

ICICI Securities Limited
is the author and
distributor of this report

Company update and TP
revision

Target price: Rs 2,933

Target price Revision:

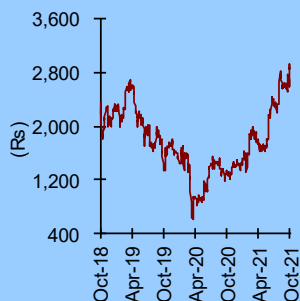
Rs 2,933 from Rs 2,797

Shareholding pattern

	Dec '20	Mar '21	Jun '21
Promoters	46.1	46.1	43.5
Institutional investors	39.4	39.6	43.1
MFs and others	1.3	1.4	1.5
FIs/Banks	0.0	0.0	0.0
Insurance	8.8	8.8	8.3
FII	29.3	29.4	33.3
Others	14.5	14.3	13.4

Source: BSE

Price chart



INDIA

ICICI Securities

Piramal Enterprises

HOLD

Maintain

Much awaited demerger announced; to strengthen governance and create value

Rs2,886

Piramal Enterprises (PEL), post DHFL acquisition and integration, has now announced the much awaited demerger of its pharma business and simplification of the corporate structure. Board has approved a scheme of arrangement with the objective of transforming the group from a multi-sector conglomerate into two separate sector-focused listed entities in financial services and pharma business. The demerger will: 1) strengthen the governance architecture for the businesses with separate dedicated Boards and management teams; 2) create an optimal capital structure for each of the two businesses; 3) empower and enable both the entities to independently pursue their growth strategies (organically and inorganically) with sharper focus; 4) trigger value-unlocking for PEL shareholders. The demerger is subject to shareholders, creditors and regulatory approvals and the process is expected to take another 9-10 months. We earlier highlighted this as a trigger to further drive up valuation with optimal capital allocation. Maintain HOLD with a revised SoTP-based target price of Rs2,933 (earlier: Rs2,797). Effectively leveraging the acquired DHFL network to cross-sell existing retail products will be key going forward. We continue to await visibility on utilisation of unallocated equity (an optional value).

Scheme of arrangement primarily to simplify corporate structure:

► Demerge the pharma business and list it separately

- The pharma business will get vertically demerged from PEL and consolidated under Piramal Pharma (PPL). Post the demerger, PPL will be listed on BSE and NSE.
- Two operating subsidiaries, wholly-owned by PPL, will also be amalgamated with PPL to further simplify the pharma corporate structure. They are: 1) Hemmo Pharma Private Limited (focused on development of peptide APIs and manufacturing capabilities), and 2) Convergence Chemical Private Limited (for development, manufacture and sales of speciality fluorochemicals).

► Financial services structure: NBFC at holdco level with 100% HFC subsidiary

- PHL Finvest Private Limited, 100% owned NBFC subsidiary of PEL, will be amalgamated with PEL to create a listed NBFC.
- The merged housing finance company, post the DHFL acquisition, will remain a wholly-owned subsidiary of PEL.

► No change in PEL shareholding structure; 4:1 equity share consideration

- Shareholders of PEL will get 4 equity shares of PPL for every 1 equity share in PEL, in addition to their existing holding in PEL. Both the companies will be separately listed on NSE and BSE.
- Shareholders of PEL will directly own shares in both the listed entities, without any cross-holdings and minority stakes.
- No change in the shareholding pattern of PEL pursuant to the demerger.

Market Cap	Rs689bn/US\$9.2bn	Year to Mar	FY20	FY21	FY22E	FY23E
Reuters/Bloomberg	PIRA.BO/PIEL IN	Revenues (Rs mn)	1,30,683	1,29,416	1,36,524	1,52,630
Shares Outstanding (mn)	238.7	Net Income (Rs mn)	-5,530	14,128	27,497	32,670
52-week Range (Rs)	3013/1199	EPS (Rs)	-24.5	62.6	108.4	123.2
Free Float (%)	56.5	% Chg YoY	NA	NA	73	14
FII (%)	33.3	P/E (x)	NA	46.1	26.6	23.4
Daily Volume (US\$'000)	37396	P/BV (x)	1.9	1.8	1.9	1.9
Absolute Return 3m (%)	23.9	GNPA (%)	2.4	4.5	5.5	5.0
Absolute Return 12m (%)	118.9	Dividend Yield (%)	0.5	0.5	0.7	0.7
Sensex Return 3m (%)	12.7	RoA (%)	NA	2.0	3.8	4.1
Sensex Return 12m (%)	51.2	RoE (%)	NA	4.3	7.5	8.3

