

All-time high margins lift profitability...

About the stock: TCI is a leading provider of integrated multimodal logistics and supply chain solutions. The company has six+ decades of experience and moves nearly 2.5% of India's GDP by value

- TCI has 9000+ trucks in operation, six owned coastal ships, 12 million square feet warehousing space, 900 offices
- In FY21, freight formed 52% of revenues while SCM and coastal shipping contributed 34% and 14%, respectively

Q1FY22 Results: TCI reported strong results, beating estimate on all fronts.

- Revenues grew 86% YoY to ₹ 611 crore, led by freight/SCM/shipping revenue growth of 82%, 106%, 68%, respectively
- Absolute EBITDA grew 155% to ₹ 71 crore (EBITDA margins expanded 315 bps to 11.6%)
- Subsequently, PAT grew 4x to ₹48 crore

What should investors do? TCI has been continually improving its margin profile by efficiently handling its fleet utilisation and other cost control measures, which has led to a sharp run-up in the stock.

- We remain positive on the stock and maintain our BUY recommendation

Target Price and Valuation: We value the stock at ₹ 520 (SOTP).

Key triggers for future price performance: TCI captures higher wallet share of its customers by providing diversified range of services via a single window. The variety of services also helps TCI to ride over volatile periods

- Higher online purchases leading to shifts in supply chains
- Strong fundamentals (b/s, CF) together with improvement in margins and higher asset turnover, is expected to push return ratios to 16-17% in FY23

Alternate Stock Idea: Apart from TCI, we remain positive on Mahindra Logistics.

- Mahindra Logistics is an end to end 3PL logistics solution provider, from performing milk run to in-factory logistics, warehousing to first mile and last mile logistics
- Continued momentum in the non-auto segment of MLL will drive higher contribution from the value added services and thereby improve its margins as well as opportunity to capture higher wallet share of existing customers



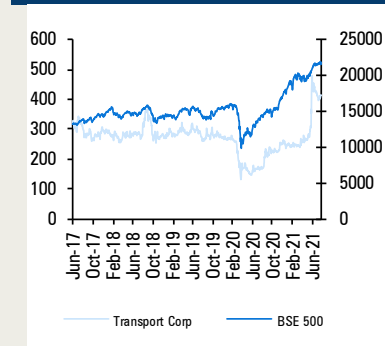
Particulars

Market Cap. (₹ cr)	3,246
Total Debt (FY21) (₹ Cr)	234.7
Cash and Investment (FY21) (₹)	39.5
EV (₹ Crore)	2109.6
52 week H/L	510/170
Equity Capital (₹ Crore)	15.3
Face Value (₹)	2.0

Shareholding pattern

(in %)	Sep-20	Dec-20	Mar-21	Jun-21
Promoter	66.7	66.8	66.7	66.7
Others	33.3	33.2	33.3	33.3

Price Chart



Recent event & key risks

- Acquired seventh cargo ship
- **Key Risk:** (i) Continued hikes in the diesel prices (ii) Slower pick-up in auto sector

Research Analyst

Bharat Chhoda
bharat.chhoda@icicisecurities.com

Harshal Mehta
harshal.mehta@icicisecurities.com

Key Financial Summary

(Year-end March)	FY19	FY20	FY21	5 Years CAGR (FY16-21)	FY22E	FY23E	CAGR
Revenues (₹ crore)	2,753.7	2,717.8	2,802.4	10.2%	3,142.4	3,721.3	15.2%
EBITDA (₹ crore)	249.5	240.5	261.2	15.1%	330.0	398.2	23.5%
Adjusted Net Profit (₹ crore)	144.4	142.4	147.1	21.1%	215.0	269.5	35.3%
EPS (₹)	18.6	18.3	18.9		27.7	34.7	
P/E (x)	23.5	23.9	22.8		15.7	12.6	
Price / Book (x)	3.8	3.3	2.9		2.5	2.1	
EV/EBITDA (x)	14.6	14.9	13.2		10.3	8.3	
RoCE (%)	14.2	12.4	13.3		16.0	17.4	
RoNW (%)	16.3	14.0	12.9		16.0	16.9	

