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KFINTECH | KFIN TECHNOLOGIES LIMITED

Our Company was originally incorporated under the Companies Act, 2013 as 'KCPL Advisory Services Private Limited' and was granted a certificate of incorporation by the RoC on June 8, 2017. The Board of our Company approved the change in the name of our Company from 'KCPL Advisory Services Private Limited' to 'Karvy Fintech Private Limited' by its resolution dated July 22, 2017, which was thereafter approved by the Shareholders of our Company through their resolution dated July 24, 2017, and a fresh certificate of incorporation, under the Companies Act, 2013, was issued by the RoC on August 10, 2017.



OUR PROMOTER: GENERAL ATLANTIC SINGAPORE FUND PTE. LTD.

INITIAL PUBLIC OFFERING OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF KFIN TECHNOLOGIES LIMITED ("COMPANY" OR "THE COMPANY" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹ 15,000 MILLION (THE "OFFER") COMPRISING OF AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹ 15,000 MILLION ("OFFER FOR SALE") BY GENERAL ATLANTIC SINGAPORE FUND PTE. LTD. (THE "PROMOTER SELLING SHAREHOLDER"). THE OFFER SHALL CONSTITUTE [●] OF THE POST-OFFER PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY.

Name of the Promoter Selling shareholder	Pre- Offer Equity Share holding	Number of Equity Shares being offered/amount
GENERAL ATLANTIC SINGAPORE FUND PTE. LTD.	72.51%*, i.e. 123,009,706 Shares	Up to [●] Equity Shares aggregating up to ₹ 15,000 million

The Offer is being made in accordance with Regulation 6(2) of the SEBI ICDR Regulations

QIB Portion: Not less than 75% of the Offer | Non-Institutional Portion: Not more than 15% of the Offer | Retail Portion: Not more than 10% of the Offer

PRICE BAND: ₹347 TO ₹366 PER EQUITY SHARE OF FACE VALUE OF ₹10 EACH.

THE FLOOR PRICE IS 34.70 TIMES AND THE CAP PRICE IS 36.60 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 40 EQUITY SHARES AND IN MULTIPLES OF 40 EQUITY SHARES THEREAFTER.

RISKS TO INVESTORS

- Our erstwhile promoters are subject to ongoing investigations by enforcement agencies, including Enforcement Directorate, Ministry of Finance, Government of India ("ED") and the outcome of such investigations may adversely impact our Company and the market price of our Equity Shares. Our Company received a freezing order from the ED, pursuant to which, the CP Group was, instructed not to alienate/ sell/ transfer/ create any lien/ liability in respect of the KFin Subject Shares (aggregating to 14.12% of our Equity Share capital). The KFin Subject Shares are also subjected to a provisional attachment order issued by the ED for a period of 180 days starting from March 8, 2022; or until an order is passed by the adjudicating authority of PMLA permitting the transfer, disposal, parting with or otherwise dealing with the KFin Subject Shares⁵. The outcome of such investigation involving our erstwhile promoters, including Mr. C. Parthasarathy may adversely impact our Company and the market price of our Equity Shares. Additionally, there are certain outstanding legal proceedings involving our Company, Subsidiaries, Group Companies and certain of our Directors with ED, CBI etc. Outcome of such legal proceedings may affect our business, prospects, financial condition and results of operations. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and include amounts claimed jointly and severally.
- The KFin Subject Shares, constituting 14.12% of the total equity shareholding of our Company, held by certain members of the CP Group are subject to encumbrances in the nature of non-disposal undertakings and blocked positions. We cannot assure you that the lenders of the CP Group will not enforce these encumbrances. In the event that any or all of these encumbrances on the KFin Subject Shares are enforced by the lenders, the same may have an adverse impact on the market price of our Equity Shares.
- The weighted average cost of acquisition for all Equity Shares acquired in one year, 18 months and three years preceding the date of the Red Herring Prospectus is as set out below:

Period	Weighted average cost of acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price – Highest Price (in ₹)
Last one year	-	-	-
Last 18 months / three years	185.35	1.97	70.36 - 185.35

4. Weighted average cost of acquisition, ("WACA") compared to floor price and cap price

Past transactions	Weighted average cost of acquisition (in ₹)	Floor price is ₹ 347	Cap price is ₹ 366
WACA of Primary Issuance	185.35	1.87 times	1.97 times
WACA of Secondary Transactions not exceeding 5% of the pre issue capital	N.A.	N.A.	N.A.

