



Source: Eikon Thomson Reuters

Market data

EPIC/TKR	KOOV
Price (p)	19
12m High (p)	57
12m Low (p)	6
Shares (m)	175
Mkt Cap (£m)	33
EV (£m)	31
Free Float*	31%
Market	AIM

*As defined by AIM Rule 26

Description

Koovs is an online retailer of fashion across India. It has an experienced management team, growing brand awareness and the highest Net Promoter Score (NPS) in its vertical.

Company information

CEO	Mary Turner
CFO	Rob Pursell
Chairman	Waheed Alli
	+44 20 7151 0170
	www.koovs.com

Key shareholders

Waheed Alli (Dir.)	19%
Anant Nahata (Dir.)	23%
Michinoko	11%
Ruffer	11%
Hindustan Times Media	5%
Times of India	4%

Diary

Before end-Sep'18	Prelims
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Analyst

Jason Streets	020 7194 7622
	js@hardmanandco.com

Koovs

Funding for the Future now secure

Following on from Wednesday's announcement of the tie-up with Future Lifestyle Fashions Ltd (FLFL), part of The Future Group, Koovs has announced that its offer of new shares has closed early and has been oversubscribed: 70m new shares at 15p, raising £10.5m gross, plus an additional £1.5m investment from the Chairman. With the capital now committed and the partners in position, Koovs now has a very strong platform on which to build India's leading fashion e-tailer.

- ▶ **The deal:** Koovs issues 57.9m shares to FLFL at 10p per share and a further 80m to selected investors at 15p per share. The capital raised fulfils the conditions of the HT Media deal and it will be issued with 42m new shares. FLFL will subscribe within six months for a further 63.5m shares, bringing its stake up to 29%.
- ▶ **The benefits:** FLFL is a huge, nationwide bricks-and-mortar fashion retailer. It is also a vertically integrated business manufacturing its own brands, as well as selling well-known international labels. With Koovs leveraging FLFL's scale and distribution, its revenue and margins should improve much faster.
- ▶ **Valuation:** Once the deal completes, the equity case moves from being an option to a soundly-based proposition. We previously estimated that the current EV of a future successful Koovs could be ca.£357m, including the funds to be raised. This deal completely transforms Koovs' prospects, in our opinion.
- ▶ **Risks:** Now it is refinanced, we see the two key risks being slower uptake of e-commerce in India than we forecast, and damaging discounting by Koovs' direct and indirect competitors. Koovs also needs to manage the relationship with FLFL successfully to optimise its benefits.
- ▶ **Investment summary:** With the money raised and the new partners on board, Koovs becomes an exciting way to play the last big world retail market to move online. The prize, if it gets it right, is a billion-pound company and more. It is likely to be a bumpy, exciting ride, but investors have the reassurance of a highly experienced management team in charge, and the backing of two major Indian corporations straddling both retail and media.

Financial summary and valuation

Year-end Mar (£m)	2017	2018E	2019E	2020E	2021E	2022E
Visits (m)	79	65	116	166	246	312
Conversion	1.6%	1.4%	1.4%	2.3%	2.8%	3.5%
No. of orders (m)	1.25	0.89	1.62	3.74	6.75	10.93
AOV (£)	14.75	16.37	16.74	19.00	20.58	23.29
GOV	18.5	14.5	27.2	71.1	139.0	254.6
Net sales	12.5	9.6	16.9	44.3	86.6	158.6
Weighted margin	43%	46%	49%	53%	57%	61%
Trading profit	0.3	1.2	3.6	12.1	25.8	70.4
Trading margin	2%	11%	21%	27%	30%	44%
EBITDA	-20.0	-14.4	-19.4	-18.9	-7.8	17.2
No. of shares (m)	175	175	398	398	398	398
EV/sales (x)	1.1	1.5	0.8	0.3	0.2	0.1

Source: Hardman & Co Research

Some deal details

The deal has several parts, as outlined below.

- ▶ Koovs is issuing 57.9m shares to FLFL at 10p per share, raising £5.8m.
- ▶ It is issuing a further 80m to selected investors at 15p per share, raising £12m, including £1.5m from the Chairman.
- ▶ The capital raised fulfils the conditions of the Hindustan Times Media (HT Media) deal and it will be issued with 42m new shares in exchange for £4.2m media credits in its first of four tranches.
- ▶ Lastly, FLFL will subscribe within six months for further shares, bringing its stake up to 29%.