Source: Company, ICICI Direct Research

Key takeaways

Q1FY22 Results: Robust performance in spite of QoQ de-growth in revenues

- The momentum of economic recovery has been slow due to demand side issues but volume growth is visible across sectors
- TCI will continue to focus on core segments such as e-commerce, chemical, pharma and cross border deliveries
- On the EBIT front, seaways comprised 50% of consolidated EBIT, followed by SCM and transportation

Q1FY22 Earnings Conference Call highlights

- The management has guided for 10-12% revenue growth and 15-20% PAT growth in FY22, RoCE of 20%+
- Inventory build-up has begun in July due to the upcoming festive season
- The management expects dry dock of ships to start from Q2 onwards (one ship per month)
- Less than truck load (LTL) continues to pick up traction, the management expects LTL to reach 40% of freight segment in FY25 (currently at 33%)
- On a YoY basis, freight rates have gone up by 10-20% due to higher fuel prices, less capacities (higher cost for transporter), higher imbalances
- Net debt was at ₹ 151 crore in Q1FY22
- Total 95% of the shipping business is domestic and, hence, less impacted by global freight hikes
- Automotive rakes help move bulk in one go from factory to dealers. Due to higher volumes, the business has become viable (since cargo mismatch exists in such a transport)
- TCI is receiving queries from automotive customers regarding 4PL opportunity; and 3PL from chemical, FMCG companies
- Movement in July is back to last year's levels and 75% of March levels

Exhibit 1: Variance Analysis

	Q1FY22	Q1FY22E	Q1FY21	YoY (%)	Q4FY21	QoQ (%)	Comments
Revenue	610.8	590.6	328.0	86.2	796.6	-23.3	YoY sharp upmove in revenues due to different nature of lockdown in second wave (local vs central lockdown)
Operating Expenses	483.5	478.4	258.7	86.9	641.6	-24.6	
Employee Expenses	39.1	35.4	28.9	35.4	42.5	-8.0	
Administrative & Oth Expenses	17.1	23.0	12.6	36.1	27.1	-36.7	
Total Expense	539.7	536.8	300.1	79.8	711.1	-24.1	
EBITDA	71.1	53.7	27.9	155.2	85.6	-16.9	
EBITDA Margin (%)	11.6	9.1	8.5	315 bps	10.7	90 bps	Margins better than estimates due to better product mix and lower expenses
Depreciation	23.4	24.4	19.5	19.6	26.8	-12.8	
Interest	4.1	5.7	7.0	-41.4	5.6	-27.1	
Other Income	10.7	7.9	8.9	20.0	10.5	1.3	
Exceptional Gain/Loss	0.0	0.0	0.0	0.0	-3.5	0.0	
PBT	54.3	31.6	10.3	429.0	60.2	-9.8	
Total Tax	5.9	5.7	0.4	1,348.8	7.3	-19.1	
PAT	48.4	25.9	9.9	390.8	52.9	-8.5	In-sync with operational performance
Key Metrics	Q1FY22	Q1FY22E	Q1FY21	YoY	Q4FY21	QoQ	
Freight Division	287.8	292.0	157.8	82.3	387.1	-25.7	
Supply Chain Solutions	214.5	211.2	105.6	103.1	292.4	-26.6	Revival in automotive demand and growth in e-commerce and FMCG, remains key for health of SCM segment
Seaways	115.0	88.7	68.2	68.6	130.1	-11.6	Higher growth due to better cargo volumes at port

