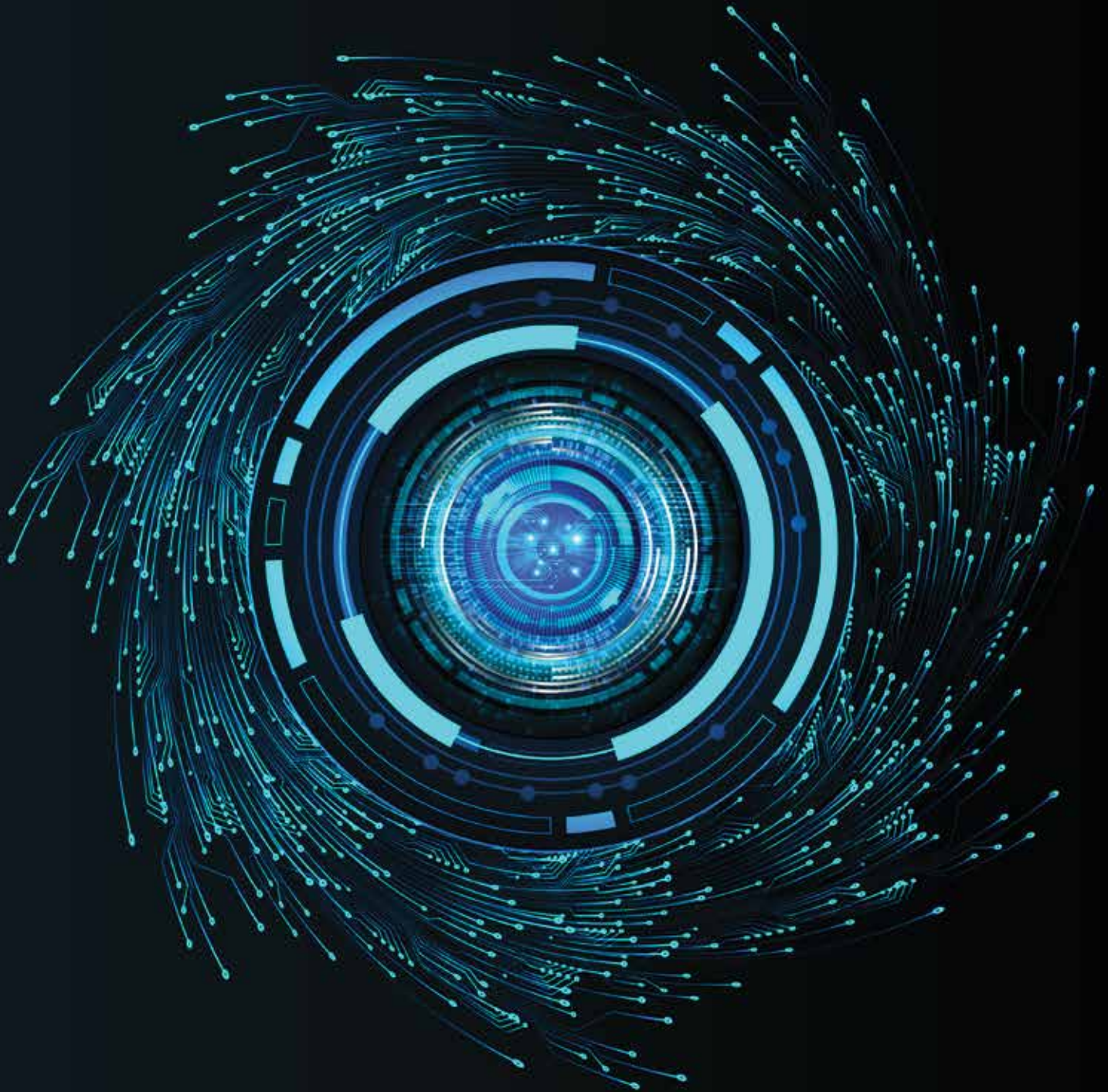


NANGIA & CO LLP

**Forensic Risk Advisory Services**





The world is observing increasing incidences of sudden business misdemeanor such as employee/third party frauds, data breaches/IP thefts, anti-trust and competition violations, distressed assets, bribery and corruption, commercial disputes, regulatory non-compliances, and regulatory investigations. Year on year hundreds of billions of dollars are lost by companies which are victimized by such misdemeanors, thereby leading to complex litigations and regulatory actions. Moreover, loss of senior management time along with unplanned business interruptions is an unquantifiable loss. This can also lead to loss of reputation, erosion of organization's value, and enfeeble investors' market confidence.