Research Analysts:

Kunal Shah

kunal.shah@icicisecurities.com
+91 22 6637 7572

Sriraam Rathi

Sriraam.rathi@icicisecurities.com
+91 22 6637 7574

Adhidev Chattopadhyay

adhidev.chattopadhyay@icicisecurities.com

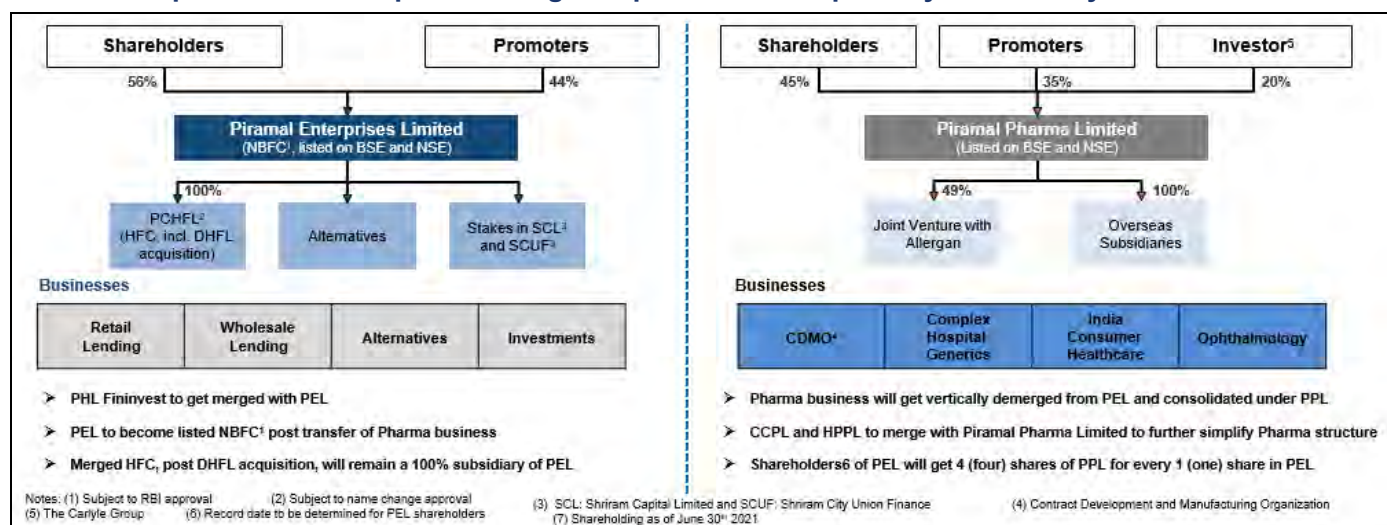
- ▶ **Consolidated equity includes Rs68bn towards pharma; Rs110bn unallocated**
 - Compared to the Rs53bn equity allocated towards pharma business in Jun'21, the management highlighted that the demerged PPL will have an equity of Rs68bn.
 - Rs110bn will be retained at PCHFL and its 'net debt to equity' post DHFL integration will be 3.5x in the near term.
 - Balance equity of Rs170bn will be housed under PEL against which it would be holding assets of Rs90bn-100bn.
 - PEL generally tends to maintain cash and cash equivalent of Rs70bn in the financial services business, which will continue even post the demerger.
- ▶ **Other highlights:**
 - There will be no tax on this scheme of arrangement, and the demerger and merger of entities will not lead to any incremental tax liability.
 - With respect to life insurance, which PCHFL will inherit from DHFL integration, it is still evaluating various optionalities available.
 - Cash from DHFL balance sheet (of Rs125bn as of Jun'21) has been utilised to repay its creditors and further Rs22bn was raised by PCHFL.

