

# nbl NAAPBOOKS LIMITED

Corporate Identification Number: U72900GJ2017PLC096975

Our Company was incorporated as "Naapbooks Private Limited" under the provisions of the Companies Act, 2013 vide Certificate of Incorporation dated April 21, 2017 having CIN U72900GJ2017PLC096975 bearing Registration No. 096975 issued by the Registrar of Companies, Ahmedabad, Gujarat. Further, our Company was converted into a Public Limited Company and the name of our Company was changed to "Naapbooks Limited" vide special resolution dated December 29, 2020. A fresh certificate of incorporation consequent to conversion into public limited Company was issued to our Company by the Registrar of Companies, Ahmedabad on January 7, 2021. Our Company was recognized as a startup pursuant to the Certificate of Recognition number DIPP4092 dated June 27, 2017 issued Department for Promotion of Industry and Internal Trade. For further details, including change in our Registered Office, please refer the chapter "History and Certain Corporate Matters" beginning on Page No. 93 of the Red Herring Prospectus dated August 21, 2021 filed with ROC.

Registered office: Third Floor, Business Broadway Center, above V-Mart, Law Garden, Ahmedabad – 380006, Gujarat, India  
Tel No.: 079-26446872 / +91-90163 23175 | Email: compliance@naapbooks.com | Website: www.naapbooks.com  
Contact Person: Niharika Shah, Company Secretary and Compliance Officer

**PROMOTERS OF COMPANY: ASHISH JAIN, YAMAN SALUJA AND SWATI SINGH**

## THE ISSUE

**INITIAL PUBLIC ISSUE OF 5,39,200 EQUITY SHARES OF ₹ 10/- EACH ("EQUITY SHARES") OF NAAPBOOKS LIMITED ("NBL" OR THE "COMPANY") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE (THE "ISSUE PRICE"), AGGREGATING ₹ [●]\* LAKHS ("THE ISSUE"), OF WHICH 27,200 EQUITY SHARES OF ₹ 10/- EACH WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS MARKET MAKER RESERVATION PORTION I.E. ISSUE OF 5,12,000 EQUITY SHARES OF ₹ [●] EACH IS HERINAFTER REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 29.04% AND 27.58%, RESPECTIVELY OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF THE COMPANY.**

• QIB Portion: Not More than 50% of the Net Issue • Retail Individual Bidders Portion: Not less than 35% of the Net Issue • Non-Institutional Bidders Portion: Not Less than 15% of the Net Issue

**Price Band: ₹ 71/- to ₹ 74/- per Equity Share of Face Value ₹ 10/- each.**

**The Floor Price is 7.1 times of the Face Value and the Cap Price is 7.4 times of the Face Value.**

**Bids can be made for a minimum of 1600 Equity Shares and in multiples of 1600 Equity Shares thereafter.**

**ASBA\***

**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 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.**

Investors have to apply through the ASBA process. \*ASBA has to be availed by all the investors except anchor investor. UPI may be availed by Retail Individual Investors. For details on the ASBA and the UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Issue Procedure" beginning on page 230 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the Stock Exchanges and in the General Information Document.

\*ASBA forms can be downloaded from the websites of BSE Limited ("BSE") can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in.

\*\*List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. ICICI 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. \*For the list of UPI Apps and Banks live on IPO, please refer to the link www.sebi.gov.in. For issue related grievance investors may contact: GYR Capital Private Limited - Mr. Ikshit Shah (+91 8200931018) (info@gyrcapitaladvisors.com).

### Risks to Investors:

- This is the first Issue of the Merchant Banker associated with the Issue
- Average cost of acquisition per Equity Share by our Promoter, Ashish Jain is ₹ 6.79/-, Yaman Saluja is ₹ 0.80/- and Swati Singh ₹ 0.18/- per Equity Shares.
- The Issue Price at the upper end of the Price Band is ₹ 74/- per Equity Share.
- Weighted Average Return on Net worth for Fiscals 2021, 2020 and 2019 is 39.01%

### BASIS FOR ISSUE PRICE

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers on the basis of the assessment of market demand for the Equity Shares through the Book Building Process and on the basis of quantitative and Equity Qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Issue Price is 7.1 times the face value at the lower end of the Price Band and 7.4 times the face value at the higher end of the Price Band. Investors should also refer to "Our Business", "Risk Factors", "Financial Information of the Company" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 78, 23, 113 and 116, respectively of the Red Herring Prospectus, to have an informed view before making an investment decision.

#### Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Issue Price are:

- Quality Assurance and Standard
- Our ability to serve to Growing Domestic Economy and Technological advances with our new age product
- Skilled and dedicated manpower
- Strong customer relationship

For further details regarding some of the qualitative factors, which form the basis for computing the Issue Price, please refer chapter titled "Our Business – Our competitive strengths" beginning on Page No. 78 of this Red Herring Prospectus.