5. The details of Price Earnings Ratio, Earnings Per Share, Return on Network and Net Asset Value Per share for Fiscal 2022/ As at March 31, 2022 is as follows:

Name of the company	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per equity share)
KFin Technologies Limited	39.10*	9.44	9.36	29.99	38.45
Computer Age Management Services Limited	39.37	58.73	58.41	49.32	132.43

* Based on Diluted EPS and upper end of the price band

For further details and definitions, please refer the RHP

Note: Our Company received a letter dated December 9, 2022, from the Office of Additional Director, Directorate of Enforcement, Hyderabad Zonal office on December 13, 2022 ("Authority", and such letter "ED Letter"). Pursuant to the ED Letter, the Authority has communicated that the attachment made pursuant to the provisional attachment order dated March 8, 2022, issued by the ED has been confirmed by the Adjudicating Authority (PMLA), New Delhi vide its order dated December 1, 2022.

BID/OFFER PROGRAMME

BID/OFFER OPENS ON : MONDAY, DECEMBER 19, 2022

BID/OFFER CLOSES ON : WEDNESDAY, DECEMBER 21, 2022**

UPI mandate end time and date shall be at 5.00 p.m. on the Bid/Offer Closing Date.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company and Promoter Selling Shareholder may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by including the change in the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Banks, as applicable.

This is an Offer in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR"), read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process in terms of Regulation 6(2) of the SEBI ICDR Regulations, wherein not less than 75% of the Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"), provided that our Company and the Promoter Selling Shareholder in consultation with the Book Running Lead Managers, may allocate up to 65% of the QIB Portion to Anchor Investors on a discretionary basis, out of which one-third shall be reserved for domestic Mutual Funds only, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to QIBs. Further, 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹ 200,000 and up to ₹ 1,000,000, and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹ 1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not more than 10% of the Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("SCSBs") or by the Sponsor Banks under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA Process. For further details, see "Offer Procedure" beginning on page 464 of the RHP.

LIABILITY OF THE MEMBERS OF THE COMPANY: Limited by shares

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE: As on the date of the RHP, the Authorised Share Capital is ₹ 1,760,000,000 divided into 175,980,000 Equity Shares of face value ₹ 10 each and 1,000 Preference Shares of face value ₹ 200 each. The issued, subscribed and paid-up share capital of the Company is ₹ 1,675,888,830 divided into 167,588,883 Equity Shares of face value ₹ 10 each and 1,000 Preference shares of face value ₹ 200 each. For details, please see the section entitled "Capital Structure" beginning on page 95 of the RHP.

NAMES OF THE INITIAL SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE

NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM: The initial signatories to the Memorandum of Association are Bharat Naidu Bobbili and Venkata Ram Mohan Karavadi who subscribed to 5000 Equity shares each, bearing face value of ₹ 10. For details of the share capital history and capital structure of our Company, please see the section entitled "Capital Structure" beginning on page 95 of the RHP.

LISTING: The Equity Shares, when offered through the Red Herring Prospectus, are proposed to be listed on the Stock Exchanges. Our Company has received in-principle approvals from BSE and NSE for listing the Equity Shares pursuant to letters each dated June 16, 2022. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of the Red Herring Prospectus has been and the Prospectus shall be delivered for filing with the RoC in accordance with the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus until the Bid/Offer Closing Date, see "Material Contracts and Documents for Inspection" beginning on page 559 of the RHP.

DISCLAIMER CLAUSE OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to pages 438 and 439 of the RHP for the full text of the disclaimer clause of SEBI.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 441 of the RHP for the full text of the disclaimer clause of BSE.

DISCLAIMER CLAUSE OF NSE (DESIGNATED STOCK EXCHANGE): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 441 of the RHP for the full text of the disclaimer clause of NSE.

GENERAL RISK: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" beginning on page 30 of the RHP.