Table 1: PEL's SoTP valuation

	Networth (Rs bn)	Multiple	Value (Rs bn)	Price (Rs/share)	Rationale
Financial Services	214	1.5	320	1,420	We value this business at 1.5x Mar'23E P/BV; Loanbook CAGR of ~10-15% over FY21E-FY23E; RoA of >3% over FY22E/FY23E. RoE, while subdued, will improve with leverage.
Shriram Investments	28		52	228	~10% stake in Shriram City and ~20% stake in Shriram Capital.
Excess net worth	61	1.0	61	272	Excess net worth valued at 1.0x currently
Pharma	73		228	1,012	We value the Global Pharma business at 16x Mar'23E EV/EBITDA and the India consumer products business at 4.5x Mar'23E EV/Sales
Fair value			661	2,933	

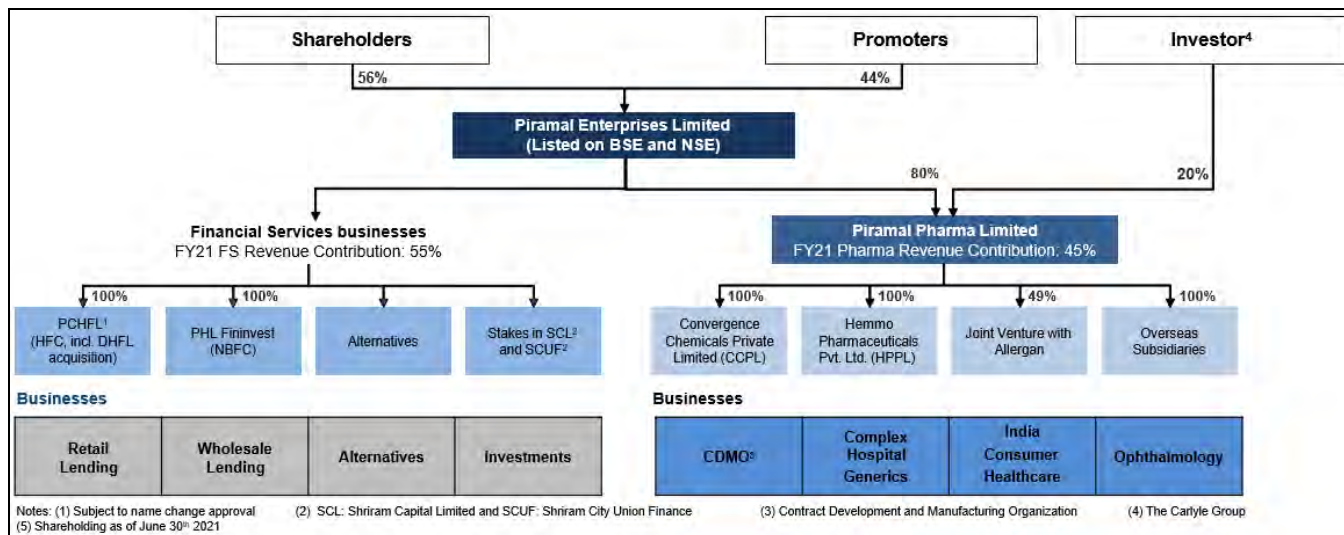
Source: I-Sec research

Chart 1: Corporate structure post-demerger of pharma into separately listed entity



Source: Company data, I-Sec research.

Chart 2: PEL corporate structure pre-demerger



Source: Company data, I-Sec research.

Chart 3: Strategic rationale behind demerger



Source: Company data, I-Sec research.

Table 2: Net consideration (ex-cash) for DHFL portfolio estimated at Rs215bn

	Sep'20	Jun'21 (est)	Sep'21 (est)	Carrying value post mark down (est)	Rs bn
Total consideration paid by PCHFL (1)					342.5
- Upfront cash component					147.0
- 10-year NCDs					195.5
Cash on DHFL book (net of creditors entitlement) (2)		105.0	115.5		115.5
Consideration paid for assets & business (1-2)					227.0
- DHFL Retail portfolio	328.7	273.9	263.4	70%	191.7
- DHFL Wholesale portfolio	279.6	254.2	254.2	10%	25.4
- Insurance business					10.0

Source: Company data, I-Sec research

Table 3: Proforma assets (post DHFL integration)

Proforma assets (post merger) (Rs bn)	PCHFL	DHFL	Consol.	Prop
Wholesale book	376.0	25.4	401.4	62.3%
Retail book	51.6	191.7	243.3	37.7%
Total portfolio	427.5	217.2	644.7	
Total Assets	471.8	217.2	689.0	
Equity	183.8		183.8	
Net debt	288.0		505.2	
Net debt to equity	1.6		2.7	

Source: Company data, I-Sec research

Table 4: Huge scale-up in franchise post DHFL integration

Franchise	PCHFL	DHFL	Consol.
Customers	23,286	9,76,714	10,00,000
States	10	14	24
Cities/towns	40	196	236
Branches	14	287	301
Employees			2,338

Source: Company data, I-Sec research

Chart 4: Retail portfolio (post integration) appears more diversified



Source: Company data, I-Sec research.