#### Quantitative Factors

The information presented in this section for the Restated financial statements of the Company for the year ended March 31, 2021, 2020 and 2019 prepared in accordance with Indian GAAP, the Companies Act and Restated in accordance with SEBI ICDR Regulations. For more details on financial information, investors please refer the chapter titled "Financial Statements" beginning on Page No. 113 of this Red Herring Prospectus.

Investors should evaluate our Company taking into consideration its earnings and based on its growth strategy. Some of the quantitative factors which may form the basis for computing the price are as follows:

#### 1. Basic and Diluted Earnings / Loss Per Share ("EPS") as adjusted for changes in capital

| Period / Year ended     | Basic & Diluted |         |             |
|-------------------------|-----------------|---------|-------------|
|                         | EPS (in ₹)      | Weights |             |
| March 31, 2019          | 2.46            | 1       |             |
| March 31, 2020          | 5.79            | 2       |             |
| March 31, 2021          | 4.06            | 3       |             |
| <b>Weighted Average</b> |                 |         | <b>4.37</b> |

#### Notes:

- Basic EPS has been calculated as per the following formula:  
Basic EPS (₹) = (Net profit/ (loss) as restated, attributable to Equity Shareholders)/(Weighted average number of Equity Shares outstanding during the year/period)
- Diluted EPS has been calculated as per the following formula:  
Diluted EPS (₹) = (Net profit/ (loss) as restated, attributable to Equity Shareholders)/(Weighted average number of Diluted Equity Shares outstanding during the year/period)
- Basic and Diluted EPS calculations are in accordance with Accounting Standard 20 "Earnings per Share", notified under section 133 of Companies Act, 2013 read together along with paragraph 7 of Companies (Accounting) Rules, 2014.
- The above statement should be read in conjunction with Significant Accounting Policies and Notes to Restated Financial Statements as appearing in the section titled "Financial Information" beginning on Page No. 113 Red Herring Prospectus.
- For detailed calculation of Basic and Diluted EPS, Investors should refer to "Restated Financial Statements" on page 113.

#### 2. Price Earnings Ratio ("P/E") in relation to the Price Band of ₹ 71/- to ₹ 74/- per share of ₹ 10/- each

| Particulars   | P/E at the lower end of the Price Band (number of times) | P/E at the upper end of the Price Band (number of times) |
|---|--|--|
| P/E ratio based on Basic and Diluted EPS as at March 31, 2021 | 17.49  | 18.23  |
| P/E ratio based on Weighted Average EPS                       | 16.23  | 16.93  |

#### 3. Industry Peer Group P/E Ratio\*

|   |        |
|---|--------|
| Highest (Happiest Minds Technologies Limited) | 140.89 |
| Lowest (Tech Mahindra Limited)                | 32.45  |
| Industry Average                              | 70.80  |

Source: Consolidated financial statements for the year ended on March 31, 2021 and closing price as on August 25, 2021 was taken from www.bseindia.com

The Industry has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. Information Technology, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

Average PE has been calculated based on the PE of the peer companies Infosys Limited, Happiest Minds Technologies Limited and Tech Mahindra Limited.

#### 4. Return on Net worth (RoNW)\*

| Period / Year ended     | RoNW (%) | Weight       |
|-------------------------|----------|--------------|
| March 31, 2019          | 53.27    | 1            |
| March 31, 2020          | 55.63    | 2            |
| March 31, 2021          | 23.18    | 3            |
| <b>Weighted Average</b> |          | <b>39.01</b> |

Note: Return on Net worth has been calculated as per the following formula:

RoNW = (Net profit/loss after tax, as restated)/(Net worth excluding revaluation reserve)

#### 5. Net Asset Value (NAV)

Note: Net Asset Value has been calculated as per the following formula:

NAV = (Net worth excluding preference share capital and revaluation reserve)/(Outstanding number of Equity shares at the end of the year/period)

#### 6. Comparison with Industry Peers

We believe following is our peer group which has been determined on the basis of listed public companies comparable in the similar line of segments in which our Company operates i.e. Information Technology, whose business segment in part or full may be comparable with that of our business, however, the same may not be exactly comparable in size or business portfolio on a whole with that of our business.

| Name of the Company                 | EPS (₹) <sup>1)</sup> | Face Value (₹) | P/E Ratio <sup>2)</sup> | RoNW <sup>3)</sup> | NAV Per Share (₹) <sup>4)</sup> |
|-------------------------------------|-----------------------|----------------|-------------------------|--------------------|---------------------------------|
| Peer Group(1)                       |                       |                |                         |                    |                                 |
| Infosys Limited                     | 42.37                 | 5.00           | 39.06                   | 26.23%             | 167.89                          |
| Happiest Minds Technologies Limited | 11.71                 | 10.00          | 140.89                  | 27.10%             | 38.56                           |
| Tech Mahindra Limited               | 10.16                 | 5.00           | 32.45                   | 17.47%             | 258.38                          |
| <b>The Company</b>                  |                       |                |                         |                    |                                 |
| Naapbooks Limited                   | 4.06                  | 10.00          | [●]                     | 23.18%             | 15.37                           |

