CMP: ₹ 1,627

PVR Ltd (PVRLIM)

Target: ₹ 1,900 (17%)

Target Period: 12 months

October 25, 2021

Strong content line-up ahead...

About the stock: PVR Ltd is the market leader in terms of multiplex screen count in India. Currently, it operates 855 screens in 178 cinemas in 72 cities in India and Sri Lanka with an aggregate seating capacity of ~1.81 lakhs seats.

With leadership in high realisation key markets of Maharashtra/NCR, it enjoys superior ATP, SPH and advertisement compared to peers

Q2FY22 Results: PVR reported weak Q2FY22 results as expected.

- Reported revenue came in at ₹ 120.3 crore, (up ~197% on washout base). PVR reported box office revenue of ₹ 53.1 crore and ad revenues of ₹ 7.7 crore. The company reported ₹ 44.5 crore of F&B revenues and ₹ 5.1 crore of movie distribution revenues
- EBITDA loss (without impact of Ind AS116) was at ₹ 115.4 crore vs. EBITDA loss of ₹ 121.5 crore in Q1. On a reported basis, EBITDA loss was at ₹ 68.1 crore
- The reported net loss was lower at ₹ 153.1 crore largely due to inclusion of rental waiver of ₹ 133.2 crore as other income

What should investors do? PVR's share price has grown by ~35% over the past five years (from ~₹ 1204 in October 2016 to ~₹ 1627 levels in October 2021).

We maintain BUY rating on the company

Target Price and Valuation: We value PVR at ₹ 1900 i.e. 15x FY23E EV/EBITDA.

Key triggers for future price performance:

- Reopening of theatres to drive recovery in footfalls/revenues with release of big budget Hindi/Hollywood movies lined up
- The company is likely to have ~10% permanent saving in costs (ex-rental) given the rationalisation measures
- Consolidation (10-15% single screens may be shut permanently) which will drive increased market share of multiplexes

Alternate Stock Idea: Apart from PVR, among multiplex we like Inox Leisure.

- A play on footfall recovery post pandemic and strong balance sheet
- BUY with a target price of ₹ 495



BUY



Particulars	
Particulars	Amount
Market Capitalization (₹ Crore)	9,888
Total Debt (FY21) (₹ Crore)	1,352
Cash & Equi. (FY21) (₹ Crore)	732
EV (₹ crore)	10,685
52 week H/L (₹)	1760 / 988
Equity capital (₹ crore)	6.1
Face value (₹)	10.0

Shareholding pattern										
	Dec-20	Mar-21	Jun-21	Sep-21						
Promoters	18.8	17.1	17.1	17.0						
DII	13.9	16.3	18.2	17.8						
Flls	38.5	42.6	38.2	37.8						
Other	28.9	24.0	26.6	27.3						



Key risks

Key Risk: (i) Sustained smaller window between OTT and cinema release; (ii) Longer than expected tail of pandemic

Research Analyst

Bhupendra Tiwary, CFA bhupendra.tiwary@icicisecurities.com

Key Financial Summary							
(Year-end March)	FY19	FY20	FY21E	5 yr CAGR (FY16-21)	FY22E	FY23E	3 yr CAGR (FY20-23)
Net Sales (₹ crore)	3,085.6	3,414.4	280.0	(60.0)	1,685.4	3,683.2	2.6
EBITDA (₹ crore)	586.3	1,076.6	(334.9)	PL	401.6	1,338.3	7.5
Net Profit (₹ crore)	183.2	27.3	(747.8)	PL	(337.3)	203.5	95.4
EPS (₹)	39.2	5.3	(123.1)		(55.5)	33.5	
P/E (x)	41.5	306.1	(13.2)		(29.3)	48.6	
Price / Book (x)	5.1	5.6	5.4		6.7	5.9	
EV/EBITDA (x)	19.0	13.6	(42.3)		35.8	7.5	
RoCE (%)	14.1	8.5	(6.3)		0.5	26.6	
RoE (%)	12.2	1.8	(40.8)		(22.8)	12.2	



Key performance highlight and outlook

Weak Q2; strong growth ahead on washout base

Given that screens had opened in a staggered manner from August, 2021 onwards, the performance of Q2 was weak. Furthermore, closure of Maharashtra screens meant, no major Hindi releases except *Bellbottom*. The management expects big budget releases from November onwards led by festive season and complete reopening of screens. We bake in 40 screens addition in FY22E and 90 screens addition in FY23E. Consequently, we build in footfalls growth of 2.3% CAGR in FY20-23E to 109 mn coupled with 1% CAGR in ATP to lead to 3.4% FY20-23E CAGR in net box office revenues to ₹ 1915 crore. FaB revenue CAGR is estimated at 4.3% over FY20-23E leading to a total of ₹ 1076 crore. Ad revenue is expected to take longer to recover. We expect ad revenue of ₹ 370 crore in FY23E (similar to FY20). We incorporate strong recovery from H2FY22 and expect FY23 to witness all variables back to pre-Covid levels.