Financial summary

Table 5: Profit and Loss statement (consolidated)

(Rs mn, year ending Mar 31)

	FY19	FY20	FY21	FY22E	FY23E
Revenues	1,31,816	1,30,683	1,29,416	1,36,524	1,52,630
-Financial Services	70,634	76,494	70,330	67,925	73,932
-Pharma	47,860	54,189	57,860	68,599	78,698
-DRG	13,322	0	0	0	0
-Others	337	0	1,226	1,000	1,000
EBITDA (Pre Exceptional)	36,582	17,889	37,177	39,611	46,619
-Financial Services	24,507	3,553	24,347	23,505	27,805
-Pharma	9,809	14,336	12,830	16,106	18,814
-DRG	2,266	0	0	0	0
Depreciation	5,202	5,200	5,668	6,190	6,717
-Financial Services	76	91	110	132	158
-Pharma	3,929	5,109	5,559	6,059	6,559
-DRG	1,197	0	0	0	0
EBIT (pre-exceptional)	31,380	12,688	31,509	33,421	39,902
-Financial Services	24,431	3,462	24,237	23,373	27,647
-Pharma	5,880	9,227	7,271	10,047	12,255
-DRG	1,069	0	0	0	0
Interest exp of Pharma and DRG	6,688	4,449	2,450	2,021	2,293
Unallocated Income/(expenses)	83	939	300	300	300
Core PBT (pre-exceptional)	24,775	9,179	30,585	31,699	37,910
Exceptional Items	-4,656	0	589	0	0
Reported PBT	20,119	9,179	31,173	31,699	37,910
Taxes	8,611	19,604	20,429	7,988	9,553
Profit after taxes (PAT)	11,507	-10,426	10,744	23,711	28,356
Share of associates and JV (including MI)	3,194	4,896	3,384	3,786	4,314
PAT after share of assoc and JV	14,701	-5,530	14,128	27,497	32,670
PAT from discontinued operations	5,745	0	0	0	0
Net profit for the period	14,701	214	14,128	27,497	32,670

Note: FY19 numbers have not been restated

Source: Company data, I-Sec research

Table 6: Balance sheet (consolidated)

(Rs mn, year ending Mar 31)

	FY19	FY20	FY21	FY22E	FY23E
Equity share capital	370	451	451	507	530
Reserves & Surplus (including OCI)	2,71,870	3,05,260	3,55,505	3,77,676	4,04,776
Shareholders' equity	2,72,240	3,05,711	3,55,956	3,78,183	4,05,307
Minority Interest	90	0	0	0	0
Total equity	2,72,330	3,05,711	3,55,956	3,78,183	4,05,307
Borrowings	5,60,400	4,20,550	3,15,542	3,40,785	3,92,706
Other liabilities	23,400	22,829	22,929	27,619	31,845
Total Liabilities	8,56,130	7,49,090	6,94,427	7,46,587	8,29,857
Cash and cash equivalents	9,190	47,710	40,000	35,000	30,000
Loans	5,66,240	5,09,630	4,46,680	4,91,348	5,65,050
Investments	94,440	63,400	69,440	69,440	69,440
Goodwill	59,396	11,390	11,390	11,390	11,390
Fixed Assets	57,510	57,940	60,837	65,704	72,274
Deferred tax assets	40,685	23,720	23,720	23,720	23,720
Other assets	28,670	35,300	42,360	49,985	57,982
Total Assets	8,56,130	7,49,090	6,94,427	7,46,587	8,29,857

Note: FY19 numbers have not been restated

Source: Company data, I-Sec research

Table 7: Key ratios (consolidated)*(Year ending Mar 31)*

	FY19	FY20	FY21	FY22E	FY23E
Growth ratios (%)					
Core PBT	26.2	-63.0	233.2	3.6	19.6
PAT	-76.2	-190.6	-203.1	120.7	19.6
EPS	-72.0	-130.9	-355.5	73.1	13.6
Debt-to-equity (x)	2.1	1.4	0.9	0.9	1.0
Profitability ratios (%)					
EBITDA margin – Pharma	20.5	26.5	22.2	23.5	23.9
Return ratios & capital management					
RoAA (%)	1.9	0.0	2.0	3.8	4.1
RoAE (%)	5.5	0.1	4.3	7.5	8.3
Payout ratio (%)	38.0	-57.1	22.3	19.4	17.0
Valuation ratios					
DPS (Rs)	28.0	14.0	14.0	21.0	21.0
EPS (Rs)	79.5	-24.5	62.6	108.4	123.2
Price to Earnings	33.2	NA	46.1	26.6	23.4
BVPS (Rs)	1,472	1,355	1,578	1,491	1,528
Price to Book	1.8	1.9	1.7	1.9	1.9
Dividend yield (%)	1.1	0.5	0.5	0.7	0.7

