23 March 2022

Capital is the lifeblood of an enterprise, as the old aphorism puts it, and want of it can be fatal.

Fundraising considerations

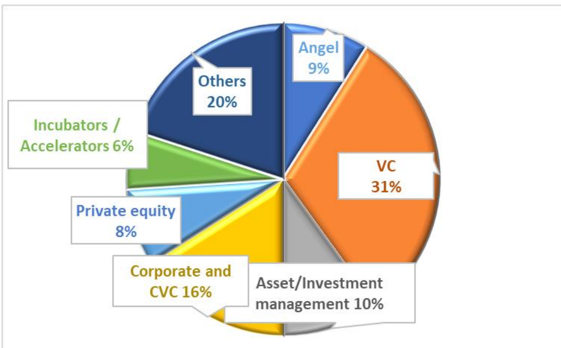
i. When to raise funds?
ii. How much to raise
iii. Equity and dilution
iv. What type of investors to approach to?

TYPES OF INVESTORS

- Bootstrap (self & friends)
- Incubators/ Accelerators
- Crowd funding
- Angels/ High Net Worth Individuals
- Early-stage VCs
- Venture Capitalists
- Private Equity Fund
- Public through IPO

The second largest number of startups failures happens because of running out of fund. To put it another way, a large percentage of startups fail because they fail to raise money in time.

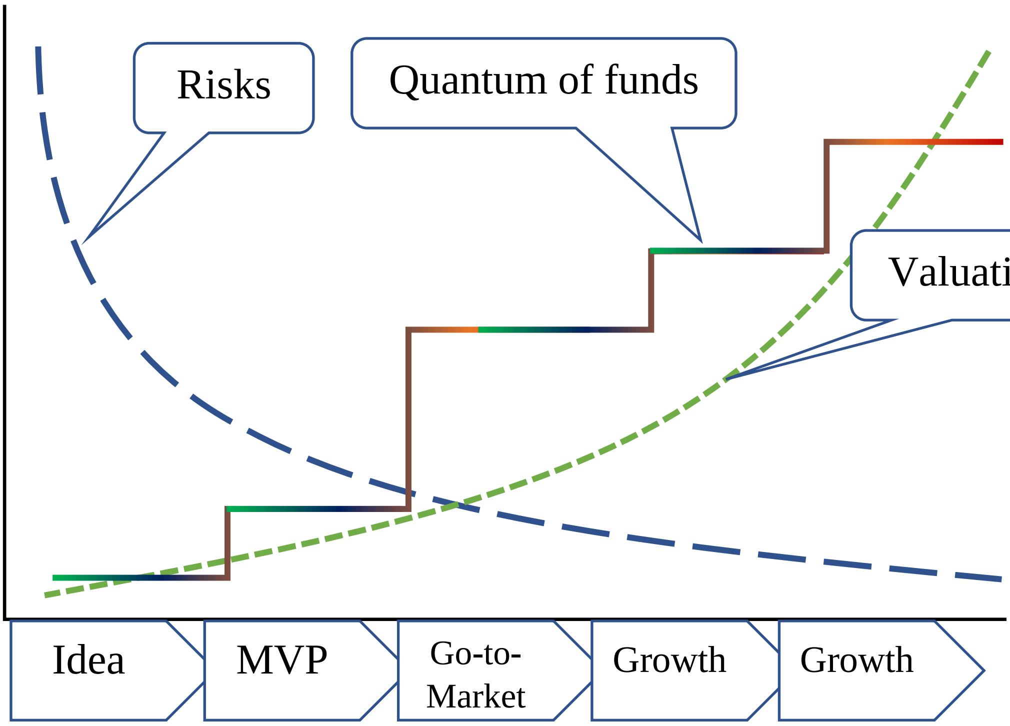
Almost all startups need funds from external sources to grow their business. The requirement of funds increases as the business advances. Several factors influence the decisions, such as when, how much, and in which form (equity, debt, quasi-equity, or mix) to raise funds. Ideally, one should raise funds only when the business is crying for it and as much as it is necessary to move to the next milestone. Non-receipt of funds on time causes failure of many companies. In contrast, raising excess funds is undesirable as it may lead to undue dilution of equity holding and a dangerous culture of extravagance.