Source: Company, ICICI Direct Research

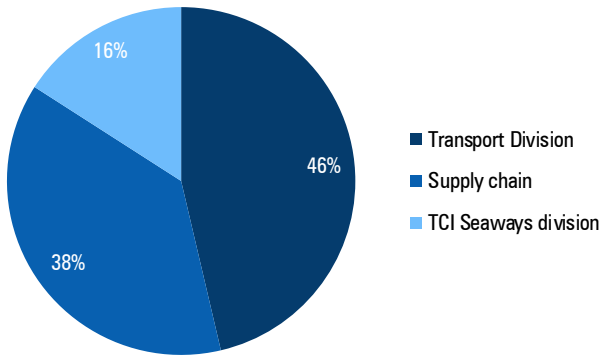
Exhibit 2: Change in estimates

(₹ Crore)	FY22E				FY23E			Comments
	FY21	Old	New	% Change	Old	New	% Change	
Revenue	2,802.4	3,211.2	3,142.4	-2.1	3,802.3	3,721.3	-2.1	Revenue estimates largely unchanged
EBITDA	261.2	330.8	330.0	-0.2	399.2	398.2	-0.3	
EBITDA Margin (%)	9.3	10.3	10.5	20 bps	10.5	10.7	20 bps	Margin expectation improved due to strong performance in Q1FY22 on the margin front
PAT	147.1	216.1	215.0	-0.5	270.8	269.5	-0.5	
EPS (₹)	18.9	27.8	27.7	-0.5	34.9	34.7	-0.5	

Source: ICICI Direct Research

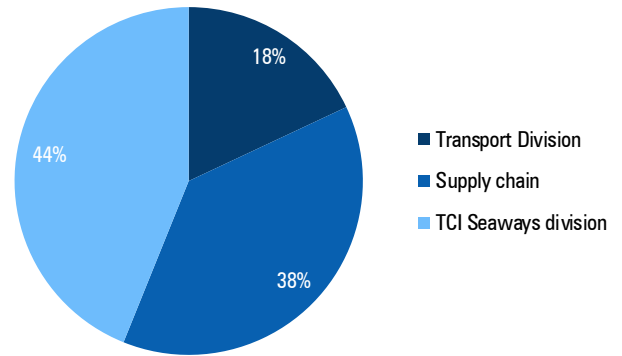
Key Metrics

Exhibit 3: Segmental revenues - FY21



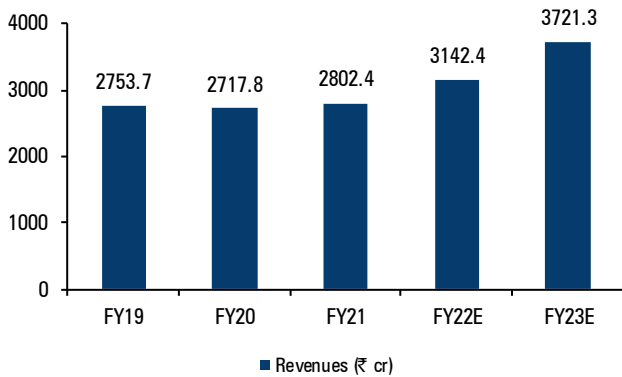
Source: ICICI Direct Research, Company

Exhibit 4: Segmental EBITDA – FY21



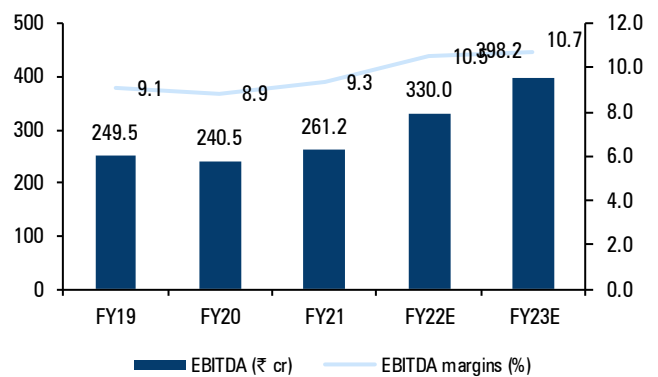
Source: ICICI Direct Research, Company

Exhibit 5: Revenue likely to grow at 15% (FY21-23) CAGR



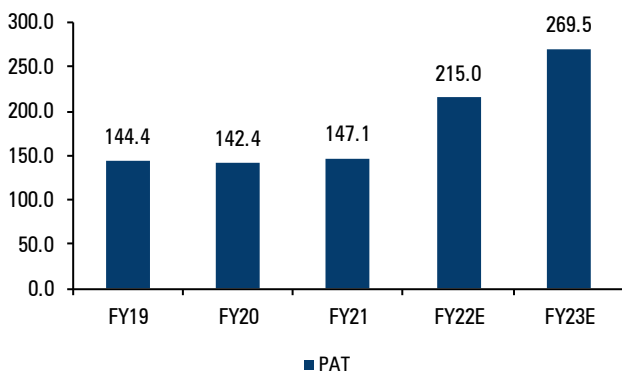
Source: ICICI Direct Research, Company

Exhibit 6: EBITDA expected to grow at 24% CAGR (FY21-23)



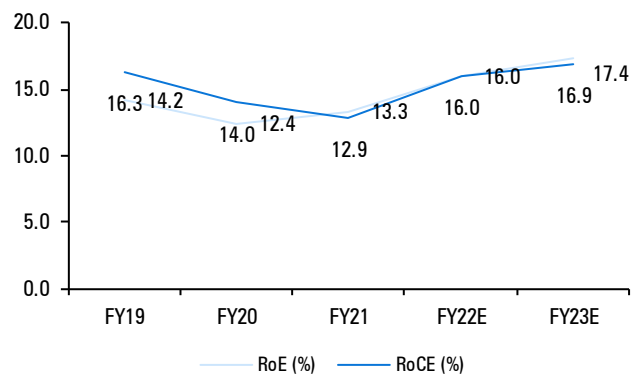
Source: ICICI Direct Research, Company

Exhibit 7: PAT expected to grow at 35% CAGR (FY21-23)



Source: Company, ICICI Direct Research

Exhibit 8: Return ratios



Source: Company, ICICI Direct Research

Exhibit 9: Valuation ratios

	Sales (₹ cr)	Sales Growth (%)	EPS (₹)	EPS Growth (%)	PE (x)	EV/EBITDA (x)	RoNW (%)	RoCE (%)
FY19	2753.7	17.2	18.6	17.2	23.5	14.6	16.3	14.2
FY20	2717.8	-1.3	18.3	-1.4	23.9	14.9	14.0	12.4
FY21	2802.4	3.1	18.9	3.3	22.8	13.2	12.9	13.3
FY22E	3142.4	12.1	27.7	46.2	15.7	10.3	16.0	16.0
FY23E	3721.3	18.4	34.7	25.3	12.6	8.3	16.9	17.4

Source: Company, ICICI Direct Research

Financial Summary

Exhibit 10: Profit and loss statement				
	₹ crore			
(Year-end March)	FY20	FY21	FY22E	FY23E
Total operating Income	2,717.8	2,802.4	3,142.4	3,721.3
Growth (%)	-1.3	3.1	12.1	18.4
Operating expense	2,214.3	2,297.2	2,539.1	3,006.8
Manpower Cost	157.2	145.5	157.1	178.6
Admin & other expense	105.8	98.4	116.3	137.7
Total Expense	2,477.3	2,541.2	2,812.5	3,323.1
EBITDA	240.5	261.2	330.0	398.2
Growth (%)	-3.6	8.6	26.3	20.7
Depreciation	82.5	92.8	95.2	106.4
EBIT	158.0	168.4	234.8	291.7
Interest	34.3	26.7	17.5	14.8
Other Income	20.1	25.5	22.0	26.0
PBT	143.8	167.2	239.2	303.0
Growth (%)	-6.7	16.2	43.1	26.6
Tax	15.9	23.8	43.1	54.5
Reported PAT	127.9	143.4	196.2	248.4
Growth (%)	5.8	12.1	36.9	26.6
Share of Profit from JV	25.2	20.1	22.1	24.4
Minority Interest	0.8	3.3	3.3	3.3
Extraordinary Item	-9.9	-13.1	0.0	0.0
Adjusted PAT	142.4	147.1	215.0	269.5
EPS	18.3	18.9	27.7	34.7