Shares issued and cash raised

	No. of shares (m)	New total no. of shares (m)	FLFL stake	Cash raised (£m)	Price
Already issued	175.4				
Issued to FLFL	57.9	233.3	25%	5.8	10p per share
Equity raise	80.0	313.3	18%	12.0	15p per share
Issued to HT Media	42.0	355.3	16%	0.0	£4.2m of media credits
Additional FLFL purchase	63.5	418.8	29%	9.5	15p per share
Total	418.8		29%	27.3	

Source: Hardman & Co Research

In total, Koovs will have raised £27m in cash and a further £17m in media credits with HT Media. Further, the deal with FLFL should provide significant savings on purchasing and distribution costs.

The full story behind Koovs and the Indian e-tailing opportunity is contained in our report, [“Poised to clean up – the emerging ASOS of India”](#), March 2018, available on [the Hardman website](#).

Investment conclusion

This is the second deal in short order, which looks very smart to us: capital on its own was necessary but, combined with the retail muscle of the Future Group, this radically transforms Koovs’ prospects. We believe that Koovs is now very well positioned to exploit the huge opportunity that is the Indian e-commerce fashion market. This will not be an overnight success – Indian e-tailing is still very immature – but there is no denying that the potential is immense, and we believe Koovs is a very interesting way of gaining exposure to this market.

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*Hardman & Co Research Limited (trading as Hardman & Co)
35 New Broad Street
London
EC2M 1NH*

*+44 (0) 20 7194 7622
Follow us on Twitter @HardmanandCo*

(Disclaimer Version 4 – Effective from January 2018)

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The full detail is on page 26 of the full directive, which can be accessed here: <http://ec.europa.eu/finance/docs/level-2-measures/mifid-delegated-regulation-2016-2031.pdf>

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Hardman & Co team

Management team

+44 (0)20 7194 7622

John Holmes	jh@hardmanandco.com	+44 (0)20 7194 7629	Chairman
Keith Hiscock	kh@hardmanandco.com	+44 (0)20 7194 7630	CEO

Business development and investor engagement

+44 (0)20 7194 7622

Richard Angus	ra@hardmanandco.com	+44 (0)20 7194 7635	Business development
David Banks	db@hardmanandco.com	+44 (0)20 7194.7622	Corporate Advisory/Finance
Max Davey	md@hardmanandco.com	+44 (0)20 7194 7622	Investor engagement
Antony Gifford	ag@hardmanandco.com	+44 (0)20 7194 7622	Investor engagement
Ann Hall	ah@hardmanandco.com	+44 (0)20 7194 7622	Business development
Gavin Laidlaw	gl@hardmanandco.com	+44 (0)20 7194 7627	Investor engagement
Vilma Pabilionyte	vp@hardmanandco.com	+44 (0)20 7194 7637	Business development

Analysts

+44 (0)20 7194 7622

Agriculture

Doug Hawkins	dh@hardmanandco.com
Yingheng Chen	yc@hardmanandco.com

Bonds / Financials

Brian Moretta	bm@hardmanandco.com
Mark Thomas	mt@hardmanandco.com

Building & Construction

Tony Williams	tw@hardmanandco.com
Mike Foster	mf@hardmanandco.com

Consumer & Leisure

Steve Clapham	sc@hardmanandco.com
Mike Foster	mf@hardmanandco.com
Jason Streets	js@hardmanandco.com

Life Sciences

Martin Hall	mh@hardmanandco.com
Dorothea Hill	dmh@hardmanandco.com
Grégoire Pavé	gp@hardmanandco.com

Media

Derek Terrington	dt@hardmanandco.com
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Mining

Paul Mylchreest	pm@hardmanandco.com
-----------------	---------------------

Oil & Gas

Angus McPhail	am@hardmanandco.com
---------------	---------------------

Property

Mike Foster	mf@hardmanandco.com
-------------	---------------------

Services

Mike Foster	mf@hardmanandco.com
-------------	---------------------

Special Situations

Steve Clapham	sc@hardmanandco.com
Paul Singer	ps@hardmanandco.com
Yingheng Chen	yc@hardmanandco.com

Tax Enhanced Services

Brian Moretta	bm@hardmanandco.com
---------------	---------------------

Technology

Milan Radia	mr@hardmanandco.com
-------------	---------------------

Utilities

Nigel Hawkins	nh@hardmanandco.com
---------------	---------------------

Hardman & Co

35 New Broad Street
London
EC2M 1NH

Tel: +44(0)20 7194 7622

www.hardmanandco.com