The startup journey is replete with uncertainties. As a startup build their products, go to market, acquire an increasing number of customers and grow the business, it tends to reduce the risk of failure progressively on its way. The quantum of funds requirement usually increases, so is the valuation. For example, at the idea stage, there are uncertainties of the success of the emergence of a product that customers will buy and all other risks that a new venture would encounter. Most of the investors would avoid funding at this stage. As the company gets their product validated and move forward, it will face other challenges. But it will now be more attractive to investors, and they will value the company higher.

"Don't start a company unless it's an obsession and something you love. If you have an exit strategy, it's not an obsession."

– Mark Cuban



Figures 1: Risks, quantum of funds and valuations during early life cycle of startups

Therefore, startups would approach high risk-tolerant investors at the beginning such as own money, family, and friends.

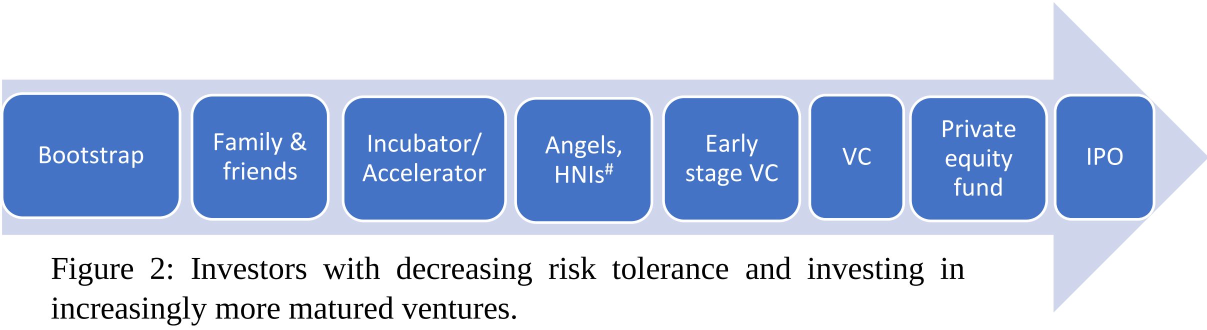


Figure 2: Investors with decreasing risk tolerance and investing in increasingly more matured ventures.
HNIs: High Net Worth Individuals

Equity dilution is an issue of concern at all stages of fundraisings. Let us have some introductory knowledge on the dilution process through an example. To that end, you have to try to understand the assets and liabilities of any venture. Liabilities, including equity, are the sources of funds and assets are where they are deployed. One can identify all the funds raised by a company in its assets. The first source of funds is the money brought in by the cofounders and is represented in the form of equity capital. Suppose three cofounders start a venture by investing a total of ₹ 5.0 lakh in equity capital as follows:

Aroon: ₹1.0 lakh
Baroon: ₹ 1.5 lakh
Daroon: ₹ 2.5 lakh

The percentage holding of the three cofounders are, Aroon: (1.0/5.0) *100 = 20%, Baroon: 30%, and Daroon: 50%.

The three cofounders build an MVP based on their idea by spending the major part of their capital *(The term 'capital' is usually referred to both equity capital and any other forms of funds. The meaning is perceived based on the context).* They are meeting potential customers for validation of their value proposition. They realise that further fund will be necessary within a couple of months for making progress and that ₹20 lakh may help them to complete the validation process. So, they approach to one of their relatives (Uncle Faroon) for this sum, who agrees to invest it for 15% of the company [this means that Haroon estimates the post-money value at [₹20 lakh/ 15% = ₹20 lakh/0.15 =] ₹133.33 lakh). What will be the percentage holding of all the four persons after the investment if they accept the offer/deal?