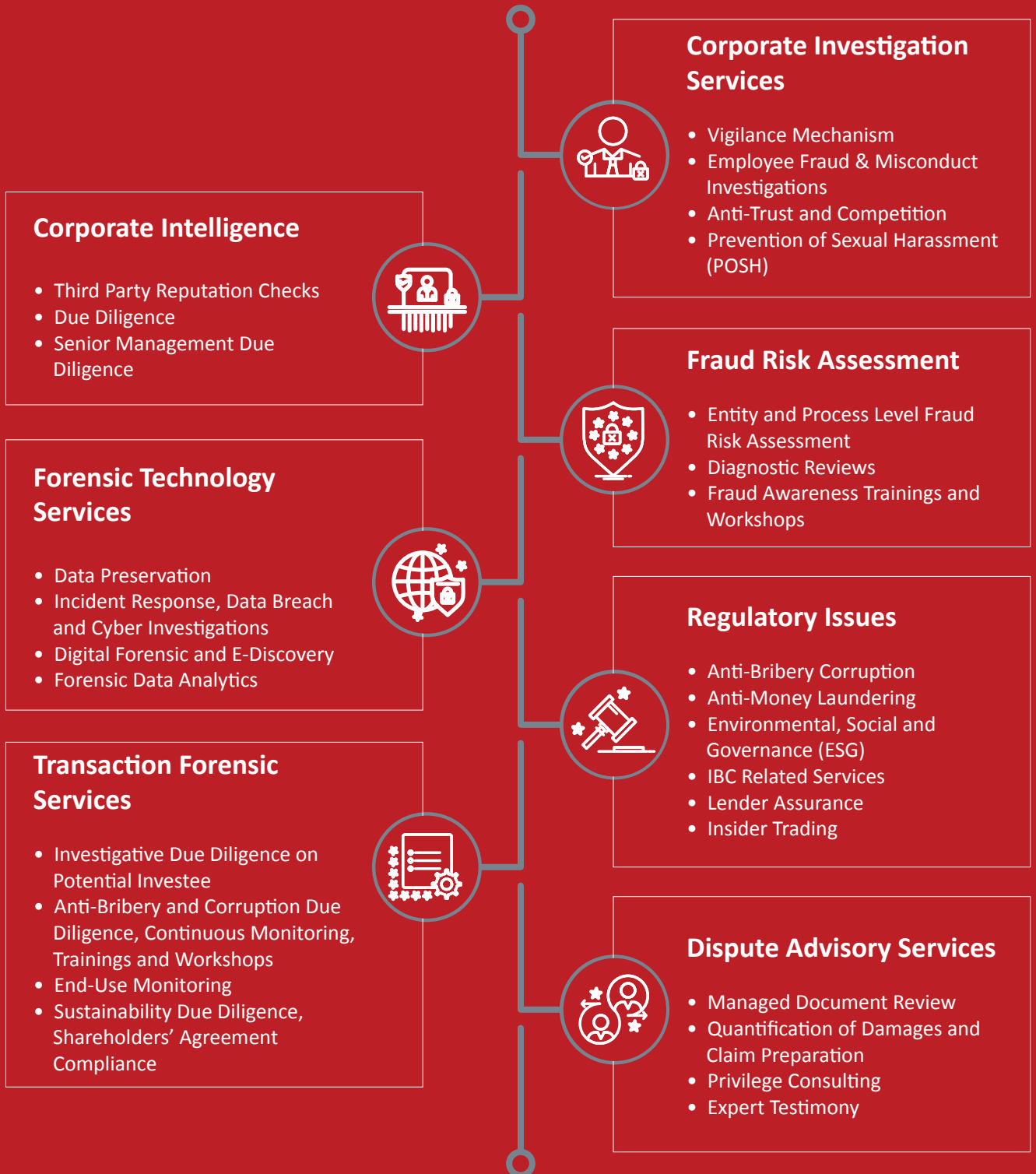
Nangia & Co LLP's forensic professionals can help you navigate through these troubled waters smoothly. Our forensic team comprising of chartered accountants, certified fraud examiners, management graduates, research analysts, data scientists, ethical hackers, journalist, cyber professionals, ex-law enforcement officers, lawyers and other multi-disciplinary experts specialize in assisting clients to prevent, detect and respond to fraud and crisis situation. We not only help set the action plan at the time of crisis but also help in mitigating the risk of transgression.

