian markets.

Rohit is based in Gurgaon, Delhi NCR, India

Jyothi Prasad

Ms. Prasad, is an alumnus of IIM, Ahmedabad and London School of Economics and also has a Bachelor of Law degree from G.J Advani Law College, Mumbai.

Ms. Prasad has over 25 years of investment banking experience gained in leading Investment banks in India including SBI Capital Markets, Peregrine Capital and NM Rothschild and American Orient Capital. She also assisted a well-known Indian broking firm in establishing their investment banking practice.

Her clients have ranged from Multinational Companies and large Indian corporates to small and medium enterprises. Her experience and work have included both fund-raising and advisory transactions for clients. Fund raising has included private placement of equity, term debt and working capital raising. Her capital market capabilities include advice and assistance on IPO, Rights and Takeover Code transactions. Advisory experience has included valuations, Mergers and Acquisitions, Sell-offs, capital restructuring and Joint Venture Advisory. Most of the transactions have included advice on transaction structuring, valuation, negotiations and transaction related documentation.

Ms. Prasad is based in Mumbai, India

Prashant Jha

Prashant is a MBA from XLRI Jamshedpur and an Associate of The Institute of Cost and Management Accountants of India. He is also a law graduate.

Prashant has over sixteen years of experience in Telecom field having worked with MNCs and start ups on assignments in India, Indonesia, Myanmar, Bhutan and Nepal. His experience ranges from Corporate Strategy, Business Planning, Business Development, Brand Management, Alliance Development with International bodies

He has worked with Telecom companies like Shyam Telecom Group, Myanmar Telecom and Technology Company Limited (An associate partner of Mectel), Reliance Infocom, Hutch, Teramatrix Technologies, Price Waterhouse Coopers, Bharti Airtel and Mecon Limited. During the several projects he has worked on he has developed relationships with Telecom Operators, Equipment Vendors, Telecom Ministry, Organisations like ITU, GSMA, WTO, DOT, TRAI, TEMA, ITU - APT and large business houses with interest in telecom sector.

In early 2015 Prashant turned entrepreneur and is setting up a skill assessment focused consultancy in India. Prashant assists Sparrow Advisory team on telecom transactions.

Prashant is based in Gurgaon, Delhi NCR, India

Vinod Kumar Bansal

Mr. Bansal is a Chartered Accountant by education.

He has more than 23 years of experience in financial markets. He is the founder of Ficuswealth. Founded in 1992, Ficuswealth, is a professionally managed company offering Advisory Services in the Financial Markets. Ficuswealth runs a broking business and is active in the distribution of mutual funds, insurance and fixed income products.

Mr. Bansal is a strong advocate of value investing and has been holding seminars on investor education and

Mr Bansal is currently the Co-Chairman, CSR Committee of PHD Chambers of Commerce.

Sparrow Advisory and Ficuswealth collaborate on corporate finance deals and Rohit helps in executing consulting assignments originated from Ficuswealth contacts.

Mr. Bansal is based in New Delhi, India

Bijoy P Pulipra

Bijoy is a Company Secretary by Qualification and Profession and having more than a decade of experience in corporate Laws. He is the co-founder and Senior partner of JBP & Associates, Company Secretaries, secretarial arm of ARTIS. He is an ardent lover of technology and has adopted very innovative practices in his profession which helped him to increase the visibility of the organization to a greater extent.

On professional side, he is having expertise mentoring the start ups and entry level business by handholding them in various areas of their business and helping them to attain a growth level. He is also an expert in Foreign exchange laws, Multi dimensional agreements, conciliation, Banking laws, Customs laws and Competition laws.

He is presently heading the Artis Advisory as Director, Corporate Affairs, an advisory in Merger and Acquisitions, Corporate restructuring, Private equity investment and angel funding and cross border compliance & business setting up. Artis Advisory is having offices at Bangalore, Kochi, Trivandrum and Coimbatore

Rohit Bhargava owns 50% stake in Artis Capital Services Private Limited along with Bijoy

Bijoy is based in Bangalore, India

Rajeev Bhargav

Rajeev is an Chartered Accountant, Company Secretary, Law Graduate and Post Graduate in Commerce.

He has over 11 years of experience in heading the Finance Function of reputed Companies and MNCs where he got extensive experience in various aspects of Accounting and Finance, Secretarial Services, Taxation and Compliance.

Rajeev has worked with Maccaferri from Italy, Itron from USA and s.Oliver from Germany apart from leading garment producer and merchandiser, Orient Craft.

Rajeev is the proprietor of R.Bhargav & Associates, a firm of Chartered Accountants which he founded in 2010. Rajeev assists Sparrow Advisory in company incorporation and related compliance assignments.

Rajeev is based in New Delhi, India

Apart from Rohit the other partner in the firm is Deepshikha

Deepshikha is a Commerce graduate from Maharaja Sayaji Rao University, Vadodara and Master in Financial Administration from Institute of Management Studies, Indore.

Deepshikha has ten years of experience in retail banking, commodity trading, Import-Export documentation and audit. She has worked in Jaipur, Indore, Mumbai and last was employed with an electronics trading firm in Singapore.

Deepshikha is based in Gurgaon, Delhi NCR, India.

Sparrow further has access to Senior Advisors for specific deals in Infrastructure, Oil and Gas, Financial Services, Business Process Outsourcing and Data Analytics

Sparrow also employs few analysts

Select Past Clients of Team Members



Select Current Clients



Data Analytics
Client (Confidential)



Symbolic Meanings of the Sparrow



- All too often we take the little Sparrow for granted - small though she may be, she is certainly powerful. It is her small size that gives her advantages. She reminds us we do not have to be the loudest in order to be heard.
- Sparrows derive power and protection from their numbers. Always in a clan, they move in clusters, eat in clusters, and are always **content** as such. Safety in numbers is a lesson the Sparrow has to share with us.
- The Sparrow is **ever vigilant** in her goals. She is always bustling for her food, foraging for her nests, and gathering for her young. Fastidious and **productive**, she is a master of flight, and camouflage, and teaches us to use our creativity to get around in life - **think outside the box** and **be creative** in solving our problems.
- As a bird totem, the Sparrow speaks of higher thoughts and ideals. She beckons us to **keep our burdens light** in order to avoid a heavy heart.
- Joy, Creativity, Community, Inclusion, Protection, Simplicity, Productivity and Friendliness are attributes one associates with the Sparrow.

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