Source: Company data, I-Sec research

Table 8: Profit and loss statement (financial services)*(Rs mn, year ending Mar 31)*

	FY19	FY20	FY21	FY22E	FY23E
Interest Income	69,331	76,925	67,420	64,724	70,250
Interest Expense	37,410	47,295	39,130	33,702	35,063
Net interest income	31,921	29,629	28,290	31,022	35,188
Non-interest and fee income	1,304	-431	2,910	3,201	3,681
Total Income					
(Net of interest expenses)	33,225	29,199	31,200	34,224	38,869
Operating expenses	5,550	6,990	6,864	6,160	6,996
PPoP	27,675	22,209	24,336	28,063	31,873
Provisions & contingencies	3,244	18,747	99	4,690	4,226
Profit before tax (PBT)	24,431	3,462	24,237	23,373	27,647
Tax expenses	8,551	872	18,690	5,890	6,967
Tax rate (%)	35.0%	25.2%	77.1%	25.2%	25.2%
Profit after tax (PAT)	15,880	2,589	5,548	17,483	20,680

Note: FY19 numbers have not been restated

Source: Company data, I-Sec research

Table 9: Balance sheet (financial services)*(Rs mn, year ending Mar 31)*

	FY19	FY20	FY21	FY22E	FY23E
Shareholders' equity	1,14,420	1,55,990	1,80,730	1,92,887	2,13,567
Borrowings	4,46,238	3,98,320	3,26,301	3,47,730	3,90,434
Other liabilities	27,205	29,889	61,449	44,221	33,903
Total Liabilities	5,87,863	5,84,199	5,68,480	5,84,838	6,37,904
Loanbook	5,66,240	5,09,630	4,46,680	4,91,348	5,65,050
Other assets	21,623	74,569	1,21,800	93,490	72,853
Total Assets	5,87,863	5,84,199	5,68,480	5,84,838	6,37,904

Note: FY19 numbers have not been restated

Source: Company data, I-Sec research

Table 10: Key ratios (financial services)

(Year ending Mar 31)

	FY19	FY20	FY21	FY22E	FY23E
Loanbook (Rs mn)	5,66,240	5,09,630	4,46,680	4,91,348	5,65,050
Loanbook growth (%)	34	-10	-12	10	15
Growth (%)					
Net interest income	32.2	-7.2	-4.5	9.7	13.4
Operating expenses	59.9	26.0	-1.8	-10.3	13.6
PPoP	24.2	-19.8	9.6	15.3	13.6
Provisions	35.9	478.0	-99.5	4638.6	-9.9
PBT	22.8	-85.8	600.2	-3.6	18.3
PAT	22.8	-83.7	114.2	215.2	18.3
Yields, interest costs and spreads (%)					
Avg. yield on loans	14.0	14.3	14.1	13.8	13.3
Avg. cost of funds	9.3	11.2	10.8	10.0	9.5
Interest Spreads	4.8	3.1	3.3	3.8	3.8
NIM (on AUM)	6.5	5.5	5.9	6.6	6.7
Operating efficiencies					
Cost to income ratio (%)	16.7	23.9	22.0	18.0	18.0
Op.costs/avg AUM (%)	1.1	1.3	1.4	1.3	1.3
Capital Structure					
Debt-Equity ratio	3.9	2.6	1.8	1.8	1.8
Provisioning					
GNPA estimate (% of on-book AUM)	0.9	2.4	4.5	5.5	5.0
Coverage ratio [total provisions as % AUM]	1.9	5.8	6.3	7.2	8.0
Credit costs as % of average AUM	0.7	3.5	0.0	1.0	0.8
Return ratios & capital management					
RoAA (%)	3.1	0.4	1.0	3.0	3.4
RoAE (%)	15.0	1.9	3.3	9.4	10.2

Source: Company data, I-Sec research

Table 11: DuPont analysis (financial services)

