

k.) A.K. Stockmart Pvt. Ltd.



Public Issue of Secured Rated Listed Redeemable Non-Convertible Debentures Of

INDIABULLS HOUSING FINANCE LIMITED March 30, 2022- April 22, 2022





INVESTMENT RATIONALE

- PUBLIC ISSUE OF SECURED REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF Rs 1,000 EACH, ("NCDs"), FOR AN AMOUNT UPTO Rs 100 CRORES ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO Rs 900 CRORES, AGGREGATING UP TO Rs 1,000 CRORES ("TRANCHE I ISSUE LIMIT") ("TRANCHE I ISSUE") WHICH IS WITHIN THE SHELF LIMIT OF Rs 1,400 CRORES AND IS BEING OFFERED BY WAY OF THE TRANCHE I PROSPECTUS.
- The issue offers yields ranging from 8.35% to 9.26% depending up on the Category of Investor and the option applied for.
- Credit Rating of "CRISIL AA/Stable" (double A rating with stable outlook) by CRISIL Ratings Limited, "BWR AA+/Stable" (double A plus rating with stable outlook), by Brickwork Ratings Private Limited.
- The NCDs are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). For the purpose of the Issue, BSE shall be the Designated Stock Exchange.

COMPANY PROFILE

- Indiabulls Housing Finance Ltd ("IBHFL") is one of the largest housing finance companies ("HFCs") in India in terms of AUM. It is a non-deposit taking HFC registered with the National Housing Board ("NHB"). IBHFL focus primarily on long-term secured mortgage-backed loans. IBHFL primarily offer housing loans and loans against property to target client base of salaried and self-employed individuals and micro, small and medium-sized enterprises ("MSMEs") and corporates.
- IBHFL also offer mortgage loans to real estate developers in India in the form of lease rental discounting for commercial premises and construction finance for the construction of residential premises. A majority of its assets under management ("AUM") comprise of housing loans, including in the affordable housing segment.
- As of March 31, 2021, housing loans and non-housing loans constituted 65% and 35%, respectively of their consolidated AUM. IBHFL have now shifted to an asset-light business model, focusing on co-lending of loans along with banks, other financial institutions and credit funds and an increased sell down of their loan portfolio.
- As of December 31, 2021, IBHFL had a network of 141 offices spread across 95 cities which gives them a pan-India presence. As of December 31, 2021, IBHFL had a direct sales team of over 1,659 employees who are located across network.
- For the nine months period ended December 31, 2021 and the Fiscal Years 2021, 2020 and 2019, IBHFL's consolidated total revenue from operations was Rs 6,827.83 crores, Rs 9,927.42 crores, Rs 13,216.44 crores and Rs 17,019.62 crores, respectively. For the nine months period ended December 31, 2021, its consolidated profit for the period was Rs 871.00 crores. For the Fiscal Year ended 2021, its consolidated profit for the year was Rs 1,201.59 crores. For the Fiscal Years ended 2020 and 2019, consolidated net profit after taxes, minority interest and share of profit of associate was Rs 2,199.80 crores and Rs 4,090.53 crores, respectively.
- As of March 31, 2021, 2020 and 2019, the company standalone CRAR (%) was 22.84%, 22.82% and 20.83%, respectively. The company standalone CRAR (%) is computed in accordance with the NHB Directions for Fiscals 2019 and 2020 and the RBI Master Directions for Fiscal 2021. As of December 31, 2021, standalone CRAR (%) was 21.64% as computed in accordance with the RBI Master Directions. The regulatory minimum requirement for CRAR (%) was 14% for March 31, 2021, 13% for March 31, 2020 and 12% for March 31, 2019.
- As at December 31, 2021 and March 31, 2021, 2020 and 2019, consolidated gross NPAs as a percentage of the consolidated AUM were 3.18%, 2.66%, 1.84% and 0.88%, respectively, and consolidated net NPAs (which reflect the company's gross NPAs less provisions for ECL on NPAs (Stage 3) for the nine months period ended December 31, 2021 and the years ended March 31, 2021, 2020 and 2019, as a percentage of IBHFL's consolidated AUM were 1.80%, 1.59%, 1.24% and 0.69%, respectively.

