

Issue Size & Market Cap	
Type of Issue	Rs. Bn
Fresh Issue	-
Offer for Sale	30.4
Total Issue Size	30.4
Post-Issue Market cap*	202.8

*At Upper Price Band

Issue Break-Up	
	Shares in Mn
Offer for sale	60.8
Employee Reservation	2.0
TM shareholders Reservation	6.1
Net Offer	52.7
Reservation for	% of Net Offer
QIB	50%
NII (HNI)	15%
Retail	35%

Indicative Offer Timeline	Indicative Date
Bid/Offer Opening Date	22nd Nov, 2023
Bid/Offer Closing Date	24th Nov, 2023
Listing Date	30th Nov, 2023

Use of Net Proceeds

As the Issue is 100% OFS, the company will not receive any net proceeds.

General Information

BRLMs	JM Financial, Citigroup Global Markets, BofA Securities India
Registrar	Link Intime India

Automotive led pure-play ER&D player...SUBSCRIBE

Business Overview:

⇒ **Tata Technologies Limited (TataTech)** is a pure-play **manufacturing focused ER&D company**, primarily catering to the **automotive industry**. It currently engages with 7 out of the Top 10 automotive ER&D spenders and 5 out of the 10 prominent new energy ER&D spenders. (Automotive revenue for FY23 and H1FY24 was Rs. 31.3bn and Rs. 17.5bn, respectively, comprising 70.9% and 69.1% of total revenue for the respective periods)

⇒ The company was incorporated as '**Core Software Systems Private Limited**' on August 22, 1994 and, subsequently, name was changed to '**Tata Technologies Limited**' in 2001. In 2005, it expanded through the acquisition of **INCAT International plc**, a global product solutions and services provider serving the automotive and aerospace industries worldwide. Post the integration of the entities, TataTech began its capabilities incubation phase, building strategic partnerships with Anchor Clients and expanding to non-Anchor Client accounts. In 2013, it acquired **Cambric Corporation**, adding Romanian delivery centers to its portfolio and expanding industrial machinery engineering capabilities. In 2017, it acquired **Escenda Engineering AB** in Sweden, further expanding global footprint.

⇒ TataTech lines of business are: **Services: (78.6% of H1 FY24 revenues)**: This segment forms the primary business line, which provides outsourced engineering services and digital transformation services to global manufacturing clients. **Technology Solutions: (21.4% of H1 FY24 revenues)**: This includes Products and Education businesses. Through the Products business, the company resells third-party software applications, primarily PLM software & solutions and provide value-added services such as consulting, implementation, systems integration and support. TataTech's Education business provides "phygital" education solutions in manufacturing skills including upskilling and reskilling in relation to the latest engineering and manufacturing technologies to public sector institutions and private institutions and enterprises. Curriculum development and competency center offerings happen through its proprietary **iGetIT platform**.

⇒ **Zinnov** has estimated that **Global ER&D spend** is ~\$1.81trn as of 2022 and this is expected to grow to ~\$2.67 trn by 2026. The **ER&D spend outsourced to third-party service providers** reached \$105 bn-\$110 bn in 2022 and is anticipated to grow at a **11-13% CAGR between 2022 and 2026**.

⇒ TataTech is strongly positioned in the "**leadership zone**" by **Zinnov Zones for ER&D services** ratings in 2023 for the 7th consecutive year. It is also ranked **1st among all India-based ER&D service providers** and are **among the Top 2 globally, in electrification**. For **automotive ER&D services**, it is ranked **1st among India service providers** and **3rd globally** among rated service providers. In addition, it is ranked in the "**leadership zone**" in the **aerospace ER&D** ratings in 2023 and ranked in the "**established-expansive**" zone in the **2023** rankings for Industry 4.0.

⇒ As on September, 2023, TataTech has 19 global delivery centers spread across North America, Europe and Asia Pacific. It also employs 12,451 employees, comprising of 11,608 full-time employees and 843 contracted employees.

⇒ The long-standing engagements with Tata Motors and JLR have enabled the incubation of skills and capabilities that has assisted Tata Technologies in pursuing opportunities outside of the Tata Group. **Key Clients** include **Tata Motors, JLR, Airbus, McLaren, Honda, Ford, and Cooper Standard, VinFast, Cabin Interiors and Engineering Solutions & ST Engineering Aerospace**.

Valuation and Views: At the upper price band, Tata Technologies is valued at **28.3x P/E on TTM basis**. The issue is attractively priced (compared to peers) with enough room for upside. We have a "**Subscribe**" rating to the issue on the back of (1) Strong Promoter and Management pedigree (2) Immense knowledge and experience in the Automotive Sector (3) Exposure to high growth sectors like **Aerospace** and **Transportation & Construction Heavy Machinery** (4) Global Footprint with balanced talent presence (onshore-offshore) (5) Long standing client relationships.