Our state of art forensic laboratories at Delhi, Mumbai and Bangalore provide agility and advantage for our clients. Utilizing the most advanced and licensed forensic tools, technology and cutting-edge forensic data analytics techniques, our forensic experts can predict threats and uncover risk. Our Investigations have helped clients to unearth the motives, modus operandi and identify the perpetrators who were involved in fraud or any malpractice.

We offer industry-specific approach tailored to company specific needs and can provide a wide range of forensic services for any given crisis situation across sectors. We work to give our clients the benefit of our deep subject-matter knowledge, our broad sector experience and the latest insights from our work worldwide.



# Bouquet of Forensic Services





# Corporate Investigation Services

## Vigilance Mechanism

Various surveys over a period of time, across sectors, geographies and even analysis of real-life investigations, have proven that an effective vigilance mechanism is one of the most critical part of a robust fraud risk framework for any organization.

Regulators have also amended critical laws to not only re-iterate the importance of having an effective vigilance mechanism but also to award and protect whistle-blowers. An effective vigilance mechanism addresses wrongdoing and allows justice to reach the depths of any company that otherwise may remain unexposed. It is a mechanism to cultivate dedication towards the company's mission / tone-at-the-top, which resultantly promotes clear and effective business communication.

Our team of forensic professionals can help promote accountability and transparency within an organization by:

- Designing a customized whistle-blower framework and assisting in its implementation.
- Developing an anonymous, impartial and confidential structure that enables employees and / or business associates to raise their concerns about possible fraud, non-compliance, harassment, bribery or any other unethical activities. This enables our clients to re-inforce confidence and trust amongst employees and business associates and to take immediate and suitable actions.
- Data analytics to assess the pattern of whistleblower complaints and assist the organization in drafting mitigation process.

## Employee Fraud & Misconduct Investigations

Upon detection of fraud, a quick and efficient incident response is paramount. Our forensic experts have the capability to carry out investigations across sectors and can help client manage a crisis situation in a most effective and timely manner. We have proven track record to uncover the most complex modus operandi by pooling in all the required skillsets including digital forensic, market intelligence, forensic data analytics, background checks, lifestyle checks, document review, discreet enquiries, and target interviews. Our fact-based investigation reports have helped the clients to identify the culpable, take appropriate disciplinary actions, and alleviate ongoing risk within the organization.

## Anti-Trust and Competition

Competition and anti-trust enforcement is intensifying globally. Our approach balances an extensive global view with domestically applicable expertise along with our pool of due diligence specialists, forensic consultants and business advisors. Together, we view our client's business in completeness and explore more opportunities for success. We help them steer through complicated competition and anti-trust issues without losing sight of their goals. Our specific services include, but are not limited to:

- Competition and Regulatory Investigations,
- Competition Compliance Advice, and
- Extensive Due Diligence prior to mergers, acquisitions, amalgamations or investments.



## Prevention of Sexual Harassment (POSH)

The occurrence of sexual harassment within organizations does not depend upon industry, hierarchy or levels of education of those who are involved. It is widely acknowledged that the personal and business impact of sexual harassment is significant, particularly in terms of psychological distress and reputation loss. This results in decline of organizational performance, productivity and quality of working relationships. With an aim for zero tolerance towards such occurrences, we help organizations develop a robust mechanism for prevention of sexual harassment.

