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Current challenges in 2W Funding

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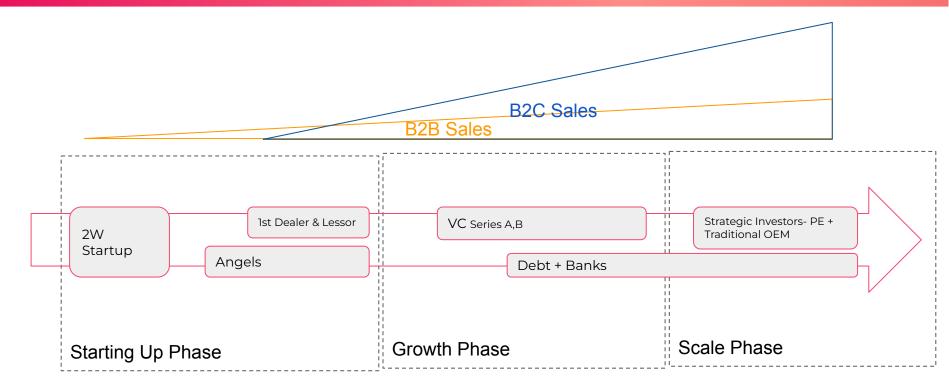






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5 Financing Pillars

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1st Dealer & Lessor Condition :

- mature product
- demand assurance -great PMF
- great brand

Give :

- Bulk order for 100-500 vehicles -financial capacity to lease to early customers & Fleets -Guidance retails sales

Take :

- -Sales margin -lease interest
- income
- Equity upto 5%

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Angel Investor Condition :

-promising product vision -reasonable exit plan - good interest from institutional investors

Give : -Capital on equity with high risk on himself - mentoring & guidance -Introductions to Institutional investors

- Take :
- Equity upto 10-15% -Preference in exit
- -some might be interested in joining the core team in future

Venture Capital Condition :

- good exit plan with aood returns -assurance of follow up investors -unique IP & brand Give -significant capital with high risk appetite -accelerated networking follow up investors -opens up financial ecosystem Take : -Equity 20-30% - Board seat/s - participation in company vision control to secure their investment &

might take reasonable ops indirect control

Debt & Banks Condition : -good gross margin to repay interest / EMI -collateral (for banks) -good sales assurance Give : -fixed cost of capital - cash at no equity dilution - convertible debt by NBFCs -collateral free debt based on revenue via NFBCs/ FIntech Take: -Revenue share

-Revenue share -Margin share which might affect profitability - affect credit score

Strategic Investors Condition :

-good sales with strong IP & business Ops -aligned with core business / interest *Give*: - significant capital for

- significant capital for niche situations which are not interesting to institutional investors -take business to scale leveraging their existing ecosystem & financial strength -reasonable exit to founders Take :

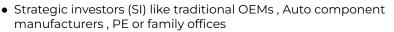
-controlling equity or acquisition -commitment for 2-3 yr transition time

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Optional Future Acquisition Agreement

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XEV.FiN enabled SI ecosystem



- Startup connect with these in early sales startup phase
- **Startup Offer 40-50% discount** in equity cost to acquire startup if a agreement is signed now
- Startup agrees to meet milestones in terms of sales , investments , IP development , geographical presence , dealership network, high performance team & senior leadership etc
- SI does not pay anything today ZERO financial risk

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- SI signs up agreement and issues a Bank Guarantee (BG) with a letter of intent.
- Startup has option to choose to sell the company at predetermined valuation & discount or continue independent operations
- OFAA offer will be valid for 3-4 years only during which startup needs to take a decision to exercise the option or not.
- Startup will also offer right to first refusal to SI incase startup want to explore others for acquisition
- Startup also will commit not to build vendor base from black listed entities at SI or anyone SI deems not fit for them to operate with in future when they acquire the business
- SI will have right to appoint board observer to ensure terms of agreement and startup operations are aligned.