Rishubh Vasa
rishubhv@indsec.co.in

Research Analyst
+91 22 61146140

Saral Seth
sarals@indsec.co.in

VP-Institutional Equities
+91 22 61146139

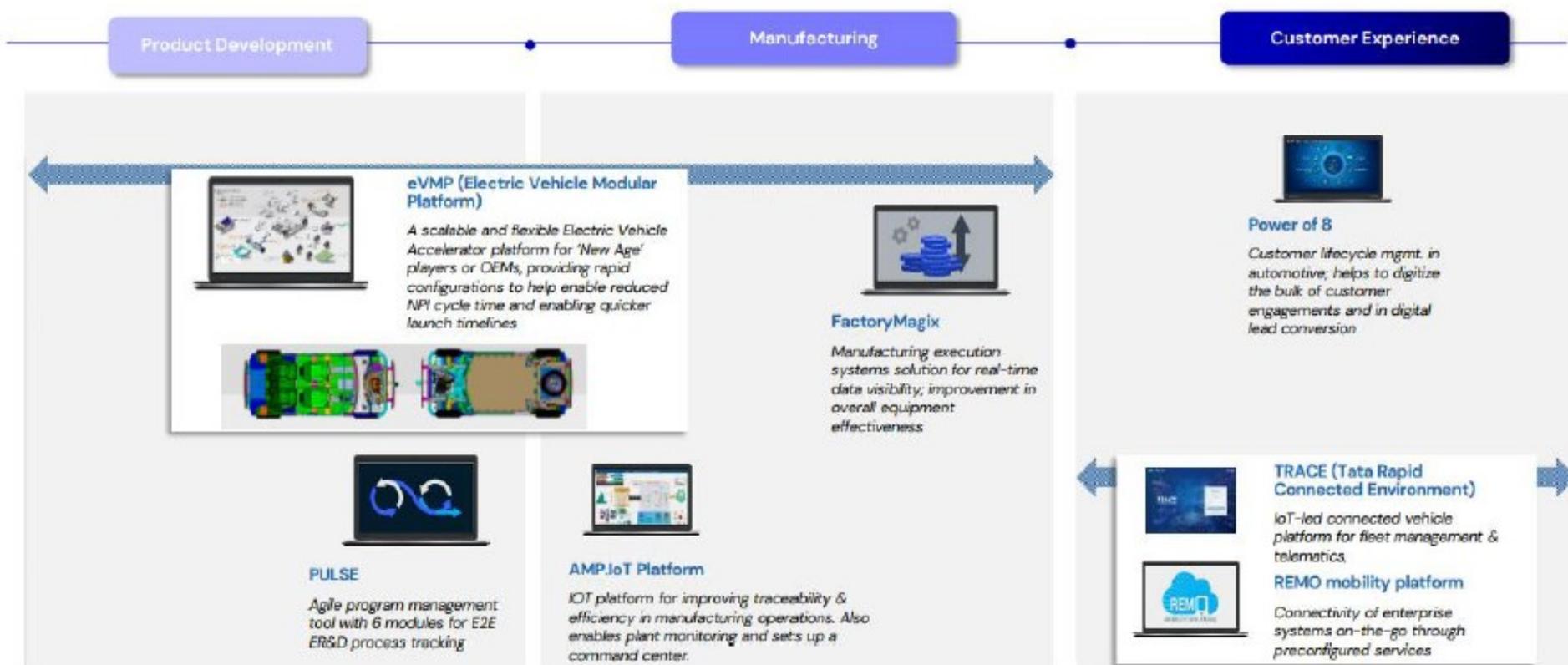
Shareholding Pattern & Selling Shareholders in OFS

Shareholding Pattern	Pre Issue		Offer # of shares (in Mn) Type	Post Issue		
	# of shares (in Mn)	%		# of shares (in Mn)	%	
Promoter & Promoter Group	271.0	66.8%	OFS	-46.3	224.7	55.4%
Public	134.7	33.2%	OFS	+46.3	181.0	44.6%
Total	405.7	100.0%			405.7	100.0%

Selling Shareholders	Type	# of Shares (in Mn)	OFS* (in Bn)
Tata Motors	Promoter	46.3	23.1
Alpha TC Holdings Pte.	Public	9.7	4.8
Tata Capital Growth Fund I	Public	4.9	2.4
Total		60.9	30.4

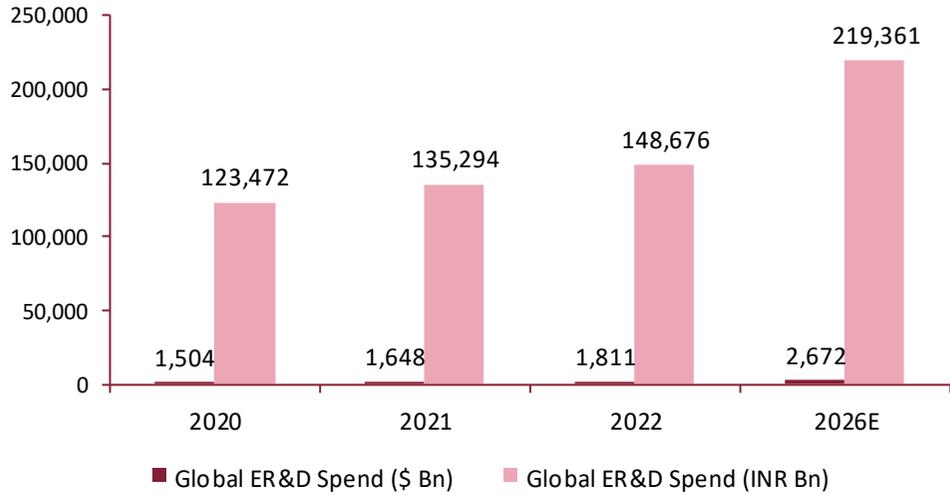
*At upper price band

Proprietary platforms and accelerators across the value chain:

