



Do Good.

# Neo Secondaries Fund (NSF)

May 2025

# Neo Group: At a Glance



Do Good.



**40,000 Cr+**

Assets under Advisory



**~ 11,000 Cr**

Assets under Management



**1,800 Cr**

Net Worth

## Partnership with High Quality Investors



(Mitsubishi UFJ Financial Group, Japan)



(formerly Sequoia India, SEA)



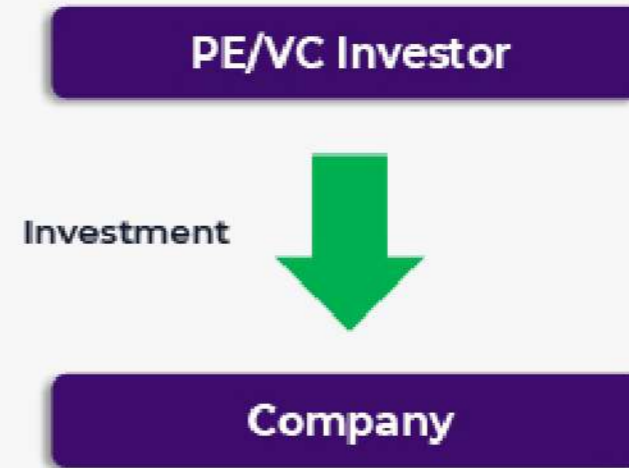
EUCLIDEAN CAPITAL

(USA based family office)

# Introduction to Secondaries

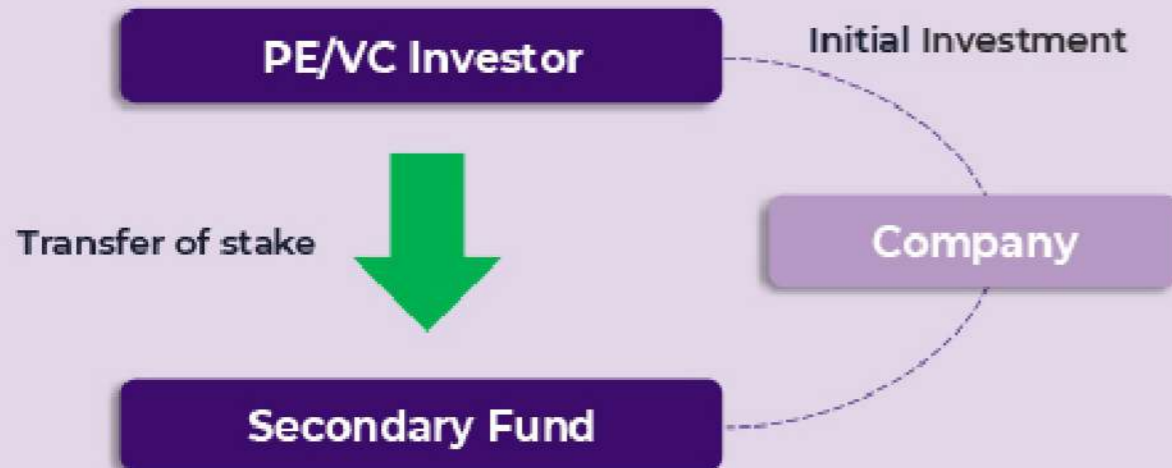
## PRIMARIES

Primary investors provide capital to the Company, typically in exchange for freshly issued shares, to help in growth, expansion and other strategic initiatives



## SECONDARIES

Secondary funds, commonly referred to as Secondaries, purchase existing interests or assets from private equity or venture capital fund investors