NOTICE TO INVESTORS: CORRIGENDUM TO THE ADVERTISEMENT DATED DECEMBER 15, 2022

This Corrigendum is with reference to the Advertisement dated December 15, 2022 published in all editions of the English national daily newspaper Financial Express, all editions of the Hindi national daily newspaper Jansatta and Hyderabad (Telangana) editions of the Telugu national daily newspaper Surya on December 16, 2022 in relation to the Offer ("Advertisements"). In this regard, please note the following:

In the Advertisements, the details of the RoNW (%) for Computer Age Management Services Limited for the Fiscal 2022 have been inadvertently provided as '9.32%' instead of '49.32%'. Accordingly, the details of the RoNW (%) for Computer Age Management Services Limited for Fiscal 2022, stand amended as follows:

Name of the company	P/E	EPS (Basic) (₹)	EPS (Diluted) (₹)	RoNW (%)	NAV (₹ per equity share)
KFin Technologies Limited	39.10*	9.44	9.36	29.99	38.45
Computer Age Management Services Limited	39.37	58.73	58.41	49.32	132.43

* Based on Diluted EPS and upper end of the price band

The Advertisements stand amended to the extent of this Corrigendum and shall be read in conjunction with this Corrigendum. All capitalised terms used in this Corrigendum shall, unless the context otherwise requires, have the meaning ascribed to such terms in the Red Herring Prospectus.

THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

ASBA #
Simple, Safe,
Smart way of Application!!!

Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues. No cheque will be accepted.

UPI Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Investors and Non-Institutional Bidders also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021.