Our specific services include, but are not limited to:

Build a robust framework for 'Grievance Redressal Mechanism' (GRM)

Conduct workshops for members of the Internal Complaints Committee (ICC)

Conduct company wide training and awareness sessions to educate management and staff

Offer digital forensic services

Discreetly obtain information relevant to the facts of the complaint using market intelligence

Assist the ICC during the final interview of the complainant/ respondent



## Corporate Intelligence

### Third Party Reputation Checks

Cross border investment and M&A deals have been on the rise. While these opportunities can be extremely profitable, they expose investors to potential legal, reputational and commercial risks. If not managed in advance, they can result in financial loss, reputational damage and regulatory / criminal sanctions.

Our team of investigators and specialists have an in-depth understanding of the risks attached in such transactions across sectors. We help our clients:

- In obtaining insights and 'human intelligence' on their potential customers, business partners, investee entities or alliance partners and major stakeholders.
- Providing all-inclusive customized reports on the subjects with information obtained from authentic sources in a timely and cost-effective manner.

## Due Diligence

New territory expansion had always been the need of the hour for growth of any business, leading to either acquisition of existing businesses or engaging with new counterparties for territory expansion. However, assembling the overall information on potential counterparties, business allies or prospective senior level employee is crucial. Increasing dependence on third-party associations, paired with increasing regulatory and public oversight, endangers organizations to a multitude of new and serious risk and compliance issues. With this shift towards third-party driven business models, managing third-party risk is considered with a renewed sense of urgency.

Due diligence services play an effective role where no personal contact is required between the due diligence consultant and the subject of investigation. Such due diligence can cover target entity as well as problems of its key management person. Our services help our clients to obtain information and assess risks associated with their business associates and provide assistance in taking an informed decision.

Major areas covered in due diligence are as below:

- |   |                               |
|---|-------------------------------|
| • Background Checks                           | • Integrity Due Diligence     |
| • Vendor/ Customer/ Third Party Due Diligence | • Investigative Due Diligence |

## Senior Management Due Diligence

Various fraud surveys have shown that the tone at the top is directly linked with the background and culture of the senior management. Undertaking a senior management due diligence is increasing to help organizations drive on ethical culture from the top.

It encompasses discovering information such as undisclosed business interest, adverse media, negative reputation, unethical business practices, past performance failures, family background, financial standing, and other risks associated with the senior management.



## Fraud Risk Assessment

### Entity and Process Level Fraud Risk Assessment

Organizations lacking proactive fraud detection / prevention measures expose themselves to the perpetrators. Modern age frauds have also created manifold vulnerabilities across organization while testing existing control environment. It has been acknowledged worldwide that it is no longer prudent to deal with frauds and malfeasances as and when they arise especially during complex technical/ regulatory situations. Further, The Companies Act, 2013, and the revised corporate governance norms of the Securities Exchange Board of India (SEBI) for listed companies, have recognized fraud as a key risk and placed accountability for fraud risk management on the Board of Directors, audit committee and senior management.



It is therefore necessary to have an effective fraud risk management strategy and an efficient internal control framework to assess an entity’s vulnerability to fraud, identify weaknesses in its systems, processes, and threats from both external and internal perpetrators.

Our team of experienced forensic experts leverage on proven methodologies to help minimize our clients’ vulnerability to fraud risks. We assist in the development of fraud risk matrices, anti-fraud policies, procedures and controls as well as design and deliver customized trainings to the management and staff.

