
**Punjab State Power Corporation Limited**

(Regd. Office : PSEB Head Office, The Mall, Patiala-147001)  
CIN: U40109PB2010SGC033813; Website: www.pspcl.in  
Mobile No. 96461-55525

**Short Term E-Tender Enq. No. 7552/P-3/EMP-12627 dated 05.6.24**  
Dy. Chief Engineer/Headquarter (Procurement Cell-3) GGSSTP, Roopnagar invites E-Tender ID No. 2024\_POWER\_121760\_1 for Procurement of different type of spares for Ash slurry pumps of stage-II & III at GGSSTP, Roopnagar. For detailed NIT & Tender Specification please refer to <https://eproc.punjab.gov.in> from 07.06.2024/ 5.00 PM onwards.

**NOTE: Corrigendum & addendum, if any will be published online at <https://eproc.punjab.gov.in>**

**Punjab State Power Corporation Limited**

(Regd. Office.: PSEB Head Office, The Mall, Patiala-147001)  
CIN: U40109PB2010SGC033813; Website: www.pspcl.in  
Mobile No. 96461-07205

**Open Tender Enq. No. 522/ P-II/EMP-W-12677 dated 06.06.24**  
Dy. Chief Engineer/Headquarter (Procurement Cell-2) GGSSTP, Roopnagar invites Open E-Tender ID No. 2024\_POWER\_121939\_1 for Work of reclamation of spilled coal & desilting of drains as per scope of Work in Coal Handling Plant of GGSSTP, Rupnagar. For detailed NIT & Tender Specification please refer to <https://eproc.punjab.gov.in> from 11.06.2024 from 05.00 PM onwards.

**NOTE: Corrigendum and addendum, if any will be published online at <https://pspcl.in>**

**Rajasthan State Mines & Minerals Limited**  
(A Government of Rajasthan Enterprise), A, Meera Marg, Udaipur - 313001  
Phone: (0294)242717/2428763-67, Fax (0294)2428763,24287739, Email: [contractscs@rsmmlrajasthan.gov.in](mailto:contractscs@rsmmlrajasthan.gov.in)

**Detailed Notice Inviting Tender**  
Date - 11.06.2024

NIT No. & Date	Description of Work
e- Tender no. Cont-01/2024-25 dated 10.06.2024 UBN No. MML2425WSQB00021	widening & strengthening of existing BT road from Sonari School to Bishala Village in Sonari Lignite Mines, Distt. Barmer Contract value Rs. 252.51 Lacs, EMD in Rs. 5.05 Lacs, Tender Fees Rs. 4720/-

Other terms & conditions have been given in detailed tender for which please visit us at our website [www.rsmml.com](http://www.rsmml.com) or [www.sppp.rajasthan.gov.in](http://www.sppp.rajasthan.gov.in) or [eproc.rajasthan.gov.in](http://eproc.rajasthan.gov.in) or Manager (Contract) on above address: [Raj\\_Samwad/C/24/549](mailto:Raj_Samwad/C/24/549) **DGM (Admin.)**

**HINDUSTAN UNILEVER LIMITED**  
(Formerly Hindustan Lever Limited (HLL))  
Registered Office: HINDUSTAN UNILEVER LIMITED, UNILEVER HOUSE, B. D. SAWANT MARG, CHAKALA, ANDHERI (EAST), MUMBAI - 400099.

**NOTICE OF LOSS OF SHARE CERTIFICATES**  
Notice is hereby given that the following share certificates, has/have been reported as lost/misplaced and Company intends to issue duplicate certificates in lieu thereof, in due course. Any person who has a valid claim on the said shares should lodge such claim with the Company at its Registered Office within 15 days hereof.

