



Friedland Global Capital Markets' Global Stock Market Listings

**A Program to Enable
Indian Companies to
Become Publicly-Traded
in the United States**



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About Friedland Global Capital Markets LLC

- **Friedland Global Capital Markets LLC (“FGCM”)** is a US based advisory firm and merchant bank with offices in the United States in New York, Las Vegas, Washington DC and Denver, and in China in Beijing. (www.friedlandcapital.com)
- **Friedland Corporate Investor Services LLC** provides financial marketing programs and services to publicly-held companies and to sponsors of investment programs. (www.friedlandcorporateinvestorservices.com)
- **Friedland Investment Management LLC, and it’s affiliate, Friedland Investment Management (Hong Kong) Ltd** are private equity and investment fund management firms. (www.friedlandinvesmentmanagment.com)
- **Wall Street Global Research Ltd.** Is a New York and Hong Kong based independent equity research firm. (www.wallstreetglobalresearch.com)

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Why the Global Stock Market Listing Program was Created

- Friedland Global Capital Markets LLC created its Global Stock Market Listing Program, and specifically its US Stock Market Listing Program, to enable privately-held companies based in the United States and overseas to become publicly-traded in the United States.



Friedland Global Capital Markets LLC's US Stock Market Listing Program results in:

- A “fully-reporting” US public company, that upon approval, and subject to exchange or trading facility requirements can trade on the New York Stock Exchange (NYSE), Nasdaq, the American Stock Exchange (AMEX) or the Over-The-Counter Bulletin Board (OTC BB).
- Knowing who all the shareholders are, and their respective shareholdings.
- A company that is well-positioned to take advantages of being publicly-traded in the US.



Potential Advantages of Being Publicly-Traded Include...

- Ability to access to capital for growth, working capital or acquisitions, something that is increasingly more difficult for privately-held companies.
- Ability to utilize the company's shares as "acquisition currency" for acquisitions
- Ability to maximize shareholder value by having a public market for the company's shares.
- Ability to utilize options to reward employees.



Where Will The Company's Shares Trade?

Subject to meeting the listing requirements of the stock exchange or trading facility, upon the completion of the distribution of shares, the company can be listed on:

- Nasdaq
- The American Stock Exchange
- The New York Stock Exchange
- The Over-the-Counter (OTC) Bulletin Board.

Typically company's shares will initially trade on the OTC Bulletin Board. The company can then "migrate" their listing to NASDAQ, the AMEX, or NYSE when the listing requirements are met.

Who is an Appropriate Candidate for the Program?

While any privately—held company can take advantage of the US Stock Market Listing Program, the best candidates are companies that are not in the start-up stage, but have existing business operations and revenues, and who are seeking capital for working capital, growth and/or acquisitions.



What About Raising Capital?

- Once the company's shares are publicly-traded numerous sources of financing are available that are not typically available to privately-held companies. These include PIPE (Private Investments in Public Equity) financings as well as other sources of equity or debt. *For specifics regarding PIPE financings, please request Friedland Global Capital Market's White Paper on PIPEs)*
- For companies who desire additional capital prior to their shares becoming publicly-traded have often found that once they're clients of Friedland Global Capital Markets' US Stock Market Listing Program, and they're on the path of their shares becoming publicly-traded, that it becomes easier to raise capital as a private company, prior to the filing of a Registration Statement with the SEC through a "pre listing private placement."





What Are The Mechanics

While there are variations based on the particular private company, generally the following is an abbreviated outline of the process:

- **A share exchange agreement takes place between the Indian company and a recently formed US privately-held company, that will become the holding company of the Indian company, and the company whose shares become publicly-traded. (The holding company can be formed as a US corporation, or in an offshore jurisdiction, such as Mauritius.)**
- **A Registration Statement is prepared by a US securities attorney, which includes audited financial statements. This Registration Statement is filed with the Securities and Exchange Commission (SEC)**
- **Upon the declaration of the effectiveness of the Registration Statement, a “211” application is filed with the Financial Industries Regulatory Authority (FINRA) for the trading of the company’s shares on the OTC Bulletin Board.**
- **A financial marketing/investor relations program and a road show takes place to introduce the company to the US financial community and investors.**
 - **The company may participate in appropriate financial community conferences**
 - **Equity research may be obtained**
- **Equity capital can be obtained through PIPE (Private Investments in Public Equity) transactions.**



What is Friedland Global Capital Markets' Role?

- Friedland Global Capital Markets has developed its US Stock Market Listing Program as a turn-key, fast-track approach for private companies seeking to become publicly-traded.
- Friedland Global Capital Markets serves as the financial advisor, investment banker, and program manager, coordinating all aspects of the process, including coordination with the professionals (Including the US securities attorney, Indian legal counsel, auditors, and the US broker-dealer for filing the Form 211, etc.)

How Long Does the Process Typically Take?

- Depending on legal, auditing and regulatory issues, the US Stock Market Listing Program takes approximately 6 to 8 months. However, there can be delays due to audit, legal and regulatory issues and also if the company wants to obtain “Pre Listing Equity Financing”.





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