### Policies and Procedures

- Review/ draft corporate governance policies and SOP manuals
- Recommend improvements in existing methodology/process followed to deal with fraud / crisis situations
- Create a corporate governance framework with regular monitoring and reporting structures

### Workshops

- Assess awareness of existing corporate governance related policies and procedures for management and staff
- Conduct ‘Fraud Prevention’ and ‘Ethical Dilemma’ workshops
- Assists ethics committee in driving innovative campaigns and employee initiatives

### Risk Assessment

- Create fraud risk register relevant to the client and industry
- Prepare fraud risk matrix based on probability and magnitude of each fraud risk
- Assess effectiveness of existing anti-fraud controls and recommend practical additional preventive and detective controls
- Create dashboards for continuous monitoring



### Diagnostic Reviews

This assessment is performed as a high-level health check-up of company’s susceptibility to risk of fraud. Assessment can be customized to help the client identify potential fraud schemes due to design or operational level ineffectiveness of the existing controls. Diagnostic review will provide a preliminary maturity assessment of the existing fraud prevention framework versus benchmarked effective good corporate governance practices. This will further help client to decide on need for a detailed fraud risk assessment for select processes.



### Fraud Awareness Trainings and Workshops

Our training & awareness workshops help generate awareness, thereby enabling clients to address fraud and non-compliance risk effectively. Our sessions are focused on informing the management and staff about requirements of company’s code of conduct and advising what to do by taking practical real-life examples and fraud scenarios.





## Forensic Technology Services

### Data Preservation

The highest risk involved in any litigation is the legal inadmissibility of an evidence. If evidence of a crime is suspected on a digital media, then it should be immediately quarantined and put under chain of custody.

Our forensic computer experts can play a vital role in preservation of the digital evidence. Our qualified digital forensic experts can preserve data, collect forensically-sound digital copies of media, create hash values, and manage chain of custody paperwork.

### Incident Response, Data Breach and Cyber Investigations

Cyber-security is no longer just an IT challenge - it is a business priority. However, the businesses need to proactively be prepared to handle and mitigate such risks. This requires a structured approach that defines the risk management and control frameworks emphasizing upon the operational and cyber risk appetite of the company and thereby avoiding any business disruption.

In the recent past ransomware and other malicious attacks that occurred across the globe were highly complex threats. The assets usually targeted by cyber attackers are intellectual property, legally and commercially sensitive information, employee information, internal investigations, remuneration, addresses of the executive team and other personal details. All of that loss of data not only has a reputational impact, but it also has a regulatory and operational impact.

Our cyber forensic professionals have deep experience in the field of IT security and investigations. Our customized services include proactive measures of identifying vulnerabilities in the network that may increase risk exposure towards data breaches and theft, along with the reactive measures of investigating and responding to such breaches. Our services also comprise analysis of large data logs to assess and identify the perpetrators, threat intelligence, quantification of loss, and cyber fraud risk assessment.

Our certified information system security professionals can help in:







## Digital Forensic and E-Discovery

With latest and licensed forensic tools and technology our experienced forensic technology professionals can help in identifying the relevant evidence in a timely, internationally accepted and legally admissible manner. Our teams bring a comprehensive understanding of the complexity, technology, evidentiary procedure and sensitivity of each requirement of the client. Our digital forensic experts are capable of performing collection, preservation, processing and analysis of the digital evidences including activities like remote imaging over the network and mobile phone forensics. We have proven track record of unearthing evidence from digital data by using the most innovative procedures.

## Forensic Data Analytics

Our data scientists specialize in the collection, cleansing, enrichment, transformation, analysis and sculpting of data for the purpose of investigation.

Forensic data analytics enables identification of meaningful patterns and correlations in existing historic data that provide insights on control vulnerabilities and red flags. We consider ourselves adept in identifying suspicious behavior and trends to identify areas of high-risk and take corrective action.

## Regulatory Issues

### Anti-Bribery and Corruption

Globally the regulators are becoming more and more pro-active in curbing the bribery and corruption menace. Further, the Prevention of Corruption (Amendment) Act, 2018 is helping India in getting aligned to internationally accepted stricter regulations. Therefore, all business organizations need to implement a robust anti-bribery and corruption policy in the workplace to safeguard reputation and to avoid penalties/ criminal proceedings under various domestic and international legislations. Today's global business environment is fast moving towards 'zero tolerance' on bribery and corruption matters due to increased thrust and strict enforcement by regulators. Along with an exhaustive policy, there needs to be awareness and commitment to the policy from management, employees, vendors, customers and other third parties/business associates.

Our anti-bribery and corruption specialists have the experience to identify a range of questionable activities in business transactions. We not only provide legislatively compliant investigation support on a global scale but also help design, implement and monitor anti-bribery and corruption policies, procedures and internal controls. Our team is equipped and experienced in delivering services in multiple jurisdictions globally with deep knowledge of Foreign Corrupt Practices Act of 1977 (FCPA), UK Bribery Act of 2010 (UKBA), Prevention of Corruption Act of 1988 (PCA) and other local bribery and corruption regulations.

#### Services Offered:

- Policy Review & Development
- Transaction Review
- Training and Awareness
- Third Party Intermediary (TPI) Due Diligence
- Periodic Compliance Audit



## Anti-Money Laundering

Organizations need to implement effective anti-money laundering policies in order to remain compliant with legislation and maintain credibility. Money laundering can damage reputations, customer / business relationships, and an organization's financial stability.

Requirement to meet the day-to-day standards set to prevent money laundering is no longer restricted only to organizations that are part of the regulated sector financial institutions / banks, but equally applicable to companies worldwide, owing to increase in financial trading across the globe.

When it comes to anti-money laundering, vigilance is key.

- Our certified professionals can help in:
  - o Carrying out internal investigations and ensure compliance to KYC norms to stay cautious
  - o Anti-Money Laundering policy development
  - o Program management
  - o Transactions monitoring assistance
  - o Training and remediation support

## Environmental, Social and Governance (ESG)

As global social and environmental challenges become more severe, increased stakeholder awareness is making organizations consider the need to have robust ESG compliance programs.

Services offered :

- Identification of ESG related risks like operational, climatic, environmental, health & safety, financial
- Development of whistleblowing mechanism
- Training & awareness programs
- Continuous monitoring
- Third party due diligence





## IBC Related Services

The IBC 2016 provides a specialized forum to oversee all insolvency and liquidation proceedings in relation to corporate debtors, resolution and recovery of all the cases in a time bound manner.

In insolvency process, the role of the Resolution Professional/ Liquidator is very crucial and challenging as they need to manage the business of the corporate debtor as a going concern, tackle legal issues including proceedings in National Company Law Tribunal (“NCLT”), prepare periodic reports for NCLT including avoidance of transactions, evaluate resolution proposals and finalization of resolution plan with adequate due diligence.

Therefore, the Resolution Professional/ Liquidator have to be equipped with variety of skills and need support from an expert/ forensic consultant. Our team can assist the Resolution Professional/ Liquidator in a variety of ways to comply with their statutory obligations and effective completion of Corporate Insolvency Resolution Process (“CIRP”).

Our specific services include, but not limited to:

- Forensic review of specific transaction as per Section 43/45/49/50 and 66
- Section 29A - Due diligence on bidders
- Forensic audit
- Section 18 and 35 - Claim verification and adjudication
- Monitoring of insolvency resolution plan
- Liquidation support (Section 59)
- CIRP cost audit / concurrent audit
- RP/Liquidator support services

## Lender Assurance

Indian lending sector struggles with the acute problem of Non-Performing Assets (NPAs) and the percentage of bad loans has been increasing over the years. Recent years have revealed bankrupt businessmen, defaulters, frauds and scams, thereby raising questions on the very basis of loan payouts and possibility of recoveries. Since the banks are significantly impacted by large NPA accounts, the whole system of lending is going through an exhaustive phase of scrutiny.





Combining the expertise and efficiency of a highly skilled team of professionals, we at Nangia & Co LLP provide a gamut of lender assurance services to banks and other lending institutions. Our lender assurance related services are designed to maintain the required checks and balances in the lending cycle from pre-disbursement to post disbursement. Further, these services assist lenders to identify incidents of frauds, willful defaults and recovery in their loan portfolio.