Name of the Holder(s)	Folio No.	No. of Shares (Re.1/- F.V)	Certificate No(s).	Distinctive No. (s)
M PADMANABHAN M P SIDDHARTH VEENA SIDDHARTH	HLL2939392	930	5264708	1151348281 TO 1151349210

MUMBAI 13.06.2024 Dev Bajpai (Company Secretary)



**FALCON**

**FALCON TECHNOPROJECTS INDIA LIMITED**  
(Formerly known as Falcon Technoprojects India Private Limited)  
Corporate Identification Number: U74900MH2014PLC257888

Our Company was originally incorporated on September 09, 2014, as a private limited Company under the name and style as "Falcon Technoprojects India Private Limited" under the Companies Act, 2013 pursuant to certificate of incorporation dated September 09, 2014 issued by the Registrar of Companies, Mumbai, Maharashtra ("RoC"). Pursuant to a resolution of our Board dated May 06, 2023 and a special resolution of our Shareholders passed in the extra-ordinary general meeting held on May 29, 2023, our Company was converted from a private limited company to public limited company and consequently, the name of our Company was changed to "Falcon Technoprojects India Limited" and a fresh certificate of incorporation dated June 30, 2023 was issued to our Company by the RoC. For further details, please refer to the chapter titled 'History and Corporate Structure' beginning on page 148 of the Prospectus.

**Registered Office:** Unit No. 17/18, 1st Floor, Keshav Building, Vasudev Sky High Complex, Beverly Park, Mira Road East, Maharashtra-401107  
**Telephone:** +91 22 3512 9249; **Email:** [cs@falcontechprojects.com](mailto:cs@falcontechprojects.com); **Website:** [www.falcongroupindia.com](http://www.falcongroupindia.com)  
**Contact Person:** Ms. Dipti Sharma, Company Secretary and Compliance Officer;

**PROMOTERS OF OUR COMPANY: MR. BHARAT SHREEKISHAN PARIHAR AND MRS. SHEETAL BHARAT PARIHAR**

**THE ISSUE**

INITIAL PUBLIC ISSUE OF 14,88,000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF FALCON TECHNOPROJECTS INDIA LIMITED ("FTPI" OR "THE ISSUER") FOR CASH AT A PRICE OF ₹ 92/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 82/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING UPTO ₹ 1,368.96 LAKHS ("THE ISSUE"), OF WHICH 74,400 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ 92/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 82/- PER EQUITY SHARE AGGREGATING TO ₹ 68.45 LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E., NET ISSUE OF 14,13,600 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ 92/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ 82/- PER EQUITY SHARE AGGREGATING TO ₹ 1,300.51 LAKHS IS HEREIN AFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 27.78% AND 26.39%, RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH. FOR FURTHER DETAILS, PLEASE REFER TO CHAPTER TITLED 'TERMS OF THE ISSUE' BEGINNING ON PAGE NO 208 OF THE PROSPECTUS.

**PROPOSED LISTING**

**The issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the equity shares are proposed to be listed on SME platform of National Stock Exchange of India Limited (NSE Emerge).**

**THIS ISSUE IS BEING IN TERMS OF CHAPTER IX OF THE SEBI (ICDR) REGULATIONS, 2018 AS AMENDED FROM TIME TO TIME.**  
**For Further details see 'TERMS OF THE ISSUE' beginning on page no. 208 of the Prospectus.**

**THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH AND THE ISSUE PRICE IS ₹ 92/-**  
**THE ISSUE PRICE IS 9.2 TIMES OF THE FACE VALUE.**

**ISSUE PROGRAM**  
**ISSUE OPENS ON: WEDNESDAY, JUNE 19, 2024**  
**ISSUE CLOSED ON: FRIDAY, JUNE 21, 2024**

**Minimum Lot Size: 1,200 Equity Shares and in multiples of 1,200 Equity Shares thereafter for HNI/QIB category.**

Issue Opening Date	Wednesday, June 19, 2024	Initiation of Unblocking of Funds/refunds (T + 2 Days)	On or Before Tuesday, June 25, 2024
Issue Closing Date (T day)	Friday, June 21, 2024	Credit of Equity Shares to demat accounts of Allottees (T + 2 Days)	On or Before Tuesday, June 25, 2024
Finalization of basis of allotment with the Designated Stock Exchange/ Allotment of Securities (T + 1 Day)	On or before Monday, June 24, 2024	Commencement of Trading of Equity Shares on the Stock Exchanges/Listing Date (T + 3 Days)	On or Before Wednesday, June 26, 2024