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

STRENGTHS

One of the largest pan-India HFCs with strong financial performance and credit ratings

IBHFL is one of the largest HFCs in India in terms of AUM. Its geographical reach within India across Tier I, Tier II and Tier III cities enables to target and grow their customer base. IBHFL offer loans to their target client base of salaried and self-employed individuals and MSMEs. IBHFL's presence across India allows them to undertake loan processing, appraisal and management of customer relationships in an efficient and cost-effective manner. Further, it's a well-capitalized HFC with a strong financial track-record.

Access to diversified funding sources

Over the years, IBHFL has developed a diversified funding base and has established strong relationships with lenders. Its lenders include PSUs and private banks, and other financial institutions. As at December 31, 2021, their consolidated borrowings (other than debt securities) were Rs 31,168.60 crores, consolidated debt securities were Rs 25,531.47 crores and consolidated subordinated liabilities were Rs 4,693.06 crore. IBHFL strong financial performance, capitalization levels and credit ratings give considerable comfort to their lenders and enable to borrow funds at competitive rates, thereby lowering their overall cost of borrowings. As at December 31, 2021, their company consolidated borrowings (i.e., the sum of debt securities, borrowings (other than debt securities) and subordinated liabilities) were through banks and financial institutions (50.50%), issuances of non-convertible debentures and other debt instruments, including perpetual and subordinated debt (49.23%) and lease liability (0.27%).

Prudent credit and collection policies

IBHFL has separate policies tailored for retail loans and for loans to real estate developers. These policies are aimed at supporting the growth of business by minimising the risks associated with growth in the loan book. IBHFL also has an experienced collections team which, with their legal team, have enabled to maintain high collection efficiencies through economic cycles. Their centralized credit analysis processes combined with dedicated collections team help them maintain the quality and growth of total AUM.

Effective use of technology

IBHFL's e-Home Loans facility is a technological platform that gives their home loan customers access to paperless loans through their computers or mobile devices. With this technology, the entire process of loan origination (from loan application to approval) is managed through computers and mobile devices so there is no need for a branch visit.

Expertise in Providing Loans to Self-Employed Individuals and MSMEs

IBHFL primarily provide loans against property to self-employed individuals, proprietorships and MSMEs and corporates. These loans are secured against the cash-flow of businesses and through mortgages of, among others, business premises and self-occupied residential properties of customers. IBHFL have over 14 years of experience experience with loans against property ("LAP"), with demonstrated portfolio performance across business cycles including the global financial crisis, demonetisation, GST transition as well as the liquidity squeeze of the last three years.

• Experienced Board of Directors and Senior Management Team

IBHFL's Board of Directors comprises a diversified mix of professionals, who have experience and expertise in the fields of banking and regulatory affairs, business, legal affairs and taxation, among others. A number of senior management team members have been with the company since the commencement of the operations.