# Why do Secondaries Exist

Liquidity Need Due to End of Fund Life for Existing Investors

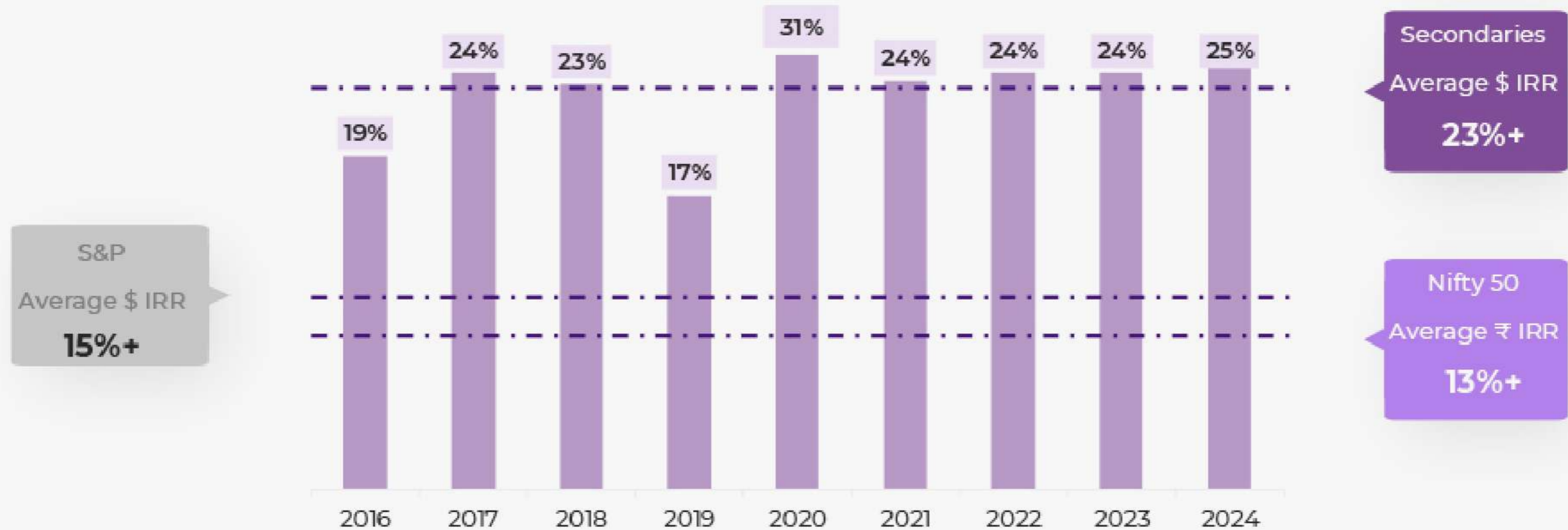
Generates Quicker Cashflows for Exiting Investors by way of Partial Exits