Source: Company, ICICI Direct Research

Exhibit 11: Cash flow statement				
	₹ crore			
(Year-end March)	FY20	FY21	FY22E	FY23E
Profit after Tax	142.4	147.1	215.0	269.5
Add: Depreciation	82.5	92.8	95.2	106.4
Add: Interest Expense	34.3	26.7	17.5	14.8
Cash Profit	259.2	266.6	327.7	390.8
Increase/(Decrease) in CL	-2.9	-5.5	-51.7	-107.8
(Increase)/Decrease in CA	-13.6	34.8	6.0	18.8
Others	9.6	8.8	0.0	0.0
CF from Operating Activities	252.3	304.7	282.0	301.8
Purchase of Fixed Assets	-133.6	-124.1	-200.3	-150.3
(Inc)/Dec in Investments	-20.1	-24.4	-15.3	-16.8
Others	1.1	38.0	0.5	0.6
CF from Investing Activities	-152.6	-110.5	-215.0	-166.5
Inc/(Dec) in Loan Funds	-45.6	-133.9	-40.0	-30.0
Inc/(Dec) in Share Capital	0.0	0.1	0.0	0.0
Less: Interest Expense	-34.3	-26.7	-17.5	-14.8
Others	-9.3	-20.1	-20.1	-20.1
CF from financing activities	-89.2	-180.7	-77.7	-65.0
Change in cash Eq.	10.4	13.6	-10.7	70.3
Op. Cash and cash Eq.	15.5	25.9	39.5	28.8
Cl. Cash and cash Eq.	25.9	39.5	28.8	99.2

Source: Company, ICICI Direct Research

Exhibit 12: Balance Sheet				
	₹ crore			
(Year-end March)	FY20	FY21	FY22E	FY23E
Source of Funds				
Equity Capital	15.4	15.4	15.4	15.4
Reserves & Surplus	1,008.5	1,154.3	1,349.2	1,598.5
Shareholder's Fund	1,023.9	1,169.7	1,364.6	1,614.0
Loan Funds	368.6	234.7	194.7	164.7
Deferred Tax Liability	30.2	27.3	27.9	28.4
Minority Interest	5.7	8.6	8.6	8.6
Govt Grant	1.9	1.9	1.9	1.9
Long Term Provisions	3.1	11.8	11.8	11.8
Source of Funds	1433.4	1454.0	1609.4	1829.3
Application of Funds				
Gross Block	1,061.7	1,069.2	1,269.2	1,419.2
Less: Acc. Depreciation	313.4	328.3	423.5	529.9
Net Block	748.3	740.9	845.7	889.2
Capital WIP	21.6	5.2	5.5	5.8
Non-Current Investments	135.4	150.0	165.0	181.5
Long Term Loans &	4.3	14.1	14.3	14.6
Other Non-Current Assets	66.4	102.1	102.1	102.1
Inventories	6.6	7.1	6.9	8.2
Debtor	487.3	511.0	559.6	662.7
Cash	25.9	39.5	28.8	99.2
Loan & Advance, Other CA	187.7	168.9	172.3	175.7
Current Liabilities	250.0	284.8	290.8	309.6
Trade Payables	63.9	75.9	77.5	91.8
Other Current Liabilities	175.9	200.3	204.3	208.4
Short Term Provisions	10.2	8.6	9.0	9.5
Application of Funds	1,433.4	1,454.0	1,609.4	1,829.3