<b>Application Submission by Investors</b> Electronic Applications (Online ASBA through 3-in-1 accounts) – Upto 5 pm on T day. Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA etc) – Upto 4 pm on T day. Electronic Applications (Syndicate Non-Retail, Non Individual Applications) – Upto 3 pm on T day. Physical Applications (Bank ASBA) – Upto 1 pm on T day. Physical Applications (Syndicate Non-Retail, Non Individual Applications of QIBs and NIs) – Upto 12 pm on T day and Syndicate members shall transfer such applications to banks before 1 pm on T day.	<b>UPI Mandate acceptance time:</b> T day – 5 pm <b>Issue Closure:</b> T day – 4 pm for QIB and NI categories T day – 5 pm for Retail and other reserved categories
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In making an investment decision, potential investors must rely on the information included in the Prospectus and the terms of the Issue, including the risks involved and not rely on any other external sources of information about the Issue available in any manner.

**RISKS TO INVESTORS**

- We derive significant portion of our revenue from limited number of customers, the loss of one or more such customers, the deterioration of their financial position or prospects, or a reduction in their demand for our services could adversely affect our business, financial position and future prospects of our Company.
- Our Registered Office from where we operate is not owned by us.
- We operate in a competitive environment and may not be able to effectively compete with similar companies, which could have a material adverse effect on our business, results of operations and financial condition.
- Pricing pressure from our customers may adversely affect our gross margin, profitability and ability to increase our prices, which may in turn have a material adverse effect on our results of operations and financial condition.
- Our Promoter Mr. Bharat Shreekishan Parihar plays a key role in our functioning and we heavily rely on his knowledge and experience in operating our business and therefore, it is critical for our business that our promoter remain associated with us.
- We depend on our management team and other personnel with technical expertise, and if we are unable to recruit and retain qualified and skilled personnel, our business and our ability to operate or grow our business may be adversely affected.
- There are outstanding litigations involving our Company, Promoters and Directors which, if determined adversely, may affect our business and financial condition.
- If we are unable to collect our dues and receivables from our customers in accordance with the terms and conditions of the contracts and the delivery and payment schedules, our business, results of operations or financial condition could be materially and adversely affected.
- We have experienced negative cash flows in the past. Any such negative cash flows in the future could affect our business, results of operations and prospects.
- The Merchant Banker associated with the Issue has not handled any public issue in the past two years.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>KUNVARJI</b> Let's Grow Together™ <b>KUNVARJI FINSTOCK PRIVATE LIMITED</b> <b>Registered Office Address:</b> Block B, First Floor, Siddhi Vinayak Towers, Off S. G. Highway Road, Mouje Makarba, Ahmedabad, Gujarat - 380051. <b>Contact Person:</b> Mr. Jiten Patel / Mr. Parth Pankhaniya <b>Contact No.:</b> 022 – 69850000 / 079- 66669000 <b>E-mail:</b> <a href="mailto:mb.compliances@kunvarji.com">mb.compliances@kunvarji.com</a> <b>Investor grievance ID :</b> <a href="mailto:mb.investorgrievances@kunvarji.com">mb.investorgrievances@kunvarji.com</a> <b>Website:</b> <a href="http://www.kunvarji.com/merchant-banking/">www.kunvarji.com/merchant-banking/</a> <b>SEBI Registration Number:</b> INM000012564 <b>CIN:</b> U65910GJ1986PTC008979	 <b>KFINTeCH</b> <b>KFIN TECHNOLOGIES LIMITED</b> <b>Registered Office Address :</b> Selenium, Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, 500032, Telangana - India <b>Contact Person :</b> M Murali Krishna <b>Contact No. :</b> 91 40 6716 2222 <b>Email:</b> <a href="mailto:fill ipo@kfintech.com">fill ipo@kfintech.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> <b>Website:</b> <a href="http://www.kfintech.com">www.kfintech.com</a> <b>SEBI Registration No. :</b> INR000000221 <b>CIN:</b> L72400TG2017PLC117649	 <b>FALCON</b> <b>FALCON TECHNOPROJECTS INDIA LIMITED</b> (Formerly known as Falcon Technoprojects India Private Limited) <b>Registered Office:</b> Unit No. 17/18, 1st Floor, Keshav Building, Vasudev Sky High Complex, Beverly Park, Mira Road (E), Maharashtra - 401107 <b>E-mail:</b> <a href="mailto:cs@falcontechprojects.com">cs@falcontechprojects.com</a> <b>Website:</b> <a href="http://www.falcongroupindia.com">www.falcongroupindia.com</a> <b>Telephone:</b> +91 22 3512 9249; <b>Contact Person:</b> Ms. Dipti Sharma, Company Secretary & Compliance Officer; <b>CIN:</b> U74900MH2014PLC257888 Investors can contact the Company Secretary and Compliance Officer or the LM or the Registrar to the Issue in case of any pre-issue or post-issue related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and refund orders, etc.