Consolidating the Cap Table

Changing ownership patterns / domicile of the company – Offshore to India

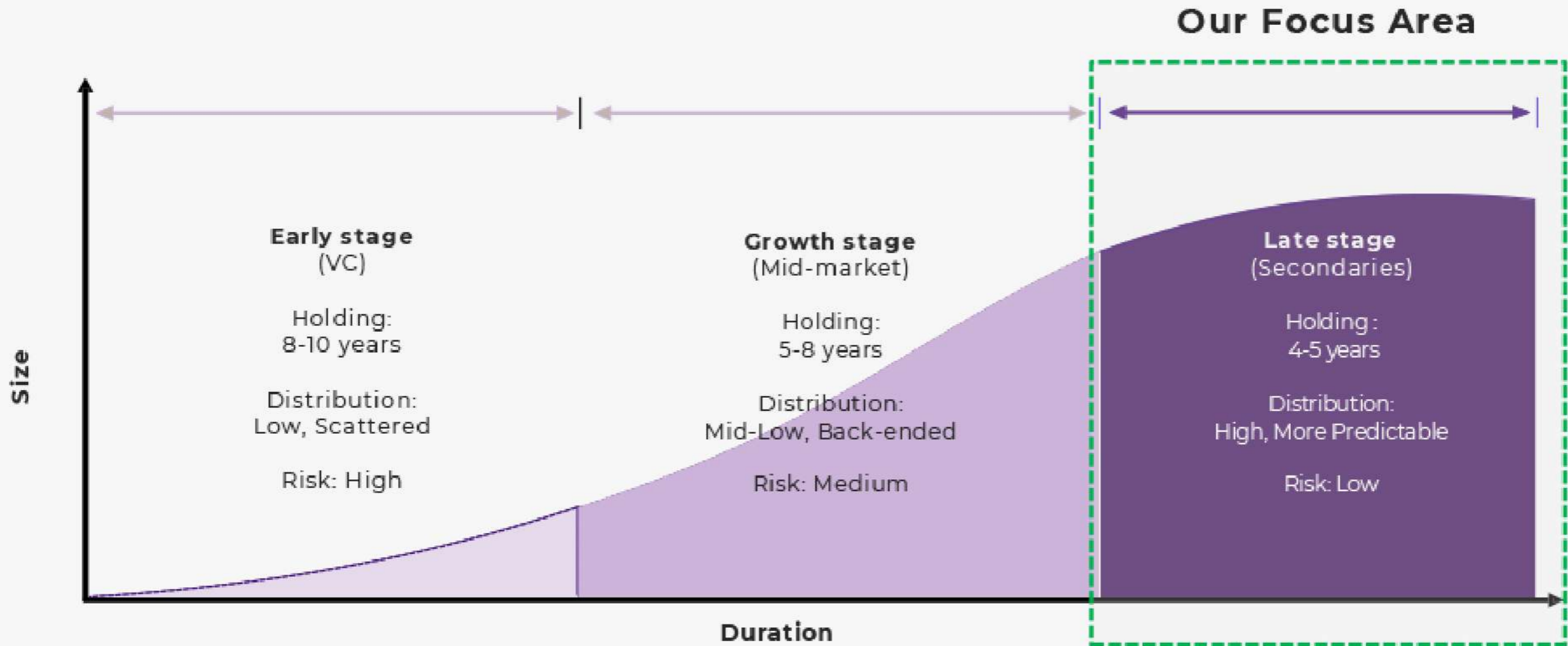
Founder & ESOP Liquidity

# Globally, Secondaries Have Performed Very Well



**PE secondaries have performed consistently, with limited drawdowns**

# Late-Stage (Secondaries) Offer Better Risk-Reward



**Secondaries offer shorter investment period, and more certainty around exits**

# 1. Headed by Industry-leading Secondaries expert



## Nitin Agarwal

Head - Private Equity  
IIT Delhi | IIM Bangalore

Headed India Investments for TPG NewQuest; Co-Headed CLSA India PE

**24 years**

Overall experience

**15+**

Total number of deals executed

**4**

Deals over INR 400 Cr

**4,000 Cr+**

Funds deployed

**25%-30%**

Average Exit IRR achieved

**15+**

Successful Exits

Marquee Investments



## Investing Experience(2007-Till Date)

Software Engineer



2004-06

Analyst (TMT), IBD

2006-07

JPMorganChase

2000-02



Business Analyst-  
US Small  
Businesses Risk  
Analytics

- Part of INR 550 Cr maiden fund
- 100+ deals sourced across sectors — building strong, multi-industry insight

MOTILAL OSWAL

2007-09

- MD & Co-Head India PE fund
- Sourced 1,200+ deals and led investments of over INR 500 Cr across all key sector themes

2009-2019



- Head, India Investments
- Involved in various exits from previous portfolio companies
- Evaluated 1,000+ investments across varied sectors and deal types