#### Note:

- The peer group figures based on audited standalone financials as on and for the year ended March 31, 2021.
- EPS figures based on basic EPS.
- P/E figures for the peer is computed based on closing market price as on August 25, 2021, of relevant peer companies as available at BSE, (available at www.bseindia.com) divided by Basic EPS for FY 2021 reported in the filings made with stock exchanges.
- Based on the Issue Price to be determined on conclusion of book building process and the basic EPS of our Company.
- Return on net worth (%) = Net profit after tax \* 100 / Net worth at the end of the year.
- Net Asset value per share = Net worth at the end of the year / No. of shares outstanding at the end of year.

#### 7. The Issue price is [●] times of the face value of the Equity Shares.

The Issue Price of ₹ [●] has been determined by our Company in consultation with the BRLM, on the basis of demand from investors for Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business", and "Financial Information of the Company" on pages 23, 78 and 113, respectively of the Red Herring Prospectus, to have a more informed view. The trading price of the Equity Shares could decline due to the factors mentioned in the "Risk Factors" and you may lose all or part of your investments.

**For further details, please see the chapter titled "BASIS FOR ISSUE PRICE" beginning on page 66 of the RHP**

## BID / ISSUE PROGRAM

## BID/ISSUE OPENS ON: WEDNESDAY, SEPTEMBER 01, 2021 BID/ISSUE CLOSURES ON: MONDAY, SEPTEMBER 06, 2021

In case of any revisions in the Price Band, the Bid/Issue Period will be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Issue Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Issue Period for a minimum of three Working Days, subject to the Bid/Issue Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Issue Period, if applicable, will be widely disseminated by notification to the Stock Exchange, by issuing a press release, and also by indicating the change on the website of the Book Running Lead Managers and the terminals of the other members of the Syndicate and by intimation to SCSBs, the Sponsor Bank, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents.

The Issue is being made through the Book Building Process, in terms of Rule 19(2)(b)(i) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 253 of the SEBI ICDR Regulations, wherein not more than 50% of the Net Issue shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs") (the "QIB Portion"). 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders, including Mutual Funds, subject to valid Bids being received at or above the Issue 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 QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Issue shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Issue shall be available for allocation to Retail Individual Investors in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Issue Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilize the Application Supported by Blocked Amount ("ASBA") process providing details of their respective bank account (including UPI ID for RIIs using UPI Mechanism), in which the corresponding Bid Amounts will be blocked by the SCSBs or the Sponsor Bank, as applicable. Anchor Investors are not permitted to participate in the Issue through the ASBA process. For details, see "Issue Procedure" on page 147 of the Red Herring Prospectus.

**Bidders / Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorized the Depositories to provide to the Registrar to the Issue, any requested Demographic Details of the Bidders/Applicants as available on the records of the depositories. These Demographic Details may be used, among other things, for or unblocking of ASBA Account or for other correspondence(s) related to an Issue. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Applicants' sole risk. Bidders / Applicants should ensure that PAN, DP ID and the Client ID are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.**

**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 Certain Corporate Matters" on page 93 of the Red Herring 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 200 of the Red Herring Prospectus.

**Liability of Members of the Company:** Limited by shares.

**AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE:** The Authorised share capital of the Company is ₹2,00,00,000 divided into 20,00,000 Equity Shares of ₹ 10 each. The issued, subscribed and paid-up share capital of the Company before the Issue is ₹1,31,74,000 divided into 13,17,400 Equity Shares of ₹ 10 each. For details of the Capital Structure, see "Capital Structure" on the page 49 of the Red Herring 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: Mr. Ashish Jain - 4,490 Equity Shares, Mr. Nirmal Jain - 5,000 Equity Shares, Mr. Yaman Saluja - 500 Equity Shares, Mr. Abhishek Jain - 10 Equity Shares, aggregating to 10,00 Equity Shares of ₹ 10/- each. On November 28, 2020. For details of the Capital Structure, see "Capital Structure" on the page 49 of the Red Herring Prospectus.