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

ISSUE STRUCTURE

Particulars	Details			
Issuer	Indiabulls Housing Finance Limited			
Type of instrument/ Name of the security/ Seniority	Secured, redeemable, non-convertible Debentures.			
	Rating agency	Instrument	Rating symbol	
Credit Ratings	CRISIL	Non-Convertible Debentures	CRISIL AA/Stable	
	Brickwork	Non-Convertible Debentures	BWR AA+/Stable	
Base Issue Size	Rs 100 crores			
Option to retain Oversubscription Amount	Rs 900 crores			
Tranche I Issue Size	Rs 1.000 crores			
Objects of the Issue	Please see "Objects of the Issue" on page 37 of the Tranche	e I Prospectus		
Lead Managers		es Limited, IIFL Securities Limited & Trust Investment Advisor	rs Private Limited	
Debenture Trustee	IDBI Trusteeship Services Limited			
Market Lot/ Trading Lot	The market lot will be 1 NCD. Since the Debentures are be debentures.	being issued only in dematerialised form, the odd lots will not	arise either at the time of issuance or at the time of transfer of	
Interest rate for each category of investors	Please see the section titled "Terms of the Issue" on page 95	5 of the Tranche I Prospectus		
Frequency of interest payment	Please see the section titled "Terms of the Issue" on page 95	5 of the Tranche I Prospectus		
Interest payment date	Please see the section titled "Terms of the Issue" on page 95	5 of the Tranche I Prospectus		
Tenor	Please see the section titled "Terms of the Issue" on page 95	5 of the Tranche I Prospectus		
Redemption Date	Please see the section titled "Terms of the Issue" on page 95			
Redemption Amount	Please see the section titled "Terms of the Issue" on page 95			
Redemption premium/ discount	Please see the section titled "Terms of the Issue" on page 95			
Face value (in ₹/NCD)	Rs 1,000 per NCD			
Issue Price (in ₹/NCD)	Rs 1,000 per NCD			
Minimum Application size and in multiples of NCD thereafter	Rs 10,000 (and in multiple of 1 NCD thereafter)			
Mode of Issue	Public issue			
	Public issue by the Company of secured redeemable non-convertible debentures of face value of ₹1,000 each ("NCDs") for an amount up to ₹100 crores ("Base			
Tranche I Issue	Size") with a green shoe option of ₹900 crores aggreg		(NCD3) for all allount up to 1100 croics (base 1350c	
	The NCDs are proposed to be listed on NSE and BSE. BSE shall be the Designated Stock Exchange for the Issue. The NCDs shall be listed within six Working Days fr			
Listing		Other Regulatory and Statutory Disclosures" on page 62 o		
Issuance and trading mode of the instrument*	In dematerialised form only*	other Regulatory and Statutory Disclosures on page 62 6	The Translet F1103pectus	
Tranche I Issue opening date	March 30, 2022			
Tranche I Issue closing date	April 22, 2022**			
Pay-in date	Application Date. The entire Application Amount is payable on Application			
Record Date	The record date for payment of interest in connection with the NCDs or repayment of principal in connection therewith shall be 15 (fifteen) days prior to the date on which interest is due and payable, and/or the date of redemption or such other date as may be determined by the Board of Directors or Securities Issuance Committee from time to time in accordance with the applicable law. Provided that trading in the NCDs shall remain suspended between the aforementioned Record Date in connection with redemption of NCDs and the date of redemption or as prescribed by the Stock Exchange, as the case may be. In case Record Date falls on a day when Stock Exchanges are having a trading holiday, the immediate subsequent trading day will be deemed as the Record Date.			
All covenants of the issue (including side letters, accelerated payment clause, etc.)	As agreed in the Debenture Trust Deed, executed/to be executed in accordance with applicable law			
Day count basis	Actual/ Actual			
Deemed date of Allotment	The date on which the Board / Securities Issuance Committee approves the allotment of the NCDs for the Tranche I Issue, or such date as may be determined by the Board / Securities Issuance Committee. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs including interest on NCDs shall be available to the NCD holders from the Deemed Date of Allotment			
Seniority	Secured debentures: Senior (to clarify, the claims of the NCD Holders shall be superior to the claims of any unsecured creditors, subject to applicab statutory and/or regulatory requirements).			
Asset cover and description regarding Security	The NCDs proposed to be issued will be secured by a first ranking pari passu charge by way of hypothecation in favor of the Debenture Trustee, on the financial and non-financial assets (including investments) of the Company, both present and future; and on present and future loan assets of the Company, including all monies receivable for the principal amount and interest thereon, on a first ranking pari passu basis with all other secured lenders to the Issuer holding pari-passu charge over the security, as specifically set out in and fully described in the Debenture Trust Deed. The NCDs will have a minimum asset cover of 1.25 times on the principal amount and interest thereon at all times during the tenor of the NCDs. The Issuer reserves the right to sell or otherwise deal with the receivables, both present and future, including without limitation to create a charge on pari passu or exclusive basis thereon for its present and future financial requirements, provided that a minimum-security cover of 1.25 times on the principal amount and accrued interest thereon, is maintained, on such terms and conditions as the Issuer may think appropriate, without the consent of, or intimation to, the NCD Holders or the Debenture Trustee in this connection. However, if consent and/or intimation is required under applicable law, then the Company shall obtain such consents and/ or intimation in accordance with such law. We have received necessary consents from the relevant lenders, debenture trustees and security trustees for ceding pari passu charge in favour of the Debenture Trustee in relation to the NCDs. The security shall be created prior to making the listing application for the NCDs with the Stock Exchanges. The NCDs shall be considered as secured only if the charged asset is registered with sub-registrar and RoC or CERSAI or Depository etc., as applicable, or is independently verifiable by the Debenture Trustee in the formation of the NCDs with the Stock Exchanges. The NCDs shall be considered as secured only if the cha			