Source: Company, ICICI Direct Research

Exhibit 13: Key ratios				
(Year-end March)	FY20	FY21	FY22E	FY23E
Per share data (₹)				
Book Value	133.2	151.7	177.0	209.3
Cash per share	62.7	65.8	72.0	85.3
EPS	18.3	18.9	27.7	34.7
Cash EPS	27.1	30.4	37.5	45.7
DPS	1.0	2.0	2.0	2.0
Profitability & Operating Ratios				
EBITDA Margin (%)	8.9	9.3	10.5	10.7
PAT Margin (%)	4.7	5.1	6.2	6.7
Fixed Asset Turnover (x)	3.6	3.8	3.7	4.2
Inventory Turnover (Days)	0.9	0.9	0.8	0.8
Debtor (Days)	65.4	66.6	65.0	65.0
Current Liabilities (Days)	8.6	9.9	9.0	9.0
Return Ratios (%)				
RoE	14.0	12.9	16.0	16.9
RoCE	12.4	13.3	16.0	17.4
RoIC	12.0	13.0	16.1	18.1
Valuation Ratios (x)				
P/E	24.3	23.5	16.1	12.8
Price to Book Value	3.3	2.9	2.5	2.1
EV/EBITDA	14.9	13.2	10.3	8.3
EV/Sales	1.3	1.2	1.1	0.9
Leverage & Solvency Ratios				
Debt to equity (x)	0.4	0.2	0.1	0.1
Interest Coverage (x)	4.6	6.3	13.4	19.7
Debt to EBITDA (x)	1.5	0.9	0.6	0.4

Source: Company, ICICI Direct Research

Exhibit 14: ICICI Direct coverage universe (Logistics)

Sector / Company	CMP			M Cap			EPS (₹)			P/E (x)			EV/EBITDA (x)			RoCE (%)			RoE (%)		
	(₹)	TP(₹)	Rating	(₹ Cr)	FY21E	FY22E	FY23E	FY21E	FY22E	FY23E	FY21E	FY22E	FY23E	FY21E	FY22E	FY23E	FY21E	FY22E	FY23E		
Container Corporation	693	750	BUY	36,558	8.3	21.8	29.5	83.6	31.8	23.5	10.6	6.0	4.4	4.5	10.5	12.8	5.4	11.5	14.0		
Transport Corp. of India	445	520	BUY	3,246	18.9	27.7	34.7	23.5	16.1	12.8	13.2	10.3	8.3	13.3	16.0	17.4	12.9	16.0	16.9		
TCI Express	1,466	1,850	BUY	5,612	26.2	38.9	52.1	56.0	37.6	28.1	41.8	27.9	21.0	31.9	37.2	37.6	26.1	29.9	30.3		
Mahindra Logistics	610	710	BUY	4,374	4.6	9.5	14.5	145.2	64.4	42.2	30.9	19.2	15.1	18.8	28.2	33.6	5.8	11.0	14.8		
BlueDart Express	5,566	6,300	BUY	13,225	43.1	91.6	123.2	129.2	60.8	45.2	18.8	15.4	13.0	50.2	63.4	63.5	13.1	29.4	29.4		
Gateway Distriparks	284	340	BUY	3,545	7.6	9.0	13.0	37.6	31.7	21.9	12.5	11.2	9.2	12.1	13.7	17.0	6.4	7.4	10.1		

Source: ICICI Direct Research

RATING RATIONALE

ICICI Direct endeavors 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, Akruiti Trade Centre,
Road No 7, MIDC,
Andheri (East)
Mumbai – 400 093
research@icicidirect.com

ANALYST CERTIFICATION

I/We, Bharat Chhoda, MBA, Harshal Mehta MTEch (Biotech), 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 - INH00000990. 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 has been suspended temporarily 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 co-managing 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 do 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.

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.