2019-24

neo

2024-Present

# 4. NSF's Investment Philosophy and Framework



Invest in industry leading companies / leaders in the sub-segment



Scaled-up companies with Revenue CAGR of ~20% in the past three years



EBITDA positive companies



Path to liquidity / exit in 24 - 48 months

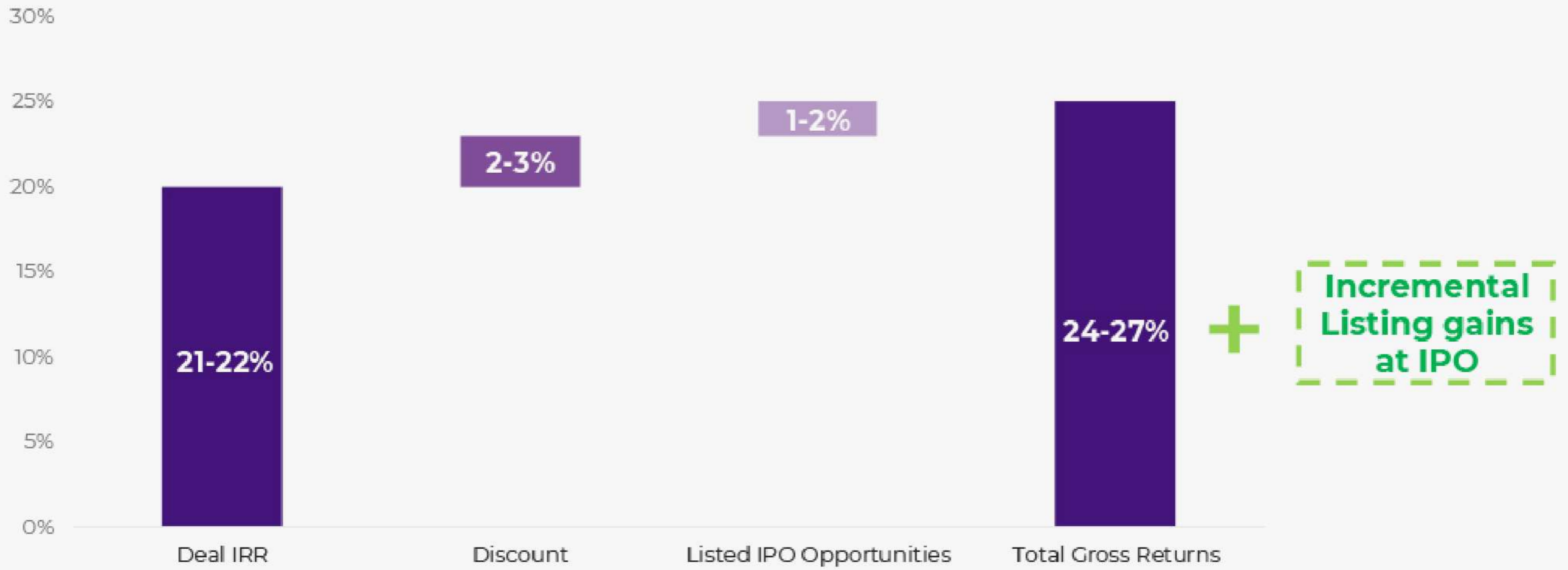


Deals that offer 10-15% discount to fair market value



High quality founder and established ecosystem of governance

# 7. With a Focus on Generating Alpha



Targeting returns through disciplined investing and efficient capital deployment

# Robust Deal Pipeline

Company	Deal Type	Underlying Driver for Secondary Exit	Total Deal Size (INR Cr)	Neo Deal Size (INR Cr)	Co-Invest Opp (INR Cr)
Health Care	Single Asset	Founder and ESOP Liquidity	250-500	200-250	250-300
Restaurant & Hospitality	Single Asset	Founder and ESOP Liquidity	100-150	100-150	-
Offline Pharmacy	Single Asset	Quicker Cashflows for Exiting Investors	150-200	150-200	-
Interior Design	Single Asset	Liquidity Need Due to End of Fund Life	250-300	100-150	100-150
Health & Fitness	Single Asset	Liquidity Need Due to End of Fund Life	250-300	100-150	100-150
Waste Recycling	Single Asset	Consolidating the Cap Table	450-500	100-150	-
Analytics	Single Asset	Bridge to IPO for Company	1,400-1,600	100-150	-
Impact VC Fund (BFSI)	Portfolio	Liquidity Need Due to End of Fund Life	300-350	150-250	100-200
Early Growth VC Fund (Consumer, Food, Apparel)	Portfolio	Liquidity Need Due to End of Fund Life	300-450	150-250	100-200
DeepTech VC Fund (Fintech, Lending, EdTech, HealthTech, EV)	Portfolio	Liquidity Need Due to End of Fund Life	250-300	100-200	100-200
<b>Other Deals in Pipeline</b>			4,500-5,000	2,000-2,400*	1,000-1,100*
<b>Total</b>			<b>8,700-8,800</b>	<b>3,500-4,500</b>	<b>1,500-2,200</b>

\*Estimated Neo Deal Size and Co-Investment Opportunity based on average deal sizes

# Neo Secondaries Fund (NSF)



Do Good.

## Investment Thesis

Secondaries opportunities by acquiring high performing companies with strong growth potential and attractive valuations

Fund Size  
**~2,000 Cr**

Tenure  
**6 years\***

Investments  
**12 – 15 deals**  
(Deal size 50-250 Cr)

Target returns  
**24-27%**  
(IRR in INR)

## Pillars of Neo

**Comprehensive understanding** of India's  
Secondaries market

Strategic partnerships  
across **multiple industries**

Key team members' **past association** for over a  
**decade**

## Guiding Principles



Discounted  
valuations



Sector  
diversification



IC Consensus for  
investments



Unique  
structuring

\*Note: Fund life is extendible by +1+1 years

# NSF – Fund Terms



Do Good.

Fund Name	Neo Secondaries Fund (NSF)																							
Target Size	~ INR 2,000 crores																							
Legal Structure	SEBI registered Category II AIF																							
Tenure	6 years (1+1 extendible)																							
Target IRR	~ 24-27% (INR Gross)																							
Hurdle	12%																							
Management Fees# & Carried Interest with catch-up	<table border="1"> <thead> <tr> <th>Class</th> <th>Contribution</th> <th>Management Fee</th> <th>Carried Interest</th> </tr> </thead> <tbody> <tr> <td>A1</td> <td>1 - 1.99Cr</td> <td>2.00%</td> <td>15.0%</td> </tr> <tr> <td>A2</td> <td>2 – 9.99 Cr</td> <td>1.75%</td> <td>15.0%</td> </tr> <tr> <td>A3</td> <td>10 – 24.99 Cr</td> <td>1.50%</td> <td>12.5%</td> </tr> <tr> <td>A4</td> <td>Above 25 Cr</td> <td>1.25%</td> <td>10.0%</td> </tr> </tbody> </table>				Class	Contribution	Management Fee	Carried Interest	A1	1 - 1.99Cr	2.00%	15.0%	A2	2 – 9.99 Cr	1.75%	15.0%	A3	10 – 24.99 Cr	1.50%	12.5%	A4	Above 25 Cr	1.25%	10.0%
Class	Contribution	Management Fee	Carried Interest																					
A1	1 - 1.99Cr	2.00%	15.0%																					
A2	2 – 9.99 Cr	1.75%	15.0%																					
A3	10 – 24.99 Cr	1.50%	12.5%																					
A4	Above 25 Cr	1.25%	10.0%																					

# Management fee is on committed capital during investment period and invested capital after the investment period