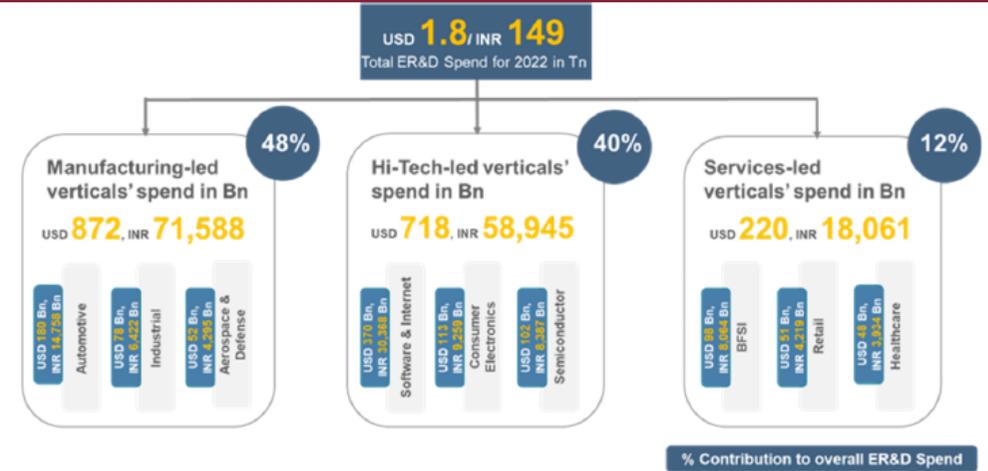


Industry

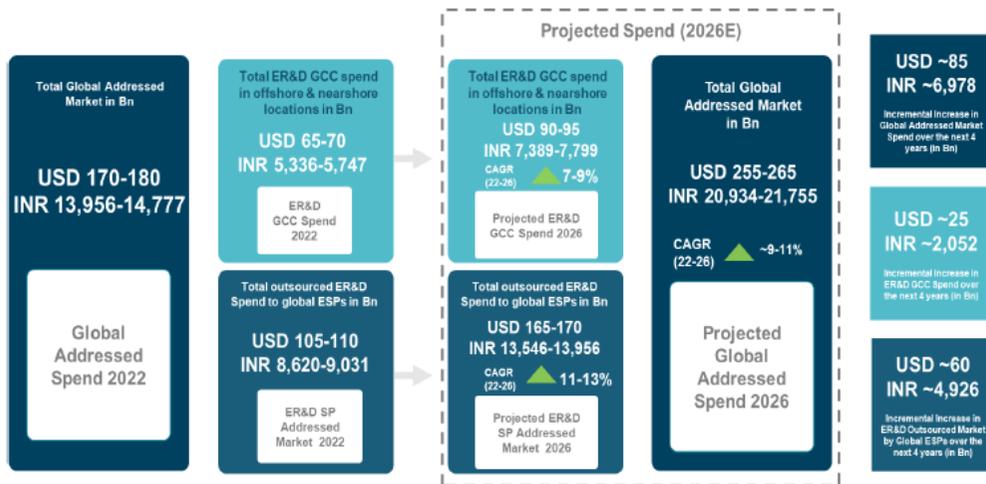
Global ER&D Spend (CAGR @ 10% 2022-26E) in \$Bn & INR Bn



Global ER&D Spend across Industry verticals



Global E&RD Services Spend



Note: Currency conversion for USD to INR is calculated using the value as of 30th June 2023 i.e., 1 USD = INR 82.096