Rental waiver renegotiation largely done; liquidity healthy

The company indicated that they have negotiated rent and CAM in ~80% of the properties and expect negotiations for the remaining properties to be completed soon. The company achieved rental discount of ~75% in H1FY22. Further, the company has also negotiated discounts on rentals on certain properties for Q3, Q4 with no clawback clause. We note that in FY21, waivers on rent and CAM for the majority of their properties resulted in a 71% reduction in charges. With ₹ 1100 crore of equity raise and new debt raise, the company currently has gross liquidity of ~₹ 713 crore, including undrawn limits (net debt at ~₹ 914 crore), which should help to offset any cash shortfall initially.

Conference call highlights

- OTT release window shorter currently; to revert back to eight weeks
 eventually: As per the management, the window between theatrical and
 OTT release is currently four weeks for all Bollywood/regional movies.
 However, it is likely to revert back to eight weeks once the situation
 normalises. There has been no meaningful change in PVR's revenue sharing
 terms with distributors except for few percentage points here and there.
- KPI: In Q2FY22, ATP was at ₹ 203, up 5.2% QoQ, while SPH was at ₹ 128, up 33% QoQ. Footfall was at 3.2 mn
- Screen addition: The company added seven screens in Q2 and six thereafter
 in Q3 so far. It indicated that it would recommence capex plan once the
 business normalises. However, they mentioned that the company would
 continue to add 80-100 screens per year, going ahead, once the situation
 normalises.
- Ad revenues: The management indicated that ad revenues will take some time for recovery and will be function of how content fares

We continue to believe PVR is a proxy play on urban/semi urban discretionary spends. We expect the recovery to be a function of speed of vaccination and response to new content. We maintain **BUY** as we believe that recovery with increased vaccination push will be sharp. We assign FY23E EV/EBITDA multiple of 15x with a target price of ₹ 1900/share.



Exhibit 1: Variance An		OSEVSSE	0.2EV.21	01EV21	V-V /0/ \	0-0 (0/)	Commente
n	Q2FY22	Q2FY22E	Q2FY21	Q1FY21	YoY (%)	QoQ (%)	Comments
Revenue	120.3	101.0	40.5	12.7	197.5	847.4	
Other Income	154.9	12.0	70.2	42.7	120.8	263.2	Company recognised ₹ 133.2 crore out of rent concessions as other income
Employee Expenses	56.0	51.3	40.7	68.2	37.6	-17.9	
Film Distributors share	26.3	20.8	0.3	0.0	8,650.0	NA	
F&B Cost	13.8	9.3	1.7	0.0	709.4	1,838.0	
Rent	0.0	0.0	0.0	0.7	709.4 NA	1,030.U NA	
Repairs and Maintenance	92.5	85.0	81.9	59.7	12.9	54.8	
EBITDA	-68.1	-65.4	-84.2	-115.9	-19.0	-41.2	
EBITDA Margin (%)	-56.6	-64.7	-208.1	-912.7 °	15144 bps	85605 bps	
Depreciation	148.7	143.0	141.9	144.5	4.8	2.9	
Interest	123.5	123.7	122.9	124.0	0.5	-0.4	
Less: Exceptional Items	0.0	0.0	0.0	0.0	NA	NA	
Total Tax	-32.2	-105.6	-95.1	-116.2	-66.2	-72.3	
PAT	-153.1	-214.9	-184.0	-225.6	-16.8	-32.1	
Key Metrics							
Footfalls (mn)	3.2	3.0	0.0	1.5		113.3	
Occupancy (%)	4.0	3.8	0.0	1.9			
SPH (₹)	128.0	100.3	0.0	96.0		33.3	
ATP (₹)	203.0	193.0		191.0		6.3	

Source: Company, ICICI Direct Research

Exhibit 2: Change in	n estimates						
		FY22E			FY23E		Comments
(₹ Crore)	Old	New	% Change	Old	New	% Change	
Revenue	1,857.6	1,685.4	-9.3	3,699.4	3,683.2	-0.4	
EBITDA	459.2	401.6	-12.6	1,348.8	1,338.3	-0.8	
EBITDA Margin (%)	24.7	23.8	-89 bps	36.5	36.3	-13 bps	
PAT	-366.6	-337.3	NM	204.9	203.5	-0.7	
EPS (₹)	-60.3	-55.5	NM	33.7	33.5	-0.7	