**LISTING:** The Equity Shares issued through the Red Herring Prospectus are proposed to be listed on the BSE Startup Platform. Our Company has received an 'in-principle' approval from the BSE for the listing of the Equity Shares pursuant to letter dated August 09, 2021. For the purposes of the Issue, the Designated Stock Exchange shall be Startup Platform of BSE Limited. A signed copy of the Red Herring Prospectus has been submitted with the ROC on August 24, 2021 and Prospectus shall be submitted for registration 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 Red Herring Prospectus up to the Bid / Issue Closing Date, see "Material Contracts and Documents for Inspection" on page 200 of the Red Herring 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 Draft Red Herring Prospectus/Red Herring Prospectus was filed with SEBI. In terms of the SEBI Regulations, the SEBI shall not issue any observation on the Offer Document. Hence there is no such specific disclaimer clause of SEBI. However, investors may refer to the entire Disclaimer Clause of SEBI beginning on page 135 of the RHP.

**DISCLAIMER CLAUSE OF BSE (THE DESIGNATED STOCK EXCHANGE):** It is to be distinctly understood that the permission given by BSE SME Limited ("BSE") should not in any way be deemed or construed that the offer document has been cleared or approved by BSE 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 136 of the Red Herring Prospectus for the full text of the Disclaimer clause of BSE Limited.

**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 Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 23 of the Red Herring Prospectus.

| BOOK RUNNING LEAD MANAGER   | REGISTRAR TO THE ISSUE   | COMPANY SECRETARY AND COMPLIANCE OFFICER   |
|---|--|--|
| <br><b>GYR CAPITAL ADVISORS PRIVATE LIMITED</b><br>428, Gala Empire, Near T.B. Tower Drive In Road, Thaltej, Ahmedabad – 380054, Gujarat, India<br>Tel No.: +91 – 82009 31018   Fax No.: N.A.<br>Email: info@gyrcapitaladvisors.com<br>Website: www.gyrcapitaladvisors.com<br>Investor Grievance Email: info@gyrcapitaladvisors.com<br>Contact Person: Ikshit Shah<br>SEBI Registration No.: INM000012810 | <br><b>KFIN TECHNOLOGIES PRIVATE LIMITED</b><br>Selenium Tower-B, Plot No. 31-32, Gachibowli, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.<br>Tel. No.: +91-40-6716-2222<br>Fax No.: +91-40-2343-1551<br>Email: naapbooks.ipo@kfinance.com<br>Website: www.kfinance.com<br>Investor Grievance Email: einward.ris@kfinance.com<br>Contact Person: M Murali Krishna<br>SEBI Registration No.: INR000002221 | <br><b>NAAPBOOKS LIMITED</b><br>CS Niharika Shah<br>Third Floor, Business Broadway Center Above V-Mart, Law Garden Ahmedabad-380006<br>Tel No: +91 – 079 – 26446872<br>Email: compliance@naapbooks.com<br>Website: www.naapbooks.com<br>Investors can contact the Company Secretary and Compliance Officer or the BRLMs 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. |

**AVAILABILITY OF RED HERRING PROSPECTUS:** Investors are advised to refer to the Red Herring Prospectus and the Risk Factors contained therein before applying in the Issue. Full copy of the Red Herring Prospectus is available on the website of the SEBI at www.sebi.gov.in, website of the Company at www.naapbooks.com, the website of the BRLM to the Issue at www.gyrcapitaladvisors.com, the website of BSE i.e. www.startupsbse.com, respectively.

**AVAILABILITY OF BID-CUM-APPLICATION FORMS:** Bid-Cum-Application forms can be obtained from the Registered Office of the Company: Naapbooks Limited, Telephone: +91 – 079 – 26446872; BRLM: GYR Capital Advisors Private Limited, Telephone: +91 8200931018 and the Syndicate Member: Beeline Broking Limited Telephone: +91 79 – 6666 4040 and at the selected locations of the Sub-Syndicate Members, Registered Brokers, RTAs and CDPs participating in the Issue. Bid-cum-application Forms will also be available on the websites of BSE Limited and the designated branches of SCSBs, the list of which is available at websites of the stock exchanges and SEBI.

**ESCROW COLLECTION BANK/ REFUND BANK/ PUBLIC ISSUE ACCOUNT BANK/ SPONSOR BANK:** ICICI Bank Limited. UPI: Retail Individual 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 Red Herring Prospectus.**

**On behalf of the Board of Directors  
For Naapbooks Limited**

**Sd/-  
Ashish Jain  
Director & Chief Executive Officer**

**Place : Ahmedabad  
Date: August 25, 2021**

**Disclaimer:** Naapbooks 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 the Registrar of Companies, Ahmedabad on August 24, 2021 and thereafter with the BSE and the Stock Exchanges. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.naapbooks.com, the website of the BRLM to the Issue at www.gyrcapitaladvisors.com, the website of BSE i.e. www.startupsbse.com, 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 RHP including the section titled "Risk Factors" beginning on page 23. The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") 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 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 and the applicable laws of each jurisdiction where such issues and sales are made. There will be no public offering in the United States.