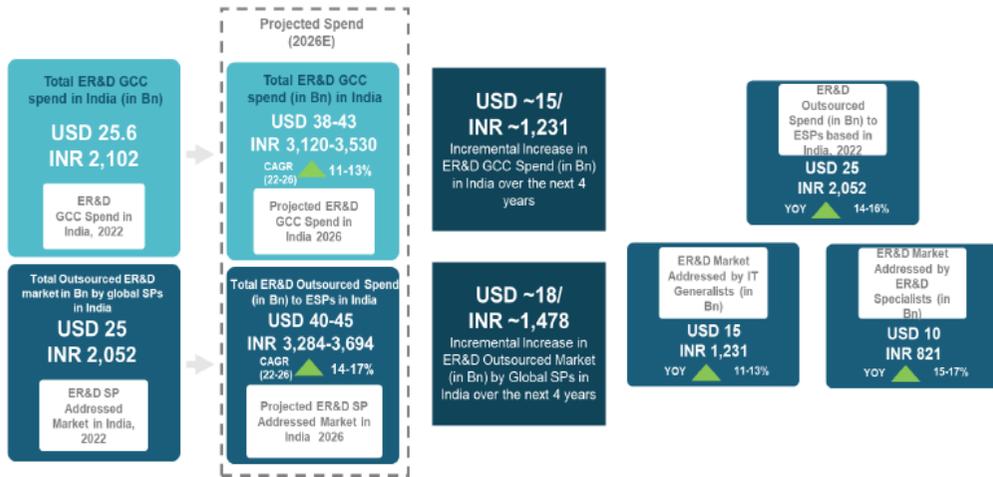
Outsourced ER&D Spend



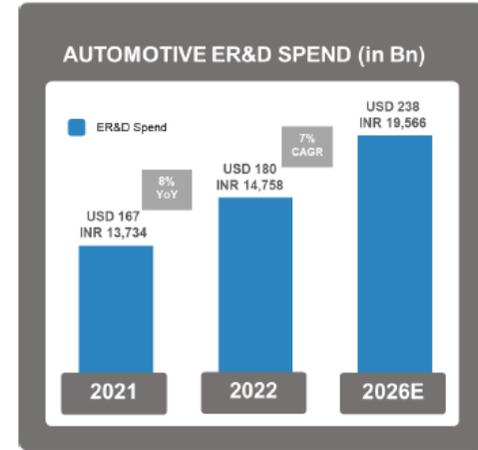
Industry

ER&D Spend addressed by Indian GCC & Service Providers

India Opportunity



Automotive ER&D Spend

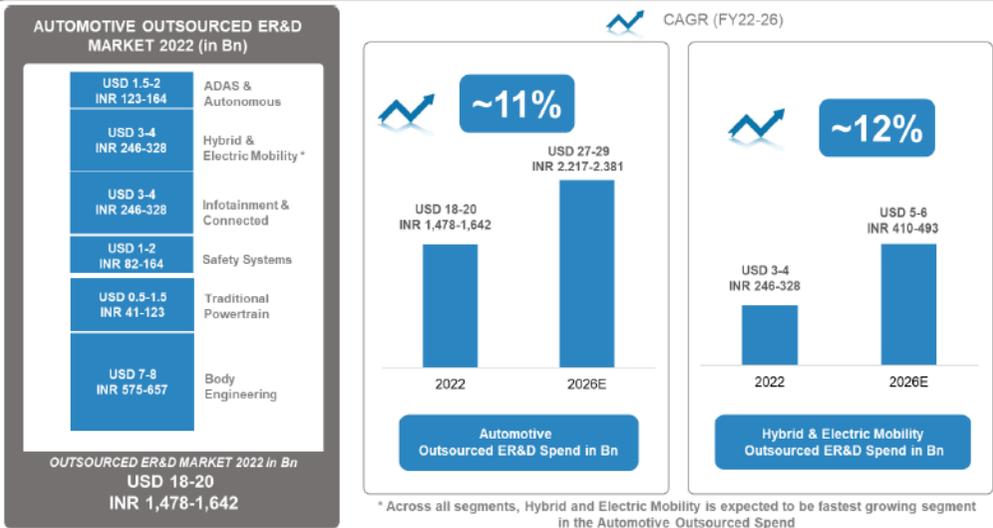


**USD 58
INR 4,762**
Projected increase in Automotive ER&D Spending in Bn over the period 2022-2026E

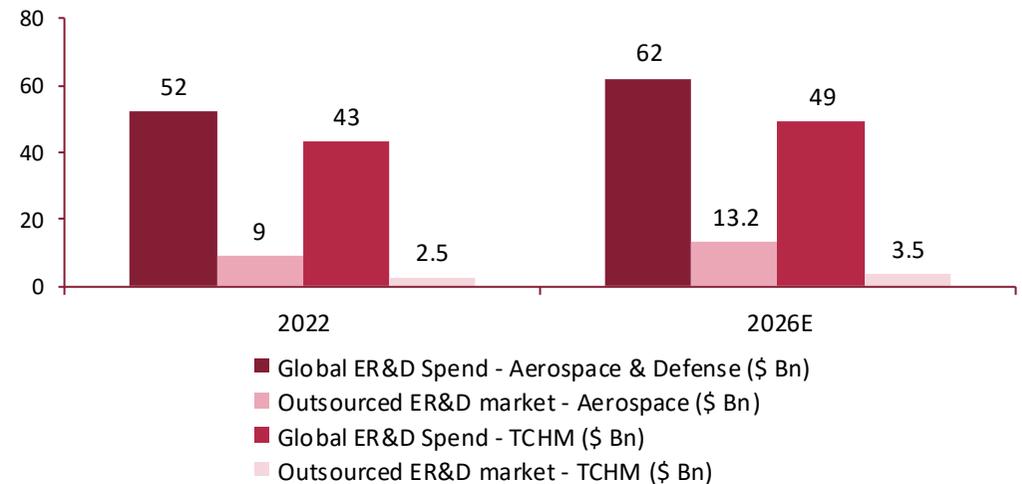
Largest
Manufacturing led ER&D Vertical

Top 20 Auto ER&D Spenders	ER&D Spend 2022 (in Bn)
Volkswagen Group	USD 22.3, INR 1,830
General Motors	USD 10.8, INR 887
Toyota Motor	USD 10.0, INR 824
Ford Motor Company	USD 8.6, INR 706
BMW	USD 7.8, INR 641
Robert Bosch GmbH	USD 7.7, INR 629
Honda Motor	USD 7.4, INR 605
Mercedes-Benz Group AG	USD 6.6, INR 542
Stellantis NV	USD 6.1, INR 503
Denso	USD 4.5, INR 371
Nissan Motor	USD 4.4, INR 357
Tesla Motors	USD 3.4, INR 278
Continental AG	USD 3.4, INR 278
ZF Group	USD 3.3, INR 270
SAIC Motor	USD 3.2, INR 260
BYD Co Ltd-H	USD 3.0, INR 245
Hyundai Motor	USD 2.9, INR 240
Renault	USD 2.5, INR 206
Volvo	USD 2.4, INR 196
Valeo	USD 2.2, INR 182

Automotive Outsourced ER&D market



ER&D Spend vs Outsourced ER&D market—Aerospace & TCHM



Strengths

Deep expertise in the automotive industry

- ⇒ TataTech addresses the product development and enterprise optimization needs of traditional OEM's and new energy vehicle companies, together with their associated supply chains.
- ⇒ Its automotive ER&D services span the entire automotive value-chain and includes concept design and styling, tear down and benchmarking ("TDBM"), vehicle architecture, body engineering, chassis engineering, virtual validation, ePowertrain, electrical and electronics, connected, manufacturing engineering, test and validation and vehicle launch. In addition to the spectrum of discrete service offerings, it offers turnkey full vehicle development solutions for traditional ICE powered vehicles, plug-in hybrids ("PHEV") and battery electric vehicles ("BEV").
- ⇒ The company's sizeable portfolio of automotive services provides cross-selling opportunities into the TCHM and aerospace sectors. For example, turnkey machine development capabilities for TCHM have been derived from full vehicle proposition and expertise in automotive tooling design has underpinned proposition for the aerospace maintenance, repair and operations ("MRO") sector.