(%)	FY19	FY20	FY21	FY22E	FY23E
Interest earned	13.3	13.1	11.7	11.2	11.5
Interest expended	7.2	8.1	6.8	5.8	5.7
Net Interest Income	6.1	5.1	4.9	5.4	5.8
Non-Interest Income	0.3	(0.1)	0.5	0.6	0.6
Total Income	6.4	5.0	5.4	5.9	6.4
Total operating expenses	1.1	1.2	1.2	1.1	1.1
PPoP	5.3	3.8	4.2	4.9	5.2
Credit cost	0.6	3.2	0.0	0.8	0.7
Profit before tax	4.7	0.6	4.2	4.1	4.5
Tax	1.6	0.1	3.2	1.0	1.1
RoA	3.1	0.4	1.0	3.0	3.4
Effective leverage (AA/ AE)	4.9	4.3	3.4	3.1	3.0
RoE	15.0	1.9	3.3	9.4	10.2

Source: Company data, I-Sec research

This report may be distributed in Singapore by ICICI Securities, Inc. (Singapore branch). Any recipients of this report in Singapore should contact ICICI Securities, Inc. (Singapore branch) in respect of any matters arising from, or in connection with, this report. The contact details of ICICI Securities, Inc. (Singapore branch) are as follows: Address: 10 Collyer Quay, #40-92 Ocean Financial Tower, Singapore - 049315, Tel: +65 6232 2451 and email: navneet_babbar@icicisecuritiesinc.com, Rishi_agrawal@icicisecuritiesinc.com.

"In case of eligible investors based in Japan, charges for brokerage services on execution of transactions do not in substance constitute charge for research reports and no charges are levied for providing research reports to such investors."

New I-Sec investment ratings (all ratings based on absolute return; All ratings and target price refers to 12-month performance horizon, unless mentioned otherwise)

BUY: >15% return; ADD: 5% to 15% return; HOLD: Negative 5% to Positive 5% return; REDUCE: Negative 5% to Negative 15% return; SELL: < negative 15% return

ANALYST CERTIFICATION

I/We, Kunal Shah, CA; Sriram Rathi, CA; Adhidev Chattopadhyay, MBA (Finance); authors and the names subscribed to this report, hereby certify that all of the views expressed in this research report accurately reflect our views about the subject issuer(s) or securities. We also certify that no part of our compensation was, is, or will be directly or indirectly related to the specific recommendation(s) or view(s) in this report. Analysts are not registered as research analysts by FINRA and are not associated persons of the ICICI Securities Inc. It is also confirmed that above mentioned Analysts of this report have not received any compensation from the companies mentioned in the report in the preceding twelve months and do not serve as an officer, director or employee of the companies mentioned in the report.

Terms & conditions and other disclosures:

ICICI Securities Limited (ICICI Securities) is a full-service, integrated investment banking and is, inter alia, engaged in the business of stock brokering and distribution of financial products.

ICICI Securities is Sebi registered stock broker, merchant banker, investment adviser, portfolio manager and Research Analyst. ICICI Securities is registered with Insurance Regulatory Development Authority of India Limited (IRDAI) as a composite corporate agent and with PFRDA as a Point of Presence. ICICI Securities Limited Research Analyst SEBI Registration Number – INH00000990. ICICI Securities Limited SEBI Registration is INZ000183631 for stock broker. ICICI Securities is a subsidiary of ICICI Bank which is India's largest private sector bank and has its various subsidiaries engaged in businesses of housing finance, asset management, life insurance, general insurance, venture capital fund management, etc. ("associates"), the details in respect of which are available on www.icicibank.com.

ICICI Securities is one of the leading merchant bankers/ underwriters of securities and participate in virtually all securities trading markets in India. We and our associates might have investment banking and other business relationship with a significant percentage of companies covered by our Investment Research Department. ICICI Securities and its analysts, persons reporting to analysts and their relatives are generally prohibited from maintaining a financial interest in the securities or derivatives of any companies that the analysts cover.

Recommendation in reports based on technical and derivative analysis centre on studying charts of a stock's price movement, outstanding positions, trading volume etc as opposed to focusing on a company's fundamentals and, as such, may not match with the recommendation in fundamental reports. Investors may visit icicidirect.com to view the Fundamental and Technical Research Reports.

Our proprietary trading and investment businesses may make investment decisions that are inconsistent with the recommendations expressed herein.