Source: Company, ICICI Direct Research

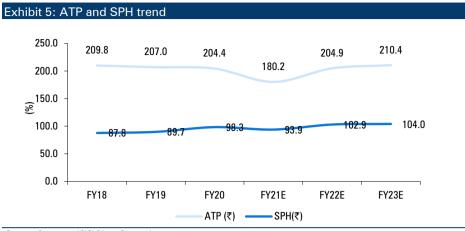
Exhibit 3: Change in estimates - ex- Ind-AS 116											
		FY22E			FY2	3E	Comments				
(₹ Crore)	Old	New	% Change	Old	New	% Change					
Revenue	1,857.6	1,685.4	-9.3	3,699.4	3,683.2	-0.4					
EBITDA	190.3	163.6	-14.0	791.5	781.0	-1.3					
EBITDA Margin (%)	10.2	9.7	-54 bps	21.4	21.2	-19 bps					
PAT	-89.6	-129.9	NM	344.1	337.1	-2.0					
EPS (₹)	-17.4	-25.3	NM	56.6	55.5	-2.0					

Source: Company, ICICI Direct Research

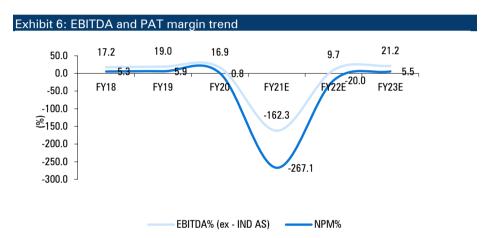
Exhibit 4: Assumpti	ons						
				Current		Earli	
	FY19	FY20	FY21	FY22E	FY23E	FY22E	FY23E
Footfalls (mn)	99.3	101.7	6.8	51.9	109.0	58.1	110.5
SPH (₹)	90	98	94	103	104	102	102
ATP (₹)	207	204	180	205	210	206	210



Financial story in charts



Source: Company, ICICI Direct Research



Source: Company, ICICI Direct Research

Exhibit 7: Proforma P&L (ex- Ind-A	S)			
(Year-end March)	FY20	FY21	FY22E	FY23E
Total operating Income	3,414.4	280.0	1,685.4	3,683.2
Growth (%)	10.7	-91.8	501.9	118.5
Film Distributors Cost	733.5	47.2	383.7	823.4
F&B Cost	263.7	25.8	147.2	301.4
Employee Expenses	393.8	217.1	237.2	289.7
Other Expenses	1,447.4	444.5	753.7	1,487.8
Total Operating Expenditure	2,838.3	734.5	1,521.7	2,902.3
EBITDA	576.1	-454.5	163.6	781.0
Growth (%)	-1.7	-178.9	NM	377.3
Margins (%)	16.9	-162.3	9.7	21.2
Depreciation	232.4	238.3	236.0	243.1
Interest	152.1	149.0	156.0	147.2
Other Income	37.8	30.4	57.2	60.0
Exceptional Items	0.0	0.0	0.0	0.0
PBT	229.4	-811.4	-171.1	450.6
MI/PAT from associates	0.1	0.2	-0.3	0.8
Total Tax	97.8	-146.3	-41.0	113.6
PAT	131.5	-665.2	-129.9	337.1
Growth (%)	-28.2	NM	NM	NM
EPS (₹)	25.6	-109.5	-21.4	55.5



Exhibit 8: KPI				
(Year-end March)	FY20	FY21	FY22E	FY23E
Box office Revenues	1,732	102	885	1,915
YoY	6%	-94%	769%	116%
F&B	949	76	518	1,076
YoY	12%	-92%	585%	108%
Ad	376	18	115	370
YoY	6%	-95%	544%	223%
Others	358	85	168	322
YoY	43%	-76%	98%	92%
ATP	204	180	205	210
YoY	-1%	-12%	14%	3%
Footfalls (mn)	102	7	52	109
YoY	2%	-93%	663%	110%
Screens	845	842	882	972
Net Debt	971	620	286	142
RoCE (post tax)	11.1	(14.9)	5.3	18.7
RoE	8.1	(52.7)	(11.5)	22.9