^{*} In terms of Regulation 7 of the SEBI NCS Regulations, the Company will undertake the public issue of the NCDs in dematerialised form. However, in terms of section 8(1) of the Depositories Act, the Company, at the request of the Investors who wish to hold the NCDs in physical form will fulfil such request. However, trading in NCDs shall be compulsorily in dematerialised form.

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

^{**} The Tranche I Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. during the period indicated in the Tranche I Prospectus, except that the Tranche I Issue may close on such earlier date or extended date as may be decided by the Board of Directors of the Company or Securities Issuance Committee thereof. In the event of an early closure or extension of the Tranche I Issue, the Company shall ensure that notice of the same is provided to the prospective investors through an advertisement on or before such earlier or extended date of the Tranche I Issue closure in all the newspapers in which the pre-issue advertisement and advertisement for opening or closure of the Tranche I Issue have been given. Applications Forms for the Tranche I Issue will be accepted only from 10:00 a.m. to 5:00 p.m. or such extended time as may be permitted by BSE and NSE, on Working Date, the Application Forms will be accepted only between 10 a.m. to 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by BSE and NSE. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. (Indian Standard Time) on one Working Day post the Tranche I Issue Closing Date. For further details please refer to the section titled "Issue Related Information" on page 87 of the Tranche I Prospectus.

INVESTOR CATEGORIES AND ALLOTMENT

Category I	Category II	Category III	Category IV		
Institutional Investors	Non Institutional Investors	High Net-worth Individuals ("HNIs")	Retail Individual Investors		
 Public financial institutions scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorized to invest in the NCDs; Provident funds, pension funds with a minimum corpus of ₹250 million, superannuation funds and gratuity funds, which are authorised to invest in the NCDs; Alternative Investment Funds, subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012; Mutual Funds registered with SEBI; Resident Venture Capital Fund registered with IRDA; Insurance Companies registered with IRDA; State industrial development corporations; Insurance funds set up and managed by the army, navy, or air force of the Union of India; Insurance funds set up and managed by the Department of Posts, the Union of India; Systemically Important Non-Banking Financial Company registered with the Reserve Bank of India and having a net worth of more than Rs. 5,000 million as per the last audited financial statements; National Investment Fund set up ny resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India. 	 Companies within the meaning of section 2(20) of the Companies Act, 2013; Statutory bodies/ Corporations and Societies registered under the applicable laws in India and authorised to invest in the NCDs; Co-operative banks and regional rural banks; Public/private charitable/ religious trusts which are authorised to invest in the NCDs; Scientific and/or industrial research organisations, which are authorised to invest in the NCDs; Partnership firms in the name of the partners; Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009); Association of Persons; and Any other incorporated and/ or unincorporated body of persons. 	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above Rs 1 million across all options of NCDs in the Issue.	Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating up to and including ₹1 million across all Series of NCDs in Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000, or any other investment limit, as applicable and prescribed by SEBI from time to time, in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) though UPI Mechanism.		