Differentiated capabilities in new age automotive trends – electric vehicles ("EVs"), connected and autonomous

- ⇒ TataTech's end-to-end solutions for EV development, manufacturing and after-sales services are designed to help OEMs develop competitive EVs while maintaining a balance between cost, quality and timelines.
- ⇒ The company's suite of product engineering solutions including outsourced turnkey EV development, product benchmarking, electric vehicle modular platform ("eVMP") for accelerating product development timelines and light-weighting framework can help OEMs develop products within competitive timelines. Further, suite of omnichannel after-sales solutions powered by the Power of 8 platforms can help OEMs engage with their EV customers early and manage the entire customer journey effectively.
- ⇒ Global automotive companies are increasing their research and development ("R&D") investments across the broader theme of 'ACES' technologies – autonomous, connected, electrification and shared. TataTech offers a one stop platform for automotive OEMs to meet new engineering needs across the value chain.
- ⇒ The company has developed a wide range of differentiated capabilities and offerings for EV projects, including EV architectures, over-the-air ("OTA") connected services, level 2 and level 3 autonomous driver assistance systems ("ADAS"), embedded electronics, EV system design, embedded solutions, computer aided engineering ("CAE"), vehicle engineering and integration, prototype build and test and program management. Proprietary connected vehicle cloud platform 'TRACE' provides solutions across the automotive valuechain. This include range of solutions on safety, vehicle management, remote applications, fleet management, navigation and entertainment, among others.
- ⇒ Some of notable projects include: eMo (2010-11), JLR electrification (mild hybrids) (2013-2014), Polestar 1 (2016), Chinese OEM EV programs (2017-18), a project for a North American EV manufacturer (2018), a Chinese OEM EV program (2018), TML Tigor (ICE to EV) (2019-20), a British OEM EV program (2020-21) and VinFast VF 8 and VF 9 (2022-23).

Strong digital capabilities bolstered by proprietary accelerators

- ⇒ TataTech range of offerings span across digital product development solutions to strengthen NPI processes, digital supply chain solutions for agility and risk management, digital manufacturing solutions for better quality, agility and operational efficiencies, digital customer experience and after sales solutions to manage the entire customer journey effectively and digital transformation solutions enabled by proprietary digital wall to manage the digital thread.
- ⇒ Digital technologies create value by connecting machines through a 'digital thread' across the value chain—making it possible to generate, securely organize, and draw insights from disparate sources of data. The cornerstone of any 'Digital Thread' is strong digital integration across the digital foundation of any manufacturing enterprise, which includes PLM, ERP, and MES.

Strengths

- ⇒ TataTech has built expertise in integration across PLM, ERP and MES solutions by developing proprietary integration accelerators. It also has experience deploying Industry 4.0 at scale with the ability to identify and deploy emerging technologies, tools and solutions to transform the manufacturing operations of their clients.
- ⇒ TataTech resell PLM application software through long-standing partnerships with Siemens Industry Software Inc., Dassault Systemes, and Autodesk. Strategic benefits from these partnerships include visibility of future product roadmaps, better client solutions and reduced client acquisition costs. PLM software is also an integral component of their Education offering.

Marquee set of clients across anchor accounts, traditional OEMs and new energy vehicle companies

- ⇒ TataTech has a diversified global presence across Asia Pacific, Europe and North America and partner with many of the largest manufacturing enterprises in the world. As of September, 2023, clients comprise of more than 35 traditional automotive OEMs and tier 1 suppliers and more than 12 new energy vehicle companies.
- ⇒ Client portfolio includes Anchor Clients, TML and JLR, leading traditional OEMs like Airbus, McLaren, Honda, Ford, and Cooper Standard and tier 1 suppliers as well as new energy vehicle companies such as VinFast, among others such as Cabin Interiors and Engineering Solutions, ST Engineering Aerospace. Key accounts comprise of 6 out of the top 10 and 11 of the top 20 global automotive ER&D spenders and 4 out of the 10 prominent new energy ER&D spenders globally.
- ⇒ TataTech have developed a strong client NPS globally, placing the company in the top 20 percentile of technology services players.

Global delivery model enabling client engagement and scalability

- ⇒ The company's globally distributed execution model ensures balance between onshore client proximity and offshore efficiency. This efficiency is achieved through leveraging low-cost offshore delivery model to move a greater portion of the work offshore to India and Romania.
- ⇒ TataTech has ~1,717 employees based out of strategic onshore locations, enabling greater proximity to clients. In addition, onshore delivery centers are made up of a majority, of local national talent and the company has local presence in all the key automotive ER&D markets globally. It also has a delivery headcount of 11,534 employees.

Proprietary e-learning platform leveraging manufacturing domain knowledge to tap into the large upskilling and reskilling market

- ⇒ Technological innovations are resulting in an increase in demand for new age engineering skills and capabilities. TataTech proprietary iGetIT platform, is positioned to address the growing engineering upskilling needs. The company leverages manufacturing expertise and iGetIT platform to impart industry-oriented, job-specific skills for reskilling engineers and technicians. The platform has over 25,000 hands-on exercises and over 2,000 courses across various skill sets, including design thinking and multiple computer aided design ("CAD") software. The iGetIT platform is used by enterprise clients as well as public sector institutions in India to train engineering, polytechnic and industrial training institute ("ITI") students.
- ⇒ The company has partnered with 4 state universities and 6 private universities along with over 150 private enterprises. Earlier this year, the company signed a MoU with a co-operative industrial research association to offer joint certification programs in automotive education. Partnerships in India have recently extended beyond iGetIT offering to the development of an entire "phygital" (physical and digital) proposition. The company have been engaged by various State Governments in India for upgradation of their ITIs, to include EV labs and meet Industry 4.0 demands, and curriculum design.
- ⇒ TataTech have also collaborated with another State Government to establish a center for invention, innovation, incubation and training ("CIIT") to facilitate upskilling in areas related to advanced technologies, thereby improving employability and entrepreneurship among the beneficiaries. The company has upgraded 221 government ITIs and are in process of upgrading 417 more in over the next two years.