ASBA shall be available by all the investors except anchor investors. UPI may be provided by Retail Individual Investors. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" beginning on page 464 of the Red Herring Prospectus. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and BSE Limited ("NSE") and together with BSE, the "Stock Exchanges" and in the General Information Document. ASBA bid-cum-application form can be downloaded from the websites of Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/Other/OtherAction.do?doRecognisedFI=yes&intMid=35 and https://www.sebi.gov.in/sebiweb/Other/OtherAction.do?doRecognisedFI=yes&intMid=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Kotak Mahindra Bank Limited and Axis Bank Limited are approved by the Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail id: ipo.upi@npci.org.in.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER		Company Secretary and Compliance Officer			
ICICI Securities	kotak Investment Banking	J.P.Morgan	IIFL SECURITIES	Jefferies	Bigshare Services Pvt. Ltd.			
ICICI Securities Limited ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400025 Maharashtra, India Telephone no.: +91 22 6807 7100 E-mail: kfintech ipo@icicisecurities.com Investor Grievance e-mail: customercare@icicisecurities.com Website: www.icicisecurities.com Contact Person: Sumit Singh/Shekhar Anani SEBI Registration No.: INM000011179	Kotak Mahindra Capital Company Limited 27BKC, 1st Floor, Plot No. C – 27 "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, India Telephone no.: +91 22 4336 0000 E-mail: kfintech.ipo@kotak.com Investor Grievance e-mail: kmccredressal@kotak.com Website: www.investmentbank.kotak.com Contact Person: Gajeshwar Raju SEBI Registration No.: INM000008704	J.P. Morgan India Private Limited J.P. Morgan Tower, Off CST Road, Kalina, Santacruz East, Mumbai – 400098, India Telephone no.: +91 22 6157 3000 E-mail: kfintech_ipo@jpmorgan.com Investor Grievance e-mail: investors.mji@jpmorgan.com Website: www.jpmip.com Contact Person: Govind Khatan SEBI Registration No.: INM000002970	IIFL Securities Limited IIFL Centre, Kamala City, Senapati Bapat Marg Lower Parel (W), Mumbai- 400013, India Telephone no.: +91 22 4646 4728 E-mail: kfintech.ipo@iiflcap.com Website: www.iiflcap.com Contact Person: Pawan Jain/Dhruv Bhagwat SEBI Registration No.: INM000010340	Jefferies India Private Limited 42/43, 2 North Avenue, Maker Maxity Bandra-Kurla Complex (BKC) Bandra (East), Mumbai 400 051, India Telephone no.: +91 22 4356 6000 E-mail: kfintech.ipo@jefferies.com Investor Grievance e-mail: jipi.grievance@jefferies.com Website: www.jefferies.com Contact Person: Ashutosh Prajapati SEBI Registration No.: INM000011443	Bigshare Services Private Limited Office No – S6 – 2, 6 th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400 093 Telephone: +91 22 62638200 E-mail: kfintechipo@bigshareonline.com Website: www.bigshareonline.com Investor Grievance e-mail: investor@bigshareonline.com Contact person: Jibu John SEBI Registration No.: INR000001385	Alpna Uttam Kundu Selenium, Tower B, Plot No- 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy – 500032, Telangana, India Telephone No.: +91 40 7961 5565 E-mail: compliance.corp@kfintech.com Investors may contact the Company Secretary and Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related grievances including non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund orders or non-receipt of funds by electronic mode, etc. For all Offer related queries and for redressal of complaints, Investors may also write to the BRLMs.		
AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the "Risk Factors" beginning on page 30 of the RHP, before applying in the Offer. A copy of the RHP shall be available on website of SEBI at www.sebi.gov.in and is available on the websites of the BRLMs, i.e. ICICI Securities Limited, Kotak Mahindra Capital Company Limited, J.P. Morgan India Private Limited, IIFL Securities Limited and Jefferies India Private Limited at www.icicisecurities.com, www.investmentbank.kotak.com, www.jpmip.com, www.iiflcap.com and www.jefferies.com, respectively and on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively.			AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of KFIN TECHNOLOGIES LIMITED, Telephone no.: +91 40 7961 5565. BRLMs : ICICI Securities Limited, Telephone: +91 22 6807 7100; Kotak Mahindra Capital Company Limited, Telephone: +91 22 4336 0000; J.P. Morgan India Private Limited, Telephone: +91 22 6157 3000; IIFL Securities Limited, Telephone: +91 22 4646 4728 and Jefferies India Private Limited, Telephone: +91 22 4356 6000; Syndicate Member: Kotak Securities Limited, Telephone: +91 22 42858344 and at the select locations of the sub-syndicate members (as given below), SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Centres of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.			Sub-Syndicate Members: Anrapalli Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Ltd., Axis Capital Limited, Centrum Broking Limited, Centrum Wealth Management Ltd., Choice Equity Broking Private Limited, DB(International) Stock Brokers Ltd., Edelweiss Broking Ltd., Eureka Stock & Share Broking Services Ltd., HDFC Securities Ltd., ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Securities, J M Financial Services Ltd., Jobanputra Fiscal Services Private Limited, KJMCA Capital Market Services Limited, LKP Securities Limited, Inventure Growth & Securities Ltd., Motilal Oswal Financial services Ltd., Motilal Oswal Securities Limited, Nuvama Wealth and Investment Limited (Formerly known as Edelweiss Broking Limited), Prabhudas Lilladher Pvt Ltd., Pravin Rattiala Share & Stock Brokers Ltd., RR Equity Brokers Private Limited, SBICap Securities Limited, Sharekhan Limited, SMC Global Securities Limited, Systematic Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd, Way2Wealth Brokers Private Limited and YES Securities (India) Limited		
Public Offer Banks and Sponsor Banks : Kotak Mahindra Bank Limited and Axis Bank Limited			Escrow Collection Bank and Refund Bank : Kotak Mahindra Bank Limited		UPI: UPI Bidders can also bid through UPI Mechanism			
All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.								

Place: Hyderabad
Date: December 16, 2022

FOR KFIN TECHNOLOGIES LIMITED
On behalf of the Board of Directors
Sd/-
Alpna Uttam Kundu
Company Secretary and Compliance Officer

KFIN TECHNOLOGIES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed the RHP with RoC on December 10, 2022. The RHP will be available on the website of SEBI at www.sebi.gov.in, the websites of the Stock Exchanges, i.e. BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and the websites of the BRLMs, i.e. ICICI Securities Limited, Kotak Mahindra Capital Company Limited, J.P. Morgan India Private Limited, IIFL Securities Limited and Jefferies India Private Limited at www.icicisecurities.com, www.investmentbank.kotak.com, www.jpmip.com, www.iiflcap.com and www.jefferies.com, respectively. Investors should note that an investment in equity shares involves a high degree of risk, and for details relating to such risks, please see the section entitled "Risk Factors" on page 30 of the RHP. Potential investors should not rely on the DRHP filed with SEBI for making any investment decision.

The Equity Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933 ("U.S. Securities Act") and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and accordingly, the Equity Shares are being offered and sold (i) within the United States solely to persons who are reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) in transactions exempt from the registration requirements of the U.S. Securities Act, and (ii) outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur.