

Terrapin 3 Acquisition Corp. announces acquisition of Yatra Online, Inc. for \$218mm



Deutsche Bank served as the lead Capital Markets for Terrapin 3 Acquisition Corp. ("TRTL") on its \$218mm acquisition of Yatra Online, Inc. ("Yatra")

In July 2014, Deutsche Bank acted as the sole bookrunner on TRTL's \$213mm IPO

PF Capitalization (\$ in mm)	
PF shares (mm)	40.2
Total equity value	\$402
PF net cash	\$149
PF enterprise value	\$254
EV / 2017E Net Rev.	3.0x
EV / 2018E Net Rev.	2.1x

Sources & Uses (\$ in mm)	
Sources of cash	
Existing cash in trust ^(a)	212.8
Macquarie fwd purchase	20.0
Stock consideration	143.8
Total sources	376.5

Uses of cash	
Cash to existing owners	80.0
Debt repayment	6.0
Cash to balance sheet	136.8
Fees and expenses	10.0
Stock consideration	143.8
Total uses	376.5

Deutsche Bank
Corporate Banking & Securities

Transaction overview

- On July 13, 2016, Terrapin 3 Acquisition Corp. ("TRTL") and Yatra Online, Inc. announced the signing of a definitive merger agreement, whereby TRTL will acquire Yatra at an enterprise value of \$218mm, representing 3.0x FY2017E net revenue and 2.1x FY2018E net revenue
- Of the pro-forma company, Yatra's existing shareholders will retain 34% ownership, TRTL's public shareholders will hold 53%, TRTL founders will hold 8%, and Macquarie Capital will hold 5%
- The first \$100mm of cash in the transaction is allocated to repay outstanding debt and pay transaction fees, with the remainder allocated as cash on Yatra's balance sheet
 - 80% of any amount received above \$100mm will be paid to the current Yatra shareholders, and remaining amount as cash to Yatra's balance sheet
- Macquarie Capital has committed \$20mm in a forward purchase agreement, to be funded upon business combination
- Yatra's management will continue to operate the business post-transaction

Market landscape and growth opportunities



(a) Assumes 100% of cash-in-trust remains at close of transaction.
Source: Public filings

Company overview

- Yatra is a one-stop online shop for all travel-related services aimed at both leisure and business travel in India
 - Launched in 2006 and has garnered 4.3mm customers and 74% repeat transactions
- Projected FY2017E net revenue of \$84mm and FY2018E net revenue of \$120mm, representing transaction valuation at meaningful discounts to peers
- Company well-positioned to take advantage of compelling growth tailwinds fueled by India's macroeconomic trends, a burgeoning travel market, increased leisure spending, and untapped penetration of the online and mobile travel market in India
- Yatra has invested heavily in innovation, successfully building a multi-app platform for specific consumer segments in 2013. The mobile app crossed 6mm downloads in June, and 57% booking traffic is through mobile
- The company has the largest Indian hotel inventory with ~61,000 hotels (49,000 of which are in the budget category) in 750 cities and towns
- Industry leader with an entrenched domestic footprint that can boast #1 in brand awareness and #6 in consumer trust for travel companies

Investment highlights

- Leading Indian online travel agency with strong brand recognition
- Attractive market with rapid geographical and industry growth trends
- Unique business model with high barriers to entry
- Integrated online and multi-app mobile platform
- Largest domestic hotel network with a focus on budget hotels
- Experienced management team with track record of delivering growth