Strategies

The focus of the company is to build capacity and capabilities necessary to develop and increase the value of the business by growth across multiple dimensions, including strengthening relationships with existing clients, targeting selective new additions of large ER&D spenders, expansion of digital engineering and embedded capabilities, strengthening service delivery and expanding client base in the education sector.

Deepen engagements within existing client base

- ⇒ TataTech intends to increase the use of solution offerings and further develop deeper, long-term strategic engagements within the current client base.
- ⇒ Given the high concentration of ER&D spend among select automotive, aerospace and TCHM companies globally, the company methodically target large spenders in chosen industries, devoting substantial time and resources in cultivating relationships. There is still significant potential to increase market share among existing clients.
- ⇒ Additionally, the company may enter into strategic partnerships or joint ventures with parties for providing strategic services to end clients, which will improve engagement with existing or new clients.

Target top ER&D spenders in select high priority verticals and key geographies

- ⇒ TataTech endeavors to secure projects with the top ER&D spenders within focus verticals of automotive, aerospace and TCHM. Automotive ER&D is highly concentrated among the top 20 companies, in terms of ER&D spend.
- ⇒ The company aims to strengthen dedicated business development strategy to focus on high potential accounts with large annual ER&D spends and new energy vehicle companies. It has also recently been empaneled by Airbus which is expected to become a strong avenue of growth.
- ⇒ The organic approach to targeting top ER&D spenders is complemented by tuck-in acquisitions. The company continues to be open to opportunistic targets that complement our strategy and accelerate client acquisition or capability building. It aims to increase spending and strengthen dedicated business development strategy for new energy vehicle companies.
- ⇒ The company sees large growth opportunities in select geographies, including France, Germany and China. Territory specific strategies, such as the EV proposition for China, aerospace proposition for France and embedded solutions for Germany, are being cultivated to ensure a sustainable growth trajectory.

Expand capabilities in digital engineering and embedded systems

- ⇒ The global share of digital technologies in Automotive ER&D spend is expected to grow at a CAGR of 16% from fiscal 2022 to fiscal 2026, with an expected increase from 26% of the total spend to 36% in the same period. Digital engineering is expected to grow at 16% CAGR from 2022 to 2026. As demand for autonomous and connected technologies rises, driven by regulatory pressure for passenger safety and cost consideration, OEMs will maintain their commitment to providing improved and safer experiences to their customers through the integration of connected and autonomous technologies.
- ⇒ TataTech is focused on scaling up embedded and digital and SDV capabilities and offerings through investments and strengthening alliances as part of diversification strategy. It is also focused on leveraging full turnkey product development capabilities related to EVs. It aims to secure significant new projects spanning electrical and electronic component engineering and integration, ADAS, connected car and electrification offerings, systems engineering, application software development, Autosar, system and software validation, software maintenance and application software development. It also intend to expand business through selective acquisitions that provide access to better technology, a broader geographical reach, capabilities and key clients.
- ⇒ It has strong partnerships and alliances, such as with Dassault, Logility, Siemens Industry Software Inc., Codincity and Fantasy and by availing Microsoft AZ-URE products/services.

Strategies

Strengthening service delivery through capacity and capability building and optimizing delivery processes

- ⇒ TataTech intends to enhance delivery excellence and strengthen pricing models that will enable to improve margins while creating value for stakeholders.
- ⇒ It remains focused on building talent supply chain. It plans to drive offshoring, optimizing the employee pyramid and invest strongly in recruiting, development and retention of employees, increase utilization rates among employees, drive sub-contractor optimization to further reduce costs where applicable and drive increased productivity.
- ⇒ The company aims to focus on campus recruitment and university hires for entry level and mid-career positions as well as upskilling current employees. In addition, it endeavors to reduce employee costs per engagement through an optimized onshore-offshore mix. It will continue to leverage the global talent pool with a balanced onshore/offshore mix.

Expand capabilities and enterprise client base in the education sector

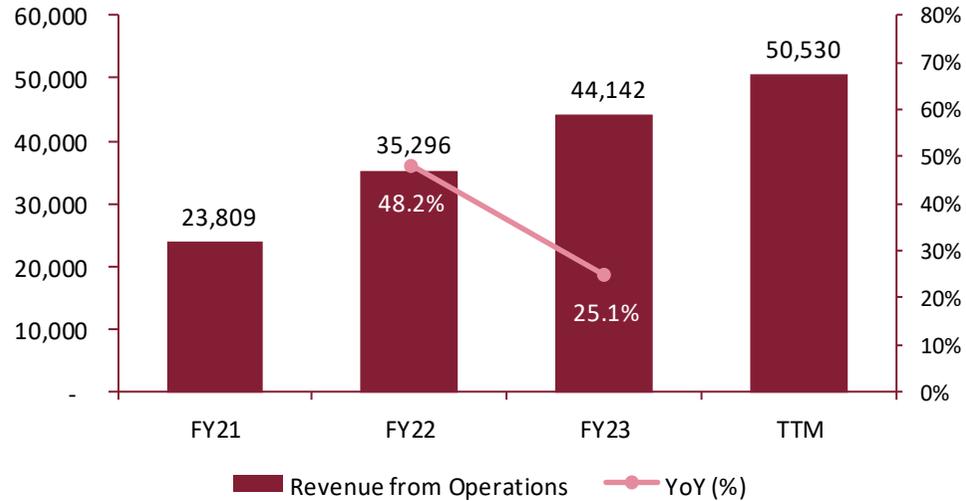
- ⇒ There is a large engineering upskilling requirement globally, and particularly in India, in the manufacturing sector. According to an analysis by NASSCOM and Draup, India will need nearly 1.4 million to 1.9 million engineers in order to meet demand in 2026.
- ⇒ The company trains engineers through a combination of classroom training and utilizing proprietary iGetIT offering, an online learning system with courses related to engineering design software and skills. The iGetIT platform is used by enterprise clients as well as public sector institutions in India to train engineering, polytechnic and ITI students. Additionally, academic partnerships in India have extended beyond iGetIT offering to the development of an entire “phygital” (physical and digital) proposition and the company intends to further engage with State Governments on ITI upgradation projects.
- ⇒ The company aims to leverage experience and relationships within the public sector to improve iGetIT platform and will continue to invest and develop the platform with additional modules as needed to reinforce private sector enterprise proposition.

Key Risks

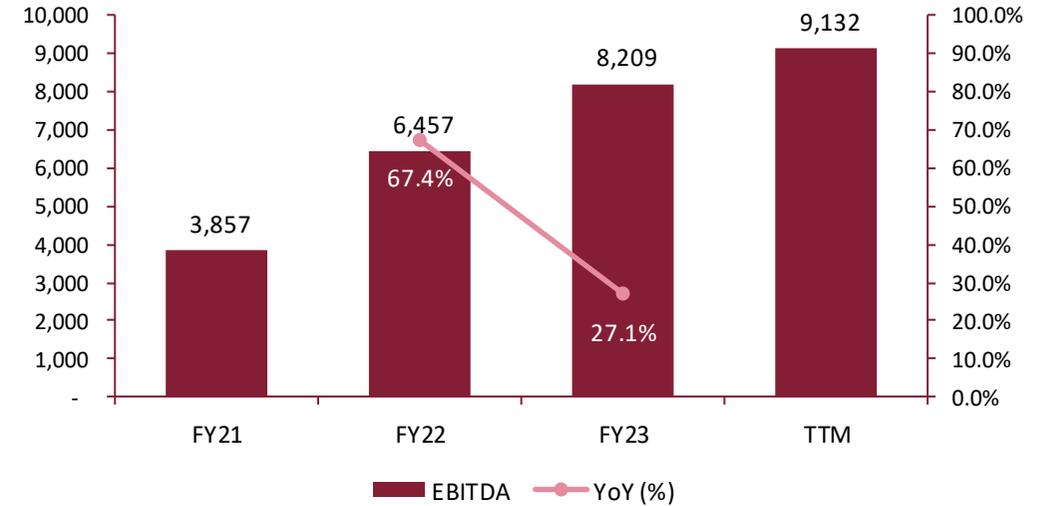
- ⇒ **Client concentration:** Tata Technologies continues to derive a material portion of revenues from Top 5 clients. If any or all Top 5 clients were to suffer a deterioration of their business, cease doing business with the company or substantially reduce their dealings, revenues could decline, which may have a material adverse effect on business, results of operations, cash flows and financial condition. **(70.9% of the services revenues and 57.4% of the total revenues are derived from Top 5 clients in H1FY24)**
- ⇒ **Segment concentration:** Revenues are highly dependent on clients concentrated in the automotive segment. An economic slowdown or factors affecting this segment may have an adverse effect on business, financial condition and results of operations. **(87.9% of the services revenues and 69.1% of the total revenues are derived from automotive sector in H1FY24)**
- ⇒ The company expects a significant amount of future revenue to come from new energy vehicle companies, many of whom may be startup companies. Uncertainties about their funding plans, future product roadmaps, ability to manage growth, creditworthiness and ownership changes may adversely affect business, financial condition and results of operations. **(19.9% of the total revenues are from New energy vehicle companies in H1 FY24)**
- ⇒ Exchange rate fluctuations in various currencies in which the company does business could materially and adversely impact business, financial condition and results of operations. **(64.8% of the total revenues are in foreign currencies in H1 FY24)**
- ⇒ Some of the client contracts contain benchmarking and most favored client provisions which, if triggered, could result in lower contractual revenues and profitability in the future. **(9.8% of the total revenues containing benchmarking and most favored client provisions in H1 FY24)**
- ⇒ Tata Technologies' success depends in large part upon the strength of skilled engineering professionals and management team. If the company fail to attract, retain, train and optimally utilize these personnel, business may be unable to grow and revenue and profitability could decline. **(Attrition rates stand at 17.2% in H1 FY24)**
- ⇒ Increase in wages and other employee benefit expenses for skilled engineering professionals and management team could prevent the company from sustaining competitive advantage. **(44.8% of the total revenues are attributable to employee benefit expenses in H1 FY24)**
- ⇒ Pricing structures and scope of offerings may not accurately anticipate the cost and complexity of performing work and if the company is unable to manage costs successfully, then certain contracts could be or could become unprofitable. **(Fixed Price: T&M contracts for Services business in H1 FY24 stands at 58% : 42%)**
- ⇒ New growth areas: The company has recently expanded offerings in the Education business and if it is unable to achieve the anticipated returns in such new growth areas, it could have a material adverse effect on business, results of operations and financial condition. **(11.7% of the total revenues are derived from state governments and public universities projects in H1 FY24)**
- ⇒ For the Products business, the company rely on vendors and partners for software, many of which are single-source or limited-source suppliers. Such reliance or adverse change in relationships could harm business by adversely affecting availability, delivery, reliability, and cost. **(8.7% of the total revenues are derived from third-party software providers in H1FY24)**