APPLICATIONS CANNOT BE MADE BY

The following categories of persons, and entities, shall not be eligible to participate in the Issue and any Applications from such persons and entities are liable to be rejected:

- 1. Minors without a guardian name* (A guardian may apply on behalf of a minor. However, Applications by minors must be made through Application Forms that contain the names of both the minor Applicant and the guardian;
- 2. Foreign nationals, NRI inter-alia including any NRIs who are (i) based in the USA, and/or, (ii) domiciled in the USA, and/or, (iii) residents/citizens of the USA, and/or, (iv) subject to any taxation laws of the USA:
- 3. Persons resident outside India and other foreign entities;
- 4. Foreign Institutional Investors;
- 5. Foreign Portfolio Investors;
- 6. Foreign Venture Capital Investors;
- 7. Qualified Foreign Investors;
- 8. Overseas Corporate Bodies;
- 9. Person's ineligible to contract under applicable statutory/regulatory requirements. *Applicant shall ensure that guardian is competent to contract under Indian Contract Act, 1872

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022 Disclaimer: Invest only after referring to Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

THE SPECIFIC TERMS OF EACH OPTION OF NCDs

Series	1	H H	III	IV*	V	VI	VII	VIII
Frequency of Interest Payment	Annual	Cumulative	Monthly	Annual	Cumulative	Monthly	Annual	Monthly
Minimum Application		₹ 10,000 (10 NCDs) across all Series						
Face Value / Issue Price of NCDs (₹/ NCD)				₹ 1,000)			
In Multiples of thereafter (₹)				₹ 1,000 (1	NCD)			
Type of Instrument				Secured N	CDs			
Tenor	24 Months	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months
Coupon (% per annum) for NCD Holders in Category I & II	8.35%	NA	8.05%	8.50%	NA	8.20%	8.75%	8.43%
Coupon (% per annum) for NCD Holders in Category III & IV	8.75%	NA	8.42%	9.00%	NA	8.66%	9.25%	8.89%
Effective Yield (per annum) for NCD Holders in Category I & II	8.34%	8.35%	8.36%	8.49%	8.50%	8.51%	8.74%	8.76%
Effective Yield (per annum) for NCD Holders in Category III & IV	8.74%	8.75%	8.75%	8.99%	9.00%	9.01%	9.24%	9.26%
Mode of Interest Payment	Through various modes available							
Amount (₹ / NCD) on Maturity for NCD Holders in Category I & II	₹ 1,000	₹ 1,174.25	₹ 1,000	₹ 1,000	₹ 1,277.60	₹ 1,000	₹ 1,000	₹ 1,000
Amount (₹ / NCD) on Maturity for NCD Holders in Category III & IV	₹ 1,000	₹ 1,182.95	₹ 1,000	₹ 1,000	₹ 1,295.35	₹ 1,000	₹ 1,000	₹ 1,000
Maturity / Redemption Date (Years from the Deemed Date of Allotment)	24 Months	24 Months	24 Months	36 Months	36 Months	36 Months	60 Months	60 Months
Put and Call Option	Not Applicable							

^{*} The Company shall allocate and allot Series IV NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.

Category III and IV of Investors in the proposed Issue who are also NCD(s)/bond(s) previously issued by our Company, and/ or our Subsidiaries as the case may be, and/or are equity shareholder(s) of Indiabulls Housing Finance Limited as the case may be ("Primary Holder(s)") on the Deemed Date of Allotment and applying in Series II, Series IV, Series VII and/or Series VIII shall be eligible for additional incentive of 0.25% p.a. provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for payment of respective coupons, in respect of Series II, Series IV, Series VI, Series VII and Series VIII.