As per terms of the funding, Uncle Faroon must have 15% of equity **post his investment**.

The remaining 85% (100% - 15%) of equity is to be distributed among the cofounders on pro rata basis, i.e. in proportion to their existing holding. So, the remaining 85% of the holding is distributed among the 3 cofounders as under:

Aroon's share out of the remaining 85% of the share = his present holding of 20% X 85% = 17.00%

Baroon's share = his present holding of 30% X 85% = 25.50%

Daroon's share = his present holding of 50% X 85% = 42.50%

Uncle Faroon's share = 15.00% (as per terms of the investment)

Total = 100%

To clear any residual doubt, let's move one more step forward. Suppose the venture now has a validated product with complete Proof-of-Concept (POC) and avails ₹100.0 lakh from an angel investor for 20% of the company, say, Haroon. What are the new holdings of various stakeholders in the company now?

Haroon's share = 20.00% by agreement.

The remaining 80% is distributed among the other four shareholders on pro rata based on their latest share holding.

Uncle Faroon's share = 15% X 80% = 12.00%

Aroon's share = 17% X 80% = 13.60%

Baroon's share = 25.50% X 80% = 20.40%

Daroon's share = 42.50% X 80% = 34.00%

It may be observed that the holdings of the cofounders are declining in every round of funding. This is based on the assumption that no new shares are allotted to the founders while creating new shares for the investors. The founders have two options while offering shares to new investors:

i. Create as many new shares as may be required to provide the desired percentage holding to new investors (20% in the case of angel as above).
ii. Take away shares from existing shareholders and allot them to new investors (appropriate number to ensure % holding). This is normally not practiced.

Cofounders may allot shares to themselves at any time at prevailing valuation (valuation per share).

At any point of time, the company may allot new shares to the founders in exchange for new investment in the company with specific consent from other investors. Creation of any new shares changes the percentage holding of all existing shareholders.

On the flip side, it is to be noted that the value of founders' holding usually increases though the percentage holdings decline. To understand it better, let us revisit the above story from the beginning:

The decision on the percentage holding that Uncle Haroon must have in exchange for his investment of ₹20 lakh depends on the current valuation of the company. When he agrees to bring in ₹ 20 lakh in exchange for 15% of the company, he necessarily values the company at 20/0.15 = 133.33 lakh post investment (Since his 15% of the company is valued ₹20 lakh). So, what are the value of the holdings of the cofounders at this stage?

Unkle Faroon's share is valued = ₹20 lakh (At face value. It is the determinant)

Aroon's share is valued = ₹133.33 X 17.00% = ₹ 22.66 lakh Baroon's share = ₹133.33 X 25.50% = ₹ 34.00 lakh

Daroon's share = ₹133.33 X 42.50% = ₹ 56.67 lakh

Haroon invests ₹100.00 lakh for 20% of the company, which means that he values the company at ₹100/20% = 100/0.20 = ₹500.00 lakh. This is known as post money valuation, i.e. value of the company after the money of the investors has been received by the company. Let's see the value of all the shareholders.

Haroon's share is valued at 20% of 500.00 = ₹100.00 lakh (this is the amount he has invested based on valuation done by him)

Faroon's share = 12.00% of ₹500.00 lakh = ₹ 60.00 lakh

Aaroon's share = 13.60% of ₹500.00 lakh = ₹ 68.00 lakh

Baroon's share = 20.40% of ₹500.00 lakh = ₹ 102.00 lakh

Faroon's share = 34.00% of ₹500.00 lakh = ₹ 170.00 lakh

Notice that the values of all the investors are on the rise in subsequent rounds of investment as new investors value the company higher. The opposite will happen if the valuation is lowered during any round of investment.