Our experts can help in:

Ascertaining money trail and end-use of funds

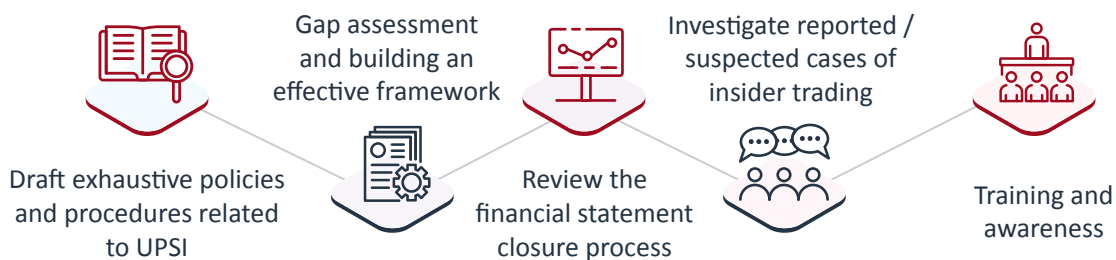
Conducting site visits and asset tracing

Reviewing books of accounts and financial records

Reporting on business abnormalities

## Insider Trading

SEBI has amended the Prohibition of Insider Trading Regulations, 2015 with increased responsibility of the Board of Directors of listed entities to implement an effective framework for prevention and detection of any insider trading instances. Penalties and regulatory actions are well defined, and whistleblowers are encouraged and rewarded to report instances of insider trading. Identification of all Unpublished Price Sensitive Information (UPSI) as well as 'Insiders' handling the UPSI is critical for a robust framework. Further an exhaustive risk assessment across processes, people and technology handling UPSI can help listed organization identify leakage points and enhance required controls.





## Transaction Forensic Services

Transaction forensic is a customised service specially designed for clients looking for inbound or outbound investments in potential investee entities managed by unknown promoters and/or key management personnel. With increasing trend of investments there is also an increased risk of disputes and financial loss on account of investment done without adequate forensic due diligence. Transaction forensic procedure may unearth issues which are generally not identified by legal, commercial or financial due diligence.

### Our services in this arena include:



Pre fund procedures focus on hygiene checks to ensure that the organisation is ready to be invested in

- Forensic due diligence of financial statements
- Anti-Bribery and Corruption (ABC) due diligence
- Corporate governance assessment
- Investigative/ integrity/ senior management due diligence
- Sustainability due diligence



Post funding procedures focus on continuous monitoring for key risk areas to ensure that no fraud/ non-compliance event occurs

- End-use monitoring / transaction monitoring
- ABC awareness and compliance monitoring
- Background check on new vendor/customer onboarding
- Shareholders' agreement compliance
- Exercising 'Right to Audit' clause



Exit procedures focus on ensuring smooth closure of matters and post exit compliance with the terms or to assist in a dispute situation

- Copyrights, trademark, IP rights and brand protection
- Compliance with Service Level Agreements (SLA) and non compete clause
- Shareholder dispute resolution:
  - Quantification of claims and counterclaims
  - Mediation
  - Expert witness testimony

## Dispute Advisory Services

The complexities and intricacies of commercial transactions between corporates have resulted in a rise of litigation and disputes. Breach of contract or duty, negligence, infringement of intellectual property, etc. are a few instances that give rise to litigation. Our experienced professionals can assist in providing independent expert opinion on aspects of commercial disputes, shareholder disputes, contractual disputes and other failed joint business associations.

Our services in this arena include:



### Managed Document Review

We make use of pioneering technology to analyze electronic data and information to identify relevant and important material, weed out non-relevant material and provide transparency throughout the process in a cost-effective manner.



### Quantification of Damages and Claim Preparation

Damages are popularly granted in cases of tort or on breach of contract. Damages have gained much significance especially among commercial transactions, and as punitive measures for violation of rights of concerned persons/ businesses.

Our experienced team of forensic experts help the client in quantification of damages and preparation of claim. Calculation and claim need to rest on factual substantiation, and losses need to be shown on the balance of probabilities. All this work takes place in the context of a particular market, with variables and particularities all of its own, therefore our expert sector knowledge, agreed best practice and market benchmarking have a major role to play.