ICICI Securities Limited has two independent equity research groups: Institutional Research and Retail Research. This report has been prepared by the Institutional Research. The views and opinions expressed in this document may or may not match or may be contrary with the views, estimates, rating, and target price of the Retail Research.

The information and opinions in this report have been prepared by ICICI Securities and are subject to change without any notice. The report and information contained herein is strictly confidential and meant solely for the selected recipient and may not be altered in any way, transmitted to, copied or distributed, in part or in whole, to any other person or to the media or reproduced in any form, without prior written consent of ICICI Securities. While we would endeavour to update the information herein on a reasonable basis, ICICI Securities is under no obligation to update or keep the information current. Also, there may be regulatory, compliance or other reasons that may prevent ICICI Securities from doing so. Non-rated securities indicate that rating on a particular security has been suspended temporarily and such suspension is in compliance with applicable regulations and/or ICICI Securities policies, in circumstances where ICICI Securities might be acting in an advisory capacity to this company, or in certain other circumstances.

This report is based on information obtained from public sources and sources believed to be reliable, but no independent verification has been made nor is its accuracy or completeness guaranteed. This report and information herein is solely for informational purpose and shall not be used or considered as an offer document or solicitation of offer to buy or sell or subscribe for securities or other financial instruments. Though disseminated to all the customers simultaneously, not all customers may receive this report at the same time. ICICI Securities will not treat recipients as customers by virtue of their receiving this report. Nothing in this report constitutes investment, legal, accounting and tax advice or a representation that any investment or strategy is suitable or appropriate to your specific circumstances.

The securities discussed and opinions expressed in this report may not be suitable for all investors, who must make their own investment decisions, based on their own investment objectives, financial positions and needs of specific recipient. This may not be taken in substitution for the exercise of independent judgment by any recipient. The recipient should independently evaluate the investment risks. The value and return on investment may vary because of changes in interest rates, foreign exchange rates or any other reason. ICICI Securities accepts no liabilities whatsoever for any loss or damage of any kind arising out of the use of this report. Past performance is not necessarily a guide to future performance. Investors are advised to see Risk Disclosure Document to understand the risks associated before investing in the securities markets. Actual results may differ materially from those set forth in projections. Forward-looking statements are not predictions and may be subject to change without notice.

ICICI Securities or its associates might have managed or co-managed public offering of securities for the subject company or might have been mandated by the subject company for any other assignment in the past twelve months.

ICICI Securities or its associates might have received any compensation from the companies mentioned in the report during the period preceding twelve months from the date of this report for services in respect of managing or co-managing public offerings, corporate finance, investment banking or merchant banking, brokerage services or other advisory service in a merger or specific transaction.

ICICI Securities or its associates might have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the companies mentioned in the report in the past twelve months.

ICICI Securities encourages independence in research report preparation and strives to minimize conflict in preparation of research report. ICICI Securities or its associates or its analysts did not receive any compensation or other benefits from the companies mentioned in the report or third party in connection with preparation of the research report. Accordingly, neither ICICI Securities nor Research Analysts and their relatives have any material conflict of interest at the time of publication of this report.

Compensation of our Research Analysts is not based on any specific merchant banking, investment banking or brokerage service transactions.

ICICI Securities or its subsidiaries collectively or Research Analysts or their relatives do not own 1% or more of the equity securities of the Company mentioned in the report as of the last day of the month preceding the publication of the research report.

Since associates of ICICI Securities and ICICI Securities as an entity are engaged in various financial service businesses, they might have financial interests or beneficial ownership in various companies including the subject company/companies mentioned in this report.

ICICI Securities may have issued other reports that are inconsistent with and reach different conclusion from the information presented in this report.

Neither the Research Analysts nor ICICI Securities have been engaged in market making activity for the companies mentioned in the report.

We submit that no material disciplinary action has been taken on ICICI Securities by any Regulatory Authority impacting Equity Research Analysis activities.

This report is not directed or intended for distribution to, or use by, any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject ICICI Securities and affiliates to any registration or licensing requirement within such jurisdiction. The securities described herein may or may not be eligible for sale in all jurisdictions or to certain category of investors. Persons in whose possession this document may come are required to inform themselves of and to observe such restriction.

This report has not been prepared by ICICI Securities, Inc. However, ICICI Securities, Inc. has reviewed the report and, in so far as it includes current or historical information, it is believed to be reliable, although its accuracy and completeness cannot be guaranteed.