

**1. Please outline the Tata Technologies strategy behind this acquisition**

Tata Technologies' vision is to become the number one partner to the global manufacturing industry. We are committed to deliver value to our clients through engineering and IT engagements that tangibly improve business and product performance. A key component of our strategy is diversification: new market verticals, stronger, higher-end capabilities and a diverse geographic footprint that matches that of our clients. We have an aggressive goal of becoming a \$1 billion company and we are pursuing an organic as well as inorganic growth strategy. This acquisition dramatically improves the value we can deliver to the Heavy Machinery, Off-Highway, Agricultural and Construction machinery sectors with a wider geographic footprint and a complementary, high-end engineering operation in Eastern Europe. Our strategy has always been to operate close to our customers. This transaction, between two well respected engineering companies will deliver substantially enhanced value through our combined domain, geographic delivery capabilities for our customers.

**2. How did you select Cambric? / Why acquire Cambric ?**

Tata Technologies' acquisition team has been evaluating companies for the past 2-3 years. Cambric, founded in 1989, is a US headquartered global engineering services company with a significant footprint in Eastern Europe. The company has three development centers in Romania and its customers include some of the world's marquee manufacturing organizations. Through the acquisition we get:

- a) Turnkey engineering capabilities in the Heavy Machinery, Off-Highway, Agricultural and Construction Equipment sectors
- b) Access to powertrain engineering and technology, which is a highly desirable and scarce skillset
- c) System engineering expertise along with proven program management capabilities
- d) Access to marquee client base
- e) Engineering footprint in Eastern Europe that benefits our existing customers and increases our competitiveness in the market
- f) Highly efficient business model (on-shore vs. off-shore) that can be easily integrated
- g) Access to superior talent base in Eastern Europe that has a genesis in engineering AND manufacturing
- h) Superior and experienced complementary leadership team

**3. What is the deal size and how do you plan to raise funds?**

The value of the transaction is confidential. Tata Technologies has more than adequate cash to fund this off its balance sheet however we may look at external financing as appropriate.

**4. What does Cambric gain?**

1. Ability to leverage "Tata" globally recognized, respected and trusted brand name
2. Access to broader and complementary engineering capabilities

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3. Ability to scale value provided to its existing customer by accessing our broader global engineering footprint
4. Access to industry leading PLM process & technology that broadens the value offerings to its customers
5. Ability to leverage its capabilities to add value to Tata Technologies' clients
6. Opportunity for employee for a "larger global playing field" that enables professional and personal growth
7. Access to capital and resources required to scale up and make investments

## 4. What happens to CAMBRIC Inc.?

Cambric has a rich heritage and brand which we plan to retain. Cambric Corporation will operate as a wholly owned subsidiary of Tata Technologies Inc. Cambric teams will remain intact in order to serve existing and emerging customers without disruption. Complementary offerings from each company will be carefully blended, expanding the global footprint of each, to serve existing and new client opportunities in the global manufacturing industry.

## 5. What's the timeline for completion/transition?

We have entered into a definitive agreement to buy the company on 25<sup>th</sup> April 2013. The transaction is expected to be closed in early May 2013.

## 6. How does this transaction leverage/reflect Tata Technologies' existing offering?

With this acquisition, Tata Technologies expands its presence in North America, Europe (UK, France, Italy and Germany), and acquires a strong position in Eastern Europe (Romania), adding experienced engineering professionals with system level capabilities, and proven experience in providing complex end-to-end engineering solutions. Cambric Corporation, recognized by its clients for its unique ability to provide high-value offshore engineering services, also provides full project management capabilities in the off-highway, on-highway and rail industries.

## 7. Exactly what role will MD of Cambric Corporation play within Tata Technologies?

Cambric's senior leadership, including Tim Hayes and Florin Muntean, will continue to be part of the leadership team and will be responsible for the formulation and execution of Cambric's growth strategy.

**Governance Structure:** Cambric will be governed by a Board of Directors, responsible and accountable for business performance to established targets. Tim Hayes (CEO, Cambric) and Warren Harris (Global COO, Tata Technologies) will co-chair a governance process, to ensure Cambric meets all expectations and the two companies leverage the best mutual opportunities in the market.

**Account Coverage:** Cambric account executives and Program Managers will continue to cover Cambric accounts. Discussions on joint opportunities will be proposed, promptly analyzed and decided in the high-velocity governance structure – that provides for leverage in customer and account coverage.

**8. What are Tata Technologies' credentials in the Construction, Heavy Equipment, Off-Highway and Agricultural sectors?**

We have considerable expertise from working with OEMs and Tier 1's in the C&HE space all over the world. Our thought leadership has enabled realistic and actionable plans for product innovation, value creation and business transformation for some of the best OEMs and their partners in the business. We started looking at the C&HE sector in 2010. Currently, 3 to 4% of our revenues come from this sector.

In September, 2012, Tata Technologies became a founding member of a 'Special Interest Group' (SIG) for the C&HE Industry under the aegis of the NASSCOM Engineering Forum. Currently Samir Yajnik (COO, Asia Pacific for Tata Technologies, is Chair for this SIG). Efforts are underway in Europe to form a similar group.

**9. Where is the evidence of market potential?**

- a) Customers of Tata Technologies' who are in the automotive and aerospace domain will stand to benefit from leading edge systems engineering, engine and powertrain capabilities of Cambric.
- b) Customers of Cambric will now have the delivery capability to leverage and compete in Asia Pacific.
- c) We now have a combination of Romanian, Indian, American, Western European and Thai offshore engineering capability bundled with western program management skills. This unique proposition can now be offered to global customers who wish to tap global talent pool in a predictable and seamless manner.

**10. Will there be redundancies/consolidation?**

One of the key reasons we are acquiring Cambric is for its deep domain experience and talent pool. We plan to retain all key employees, build on the high performance culture and continue to work across the different projects/assignments within the new entity.

**11. Does Tata Technologies' have any track record in making such international deals work?**

Tata Technologies had in 2005 acquired INCAT International Plc., a UK based engineering and design services and PLM (product lifecycle management) products and services Company. INCAT then primarily catered to manufacturers and their suppliers in the international automotive, aerospace and engineering markets. Today, we have successfully integrated that company and continue to grow basis joint synergies and expertise.