### Privilege Consulting

We can work under a 'Client Attorney Privilege' with the law firm representing the client in defense against claims/ counter claims made by any third party in an ongoing or anticipated dispute. Investigative forensic procedures help clients unearth misrepresentation, fraud, non-compliance and cheating by disputing party and/or employees and KMPs of the client. This in turn helps for preparation of a better defense strategy by leveraging on unearthed and unknown facts and loopholes or weak points of the client.



### Expert Testimony

We provide an independent expert witness report with quantification of losses using internationally accepted methodologies. Our team of experts provides impartial and authoritative testimony on 'Expert witness' report to assist in resolution of disputes. We have experience in getting cross examined by senior judges and arbitrators and providing testimony of our 'Expert Report'.

Our forensic professionals are experienced to assist clients in undertaking a 'Mediation' process between disputing parties and attempt an amicable resolution.





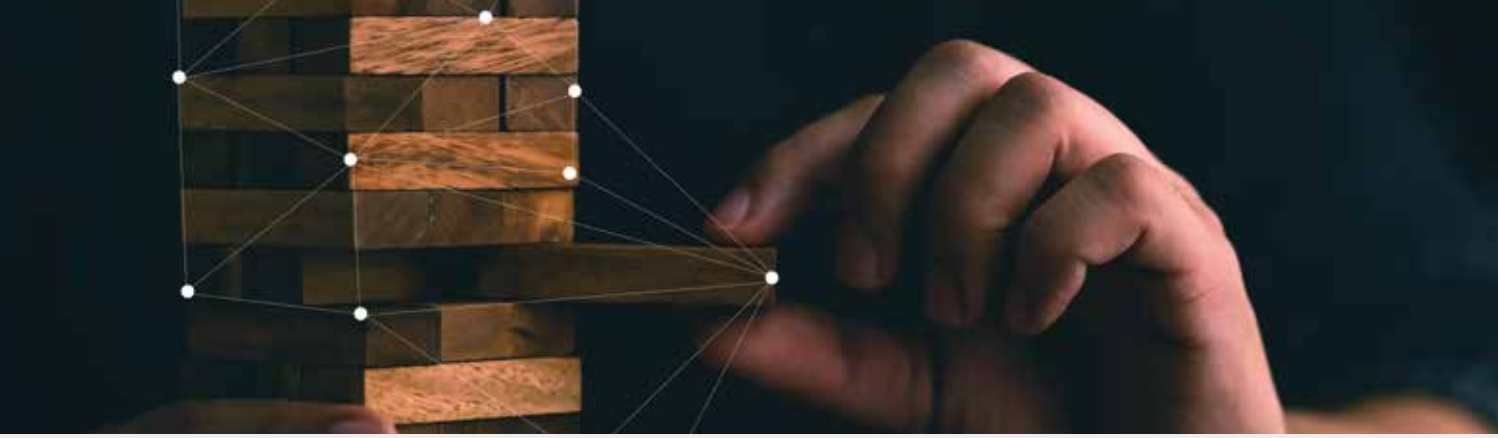
## About Nangia & Co LLP

Founded in 1984, Nangia & Co. LLP is a premier professional services firm that strives to add value to the business of its clients. We do this by providing a wide gamut of services in the financial space which range from Entry Level Strategy, Taxation, GST, Audit & Assurance, Mergers and Acquisition, Corporate Financial to Risk Advisory.

We draw our strength from our team of professionals who have significant functional and industry expertise across service lines and are well-equipped to deliver outstanding results. Quality of our people is the cornerstone of our ability to serve our clients. From our newest staff members through senior partners, exceptional client service represents a dedication to going above and beyond expectations in every working relationship.

Our services are driven by quality and commitment to our clients, and responsive quality service is our primary focus. Close and continuous communication with clients is one of our top priorities. We take pride in our ability to provide definite advice to our clients with the shortest turnaround time. Nangia & Co. LLP is FCPA and UKBA compliant.





## Meet our Experts



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