Financial Summary

Exhibit 9: Profit and loss statement									
(Year-end March)	FY20	FY21E	FY22E	FY23E					
Total operating Income	3,414.4	280.0	1,685.4	3,683.2					
Growth (%)	10.7	-91.8	501.9	118.5					
Film Distributors Cost	733.5	47.2	383.7	823.4					
F&B Cost	263.7	25.8	147.2	301.4					
Employee Expenses	393.8	217.1	237.2	289.7					
Other Expenses	946.9	324.9	515.7	930.5					
Total Operating Expenditure	2,337.9	614.9	1,283.8	2,345.0					
EBITDA	1,076.6	-334.9	401.6	1,338.3					
Growth (%)	83.6	-131.1	-219.9	233.3					
Depreciation	542.5	574.8	576.6	611.3					
Interest	481.8	497.8	494.3	486.5					
Other Income	37.8	469.3	212.1	60.0					
Exceptional Items	0.0	0.0	0.0	0.0					
PBT	90.1	-938.3	-457.3	300.5					
MI/PAT from associates	0.1	0.2	-0.3	0.8					
Total Tax	62.7	-190.6	-119.8	96.2					
PAT	27.3	-747.8	-337.3	203.5					
Growth (%)	-85.1	-2,839.2	-54.9	-160.4					
EPS (₹)	5.3	-123.1	-55.5	33.5					

Source: Company, ICICI Direct Research

Exhibit 10: Cash flow statement								
(Year-end March)	FY20	FY21E	FY22E	FY23E				
PAT	27.3	-747.8	-337.3	203.5				
Add: Depreciation	542.5	574.8	576.6	611.3				
Add: Interest Paid	481.8	497.8	494.3	486.5				
(Inc)/dec in Current Assets	-49.6	160.2	-52.1	-135.1				
Inc/(dec) in CL and Provisions	-87.3	-185.5	-76.9	227.4				
Others	0.0	0.0	0.0	0.0				
CF from operating activities	914.6	299.5	604.6	1,393.6				
(Inc)/dec in Investments	8.3	0.5	0.0	0.0				
(Inc)/dec in Fixed Assets	-306.4	-139.2	-200.0	-500.0				
Others	183.9	-412.1	437.5	-249.1				
CF from investing activities	-114.2	-550.8	237.5	-749.1				
Issue/(Buy back) of Equity	500.0	305.4	0.0	0.0				
Inc/(dec) in loan funds	12.3	57.2	-50.0	-150.0				
Dividend paid & dividend tax	-36.0	0.0	-14.2	-14.2				
Less: Interest Paid	481.8	497.8	494.3	486.5				
Others	-1470.3	-200.1	-988.6	-973.0				
CF from financing activities	-512.3	660.4	-558.5	-650.7				
Net Cash flow	288.1	409.1	283.6	-6.3				
Opening Cash	34.1	322.3	731.4	1015.0				
Closing Cash	322.3	731.4	1015.0	1008.8				

Source: Company, ICICI Direct Research

Exhibit 11: Balance Sheet				₹ crore
(Year-end March)	FY20	FY21E	FY22E	FY23E
Liabilities				
Equity Capital	51.4	60.8	60.8	60.8
Reserve and Surplus	1,428.9	1,772.6	1,421.1	1,610.5
Total Shareholders funds	1,480.2	1,833.4	1,481.9	1,671.2
Total Debt	1,294.7	1,351.9	1,301.9	1,151.9
Others	3,933.8	3,782.3	4,320.5	4,536.4
Total Liabilities	6,708.7	6,967.6	7,104.4	7,359.6
Assets				
Total Fixed Assets	1,984.0	1,884.8	1,848.9	2,105.8
Investments	1.7	1.2	1.2	1.2
Right of Use	3,004.7	2,755.4	2,455.6	2,492.4
Goodwill on Consolidation	1,052.0	1,052.0	1,052.0	1,052.0
Debtors	189.3	30.7	92.3	201.8
Inventory	30.7	25.0	23.1	30.3
Loans and Advances	8.7	7.6	7.6	7.6
Other Current Assets	201.5	206.7	199.0	217.4
Cash	322.3	731.4	1,015.0	1,008.8
Total Current Assets	752.4	1,001.4	1,337.1	1,465.9
Total Current Liabilities	720.5	535.0	458.1	685.4
Net Current Assets	31.9	466.4	879.0	780.5
Other Non Current Assets	634.4	807.7	867.7	927.7
Application of Funds	6,708.7	6,967.6	7,104.4	7,359.6