Category III and IV of Investors in the proposed Issue who are also Primary Holder(s) on the Deemed Date of Allotment applying in Series II and/or V, the maturity amount at redemption along with the additional yield would be ₹1,188.40 per NCD and/or ₹1,304.30 per NCD respectively provided the NCDs issued under the proposed Issue are held by the investors on the relevant Record Date applicable for redemption in respect of Series II and/or Series V.

The additional incentive will be maximum of 0.25% p.a. for Category III and IV Investors in the proposed Issue, who are also Primary Holder(s) on the deemed date of allotment.

For further details refer Tranche I Prospectus page 92

ALLOCATION RATIO:

Institutional Portion	Non-Institutional Portion	High Net Worth Individual Portion	Retail Individual Investor Portion
30%	10%	30%	30%

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

Key Operational and Financial Parameters:

	(₹ in c	2019 are as follows: rores unless otherwise sta	ted)	
Parameters	As at and for the year ended March 31,			
r ai ailietei 3	FY 2019	FY 2020	FY 2021	
Balance Sheet	112017	11 2020	112021	
Property, plant and equipment and other intangible assets	140.52	127.64	113.78	
Investments	25925.95	16166.76	10017.75	
Cash and cash equivalents	13356.59	11491.60	11245.42	
Financial assets	79158.97	62646.88	59633.24	
Non-Financial Assets	1,520.68	2,219.69	2,462.08	
Total Assets	120102.71	92652.57	83472.27	
Debt Securities	48188.39	32092.12	29164.70	
Borrowings (other than Debt Securities)	43686.81	36609.92	29558.67	
Subordinated liabilities	4329.38	4338.60	4348.71	
Financial liabilities (except Debt Securities, Borrowings & Subordinated liabilities)	5222.68	3838.49	4255.22	
Current tax liabilities (net)	53.02	60.81	138.39	
Provisions	166.14	189.43	118.90	
Deferred tax liabilities (net)	553.91	-	-	
Other Non-Financial Liabilities	643.46	593.60	365.47	
Equity	17258.92	14929.60	15522.21	
Total liabilities and equity	120102.71	92652.57	83472.27	
Statement of Profit and Loss				
Total revenue from operations	15407.35	11399.23	8654.64	
Total Expenses	10291.50	8868.58	7360.62	
Profit for the Year	3729.26	2159.91	1058.46	
Cash Flow				
Net cash flow from operating activities	27425.75	14080.24	7601.26	
Net cash flow from / (used in) investing activities	(7446.05)	9726.29	2580.85	
Net cash (used in) financing activities	(10506.17)	(25671.52)	(10428.29)	
Cash and cash equivalents at the beginning of the year	3883.06	13356.59	11491.60	
Cash and cash equivalents at the end of the year	13356.59	11491.60	11245.42	
Additional information				
Net worth	17258.92	14929.60	15522.21	
Assets Under Management	104160.32	81223.07	69217.34	
Interest Income	15149.13	11143.08	8600.48	
Finance Costs	9057.11	7709.60	6308.04	
Net NPA (%)	0.66	1.09	1.27	
CRAR - Tier I Capital (%)	14.33	15.05	16.27	
CRAR - Tier II Capital (%)	6.50	7.77	6.57	
Off Balance Sheet Assets-Loans Assigned	27310.42	19392.48	14250.22	
Total Debts to Total assets (%)	80.10	78.83	75.56	
Interest coverage ratio (%)	163.78	146.50	136.87	

Debt Equity Ratio of the Company on a standalone basis as on December 31, 2021:

Prior to The Issue (as of December 31, 2021)	3.75
Post The Issue*	3.84

^{*} The debt - equity ratio post Issue is indicative on account of the assumed inflow of ₹1,400 crores from the proposed Issue. The actual debt-equity ratio post the Issue would depend on the actual position of debt and equity on the Deemed Date Allotment.

Source: Shelf Prospectus and Tranche I Prospectus both dated March 24, 2022

DISCLAIMER

'The investors shall invest only on the basis of information contained in the Shelf Prospectus and Tranche I prospectus both dated March 24, 2022'

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