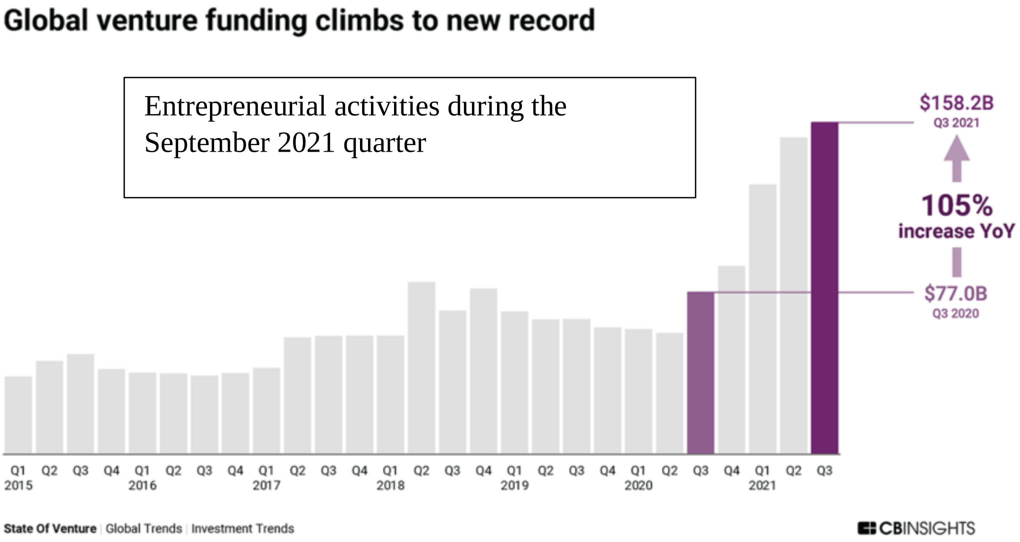
Table 1: Funding rounds, quantum of fund, corresponding events

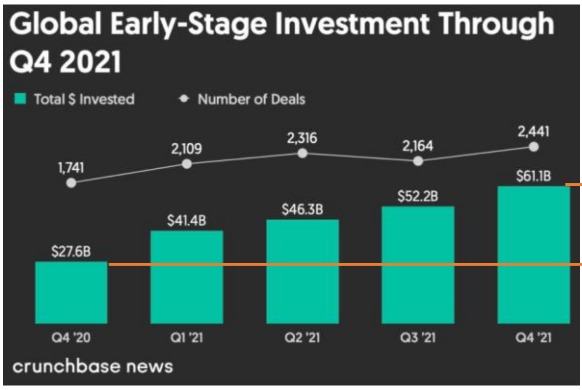
Funding round	Pre-Seed	Series - A	Series - B	Series - C
Stage Fucus	Proof of concept/ Prototype	Revenue growth	Growth	Large scale expansions
Common elements of growth	Hiring	Development operations, branding, marketing	Hiring, market expansion, buying businesses	Acquiring business, international market
Quantum of investment	Within one million dollars	Around 10 million dollars	>10 & <$50 M	In the range of 50 million dollars

ENTREPRENEURIAL STORY

Generic Aadhaar was started by 16-year-old entrepreneur Arjun Deshpande in 2018 from Thane, Maharashtra. The company operates a business model of pharmaceutical aggregator distributing medicines from manufacturers to a chain of special retailers setup under their franchisee on profit-sharing basis. It is disrupting the existing pharma value chain by eliminating the middlemen. In the process, it eliminates layers of distributors and the huge margin they absorb. Effectively, the company makes medicines available to consumers at much lower prices and ensures higher profit margin for the retailers. They have a robust revenue model as well. So far, Generic Aadhaar has engaged retailers in more than 150+ cities from Jammu Kashmir to Kanyakumari and from Gujarat to Arunachal Pradesh connecting India through the unique business model.

Sir Ratan Tata has invested in this pharma company. Generic Aadhaar has a B2B and B2C model (they connect consumers to the retailers using exclusive app and may have their own retail stores).





Q4 records 121 % growth