Source: Company, ICICI Direct Research

Exhibit 12: Key ratios				
(Year-end March)	FY20	FY21E	FY22E	FY23E
Per share data (₹)				
EPS (Diluted)	5.3	-123.1	-55.5	33.5
Cash EPS	111.0	-28.5	39.4	134.1
BV	288.3	301.7	243.9	275.1
DPS	2.6	2.2	2.2	2.2
Cash Per Share	62.8	120.4	167.1	166.0
Operating Ratios (%)				
EBITDA Margin	31.5	-119.6	23.8	36.3
EBIT / Net Sales	15.6	-324.9	-10.4	19.7
PAT Margin	0.8	-267.1	-20.0	5.5
Inventory days	3.3	32.5	5.0	3.0
Debtor days	20.2	40.0	20.0	20.0
Creditor days	33.4	264.8	33.0	33.0
Return Ratios (%)				
RoE	1.8	-40.8	-22.8	12.2
RoCE	8.5	-6.3	0.5	26.6
RoIC	27.7	-53.1	-9.8	36.8
Valuation Ratios (x)				
P/E	306.1	-13.2	-29.3	48.6
EV / EBITDA	13.6	-42.3	35.8	7.5
EV / Net Sales	4.3	50.6	8.5	2.7
Market Cap / Sales	2.9	35.3	5.9	2.7
Price to Book Value	5.6	5.4	6.7	5.9
Solvency Ratios				
Net Debt/EBITDA	0.9	-1.8	0.7	0.1
Net Debt / Equity	0.7	0.3	0.2	0.1
Current Ratio	1.3	1.2	1.9	1.2
Quick Ratio	1.2	1.1	1.8	1.2

RATING RATIONALE

ICICI Direct endeavours to provide objective opinions and recommendations. ICICI Direct assigns ratings to its stocks according -to their notional target price vs. current market price and then categorizes them as Buy, Hold, Reduce and Sell. The performance horizon is two years unless specified and the notional target price is defined as the analysts' valuation for a stock

Buy: >15%

Hold: -5% to 15%;

Reduce: -15% to -5%;

Sell: <-15%



Pankaj Pandey

Head - Research

pankaj.pandey@icicisecurities.com

ICICI Direct Research Desk, ICICI Securities Limited, 1st Floor, Akruti Trade Centre, Road No 7, MIDC, Andheri (East) Mumbai – 400 093 research@icicidirect.com



ANALYST CERTIFICATION

I/We, Bhupendra Tiwary, CFA, MBA, Research Analysts, authors and the names subscribed to this report, hereby certify that all of the views expressed in this research report accurately reflect our views about the subject issuer(s) or securities. We also certify that no part of our compensation was, is, or will be directly or indirectly related to the specific recommendation(s) or view(s) in this report. It is also confirmed that above mentioned Analysts of this report have not received any compensation from the companies mentioned in the report in the preceding twelve months and do not serve as an officer, director or employee of the companies mentioned in the report.

Terms & conditions and other disclosures:

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

ICICI Securities is Sebi registered stock broker, merchant banker, investment adviser, portfolio manager and Research Analyst. ICICI Securities is registered with Insurance Regulatory Development Authority of India Limited (IRDAI) as a composite corporate agent and with PFRDA as a Point of Presence. ICICI Securities Limited Research Analyst SEBI Registration Number – INH000000990. ICICI Securities Limited SEBI Registration is INZ000183631 for stock broker. ICICI Securities is a subsidiary of ICICI Bank which is India's largest private sector bank and has its various subsidiaries engaged in businesses of housing finance, asset management, life insurance, general insurance, venture capital fund management, etc. ("associates"), the details in respect of which are available on www.icicibank.com.

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

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

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

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

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

This report is based on information obtained from public sources and sources believed to be reliable, but no independent verification has been made nor is its accuracy or completeness guaranteed. This report and information herein is solely for informational purpose and shall not be used or considered as an offer document or solicitation of offer to buy or sell or subscribe for securities or other financial instruments. Though disseminated to all the customers simultaneously, not all customers may receive this report at the same time. ICICI Securities will not treat recipients as customers by virtue of their receiving this report. Nothing in this report constitutes investment, legal, accounting and tax advice or a representation that any investment or strategy is suitable or appropriate to your specific circumstances. The securities discussed and opinions expressed in this report may not be suitable for all investors, who must make their own investment decisions, based on their own investment objectives, financial positions and needs of specific recipient. This may not be taken in substitution for the exercise of independent judgment by any recipient. The recipient should independently evaluate the investment risks. The value and return on investment may vary because of changes in interest rates, foreign exchange rates or any other reason. ICICI Securities accepts no liabilities whatsoever for any loss or damage of any kind arising out of the use of this report. Past performance is not necessarily a guide to future performance. Investors are advised to see Risk Disclosure Document to understand the risks associated before investing in the securities markets. Actual results may differ materially from those set forth in projections. Forward-looking statements are not predictions and may be subject to change without notice.

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

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

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

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

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

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

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

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

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

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