**CREDIT RATING:** As this is an issue of Equity Shares there is no credit rating for this issue.

**DEBENTURE TRUSTEE:** As this is an issue of Equity Shares appointment of trustees not required.

**IPO GRADING:** Since the issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, there is no requirement of appointing an IPO Grading agency.

**BASIS OF ISSUE PRICE:** The issue Price is determined by Company in consultation with the Lead Manager. The financial data presented in Section titled 'Basis for Issue Price' on page no. 83 of the Prospectus are based on Company's Restated Financial Statements. Investors should also refer to the Section/Chapter titled 'Risk Factors' and 'Restated Financial Statements' on page Nos. 30 and 169 respectively of the Prospectus to get more informed view before making the investment decision.

**AVAILABILITY OF APPLICATION FORMS:** Application forms can be obtained from the Company i.e. Falcon Technoprojects India Limited, the Lead Manager to the issue i.e. Kunvarji Finstock Private Limited, the Registrar to the issue i.e. KFIN Technologies Limited. The application forms shall also be downloaded from the website of National Stock Exchange of India Limited.

Exchange of India Limited i.e. [www.nseindia.com](http://www.nseindia.com). Application supported by Block Amount forms shall be available with designated branches of Self Certified Syndicate Banks, the list of which is available at website of the Stock Exchange and SEBI.

**AVAILABILITY OF PROSPECTUS:** Investor are advised to refer to the Prospectus, and the Risk Factor Contained therein, before applying in the issue. Full copy of the Prospectus is available at the website of SEBI at ([www.sebi.gov.in](http://www.sebi.gov.in)); website of Stock Exchange at ([www.nseindia.com](http://www.nseindia.com)), the website of Lead Manager at ([www.kunvarji.com/merchant-banking/](http://www.kunvarji.com/merchant-banking/)); and website of the company at ([www.falcongroupindia.com](http://www.falcongroupindia.com)). Investor should note that investment in equity shares involves high degree of risk. For details, investor should refer to and rely on the Prospectus, including the section titled 'Risk Factor' on page no. 30 of the Prospectus, which has been filed with ROC.

**CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects and other objects of our Company, see 'History and Corporate Structure' on page 148 of the Prospectus and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Issue. For further details, see the section 'Material Contracts and Documents for Inspection' on page 286 of the Prospectus.

**LIABILITY OF MEMBERS AS PER MOA:** The Liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

**AMOUNT OF AUTHORISED SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorized share Capital of the Company is ₹ 10,00,00,000/- (Rupees Ten Crore only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹ 10/- (Rupees Ten only) each. For details of the Capital Structure, see 'Capital Structure' on the page 64 of the Prospectus.

**NAMES OF THE SIGNATORIES TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF EQUITY SHARES SUBSCRIBED BY THEM:** Given below are the names of the signatories of the Memorandum of Association of the Company and the number of Equity Shares subscribed for by them at the time of signing of the Memorandum of Association of our Company:

Name of the subscribers	No. of shares subscribed
Mr. Bharat Shreekishan Parihar	5,000
Mr. Harish Dhanadiya	5,000


Details of the main objects of the Company as contained in the Memorandum of Association, see "History and Corporate Structure" on page 148 of the Prospectus. For details of the share capital and capital structure of the Company see "Capital Structure" on page 64 of the Prospectus.

**PROPOSED LISTING:** The Equity Shares issued through the Prospectus are proposed to be listed on the NSE EMERGE (SME Platform of NSE). Our Company has received an 'in-principle' approval from the NSE for the listing of the Equity Shares pursuant to letter dated March 11, 2024. For the purpose of the Issue, the Designated Stock Exchange shall be NSE. A signed copy of the Prospectus has been filed for registration to the ROC on June 12, 2024 and Prospectus shall be filed to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of the Prospectus up to the Issue Closing Date, see 'Material Contracts and Documents for Inspection' on page 286 of the Prospectus.

**DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA ("SEBI"):** Since the Issue is being made in terms of Chapter IX of the SEBI (ICDR) Regulations, 2018, the Prospectus has been filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Prospectus. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire 'Disclaimer Clause of SEBI' on page 201 of the Prospectus.

**DISCLAIMER CLAUSE OF NSE (THE 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 the Offer Document for the full text of the 'Disclaimer clause of the SME platform of NSE emerge' on page 203 of the Prospectus.

**GENERAL RISK:** Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue 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 this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Prospectus. Specific attention of the investors is invited to 'Risk Factors' on page 30 of the Prospectus.

<b>ASBA*</b>	Simple, Safe, Smart way of Application - Make use of it!!!!	*Applications Supported by Blocked Amount (ASBA) is a better way of applying to Issues by simply blocking the fund in the bank account. Investors can avail the same. For details, check section on ASBA below.	Mandatory in Public Issues from January 01, 2016. No cheque will be accepted
	UPI - Now mandatory in ASBA for Retail Investors applying through Registered Brokers, DPs & RTAs. Retail Investors also have the options 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 applying is linked to their PAN.		

**UPI- Now available in ASBA for Retail Individual Investors (RII) \*\***  
Investors are required to ensure that the bank account used for bidding is linked to their PAN. UPI - Now available in ASBA for RIIs applying through Registered Brokers, DPs & RTAs. RIIs 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.

For details on ASBA and UPI process, please refer to the details given in Application Form, Abridged Prospectus, General Information Document for investing in the public issue and also please refer to Section 'Issue Procedure' on page 221 of the Prospectus. The process is also available on the website of NSE and in General Information Document for investing in the Public Issue ("GID").

\*ASBA forms can be downloaded from the website National Stock Exchange of India Limited ("NSE") and can be obtained from the list of banks that is displayed on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

\*\*List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Axis Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirements of the SEBI circular dated November 1, 2018, as amended. For UPI related queries, investors can contact NPCI at the toll free number-18001201740 and Mail id- [ipo.upi@npci.org.in](mailto:ipo.upi@npci.org.in). For the list of UPI Apps and Banks live on IPO, please refer to the link [www.sebi.gov.in](http://www.sebi.gov.in). For issue related grievance investors may contact: Kunvarji Finstock Private Limited - Mr. Jiten Patel / Mr. Parth Pankhaniya (+022 – 69850000 / 079- 66669000) (Email Id: [MB.investorgrievances@kunvarji.com](mailto:MB.investorgrievances@kunvarji.com)).

**ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK:** AXIS BANK LIMITED, SG Highway Branch, Opposite Rajpath Club, SG Highway, Ahmedabad – 380015

**UPI:** Retail Individual Bidders can also make application through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Prospectus.

**Place:** Mumbai, India  
**Date:** June 12, 2024

**On behalf of Board of Directors  
For Falcon Technoprojects India Limited  
(Formerly known as Falcon Technoprojects India Private Limited)**  
**Sd/-**  
**Ms. Dipti Sharma**  
Company Secretary and Compliance Officer

**Disclaimer:** Falcon Technoprojects India 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 Prospectus with the Registrar of Companies, Maharashtra situated at Mumbai on June 12, 2024 and thereafter with SEBI and the Stock Exchange. Full copy of the Prospectus is available on the website of the SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), website of the Company at [www.falcongroupindia.com](http://www.falcongroupindia.com) / the website of the LM to the Issue at: [www.kunvarji.com/merchant-banking/](http://www.kunvarji.com/merchant-banking/), the website of NSE Emerge at <https://www.nseindia.com/companies-listing/corporate-filings-offer-documents>, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, please refer to the Prospectus including the section titled 'Risk Factors' beginning on page 30 of the Prospectus.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act, 1933 and in accordance with any applicable U.S. State Securities laws. The Equity Shares are being issued and sold outside the United States in 'offshore transactions' in reliance on Regulation "S" under the Securities Act, 1933 and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.