Tata Technologies : Financial story in charts

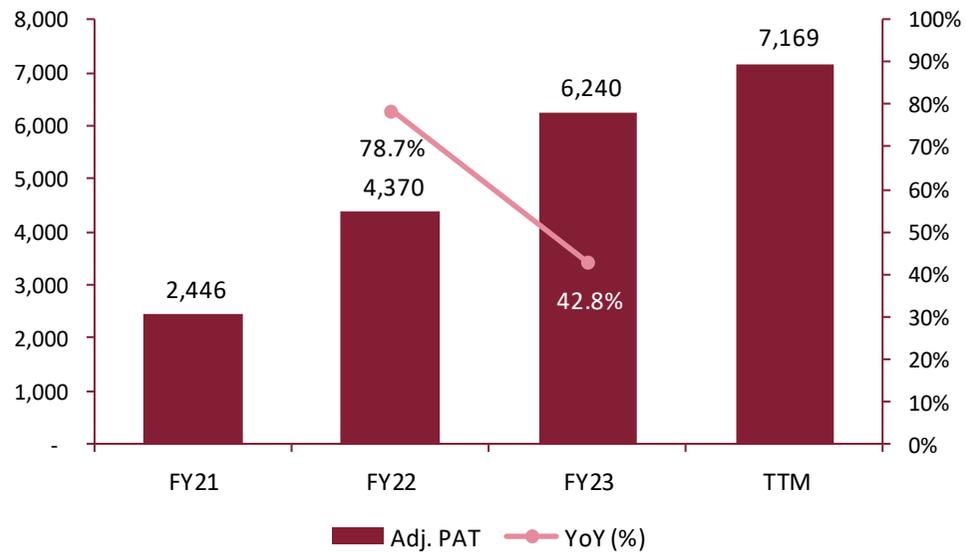
Revenue (Rs. Mn) and YoY (%)



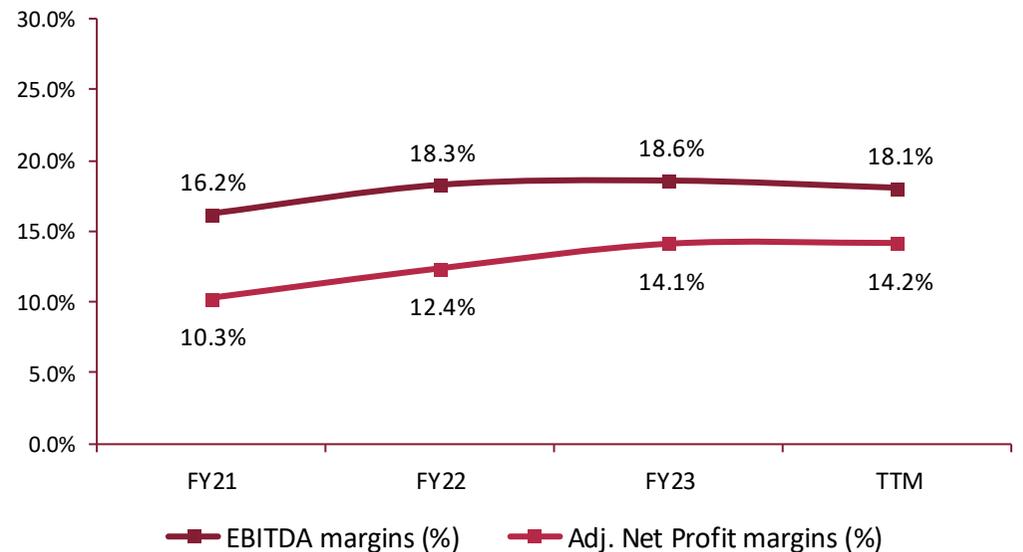
EBITDA (Rs. Mn) and YoY (%)



Adj. PAT (Rs. Mn) and YoY (%)

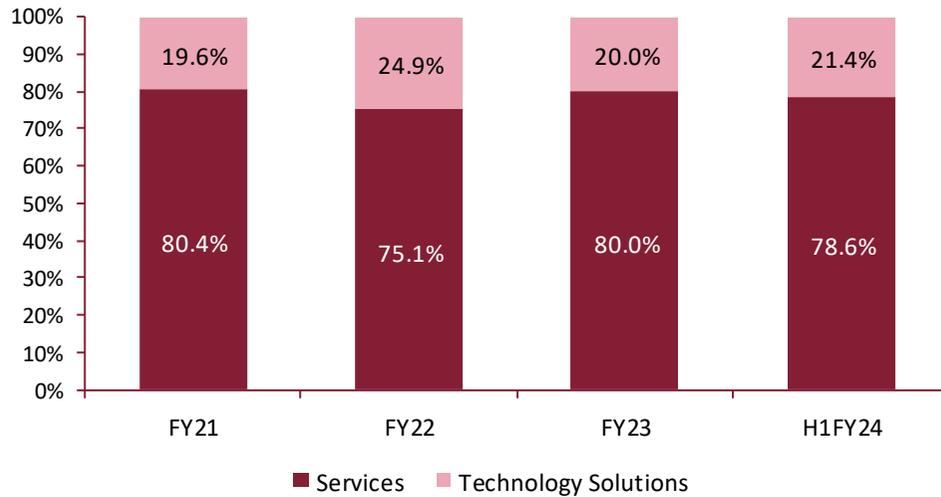


EBITDA & Adj. PAT Margins (%)

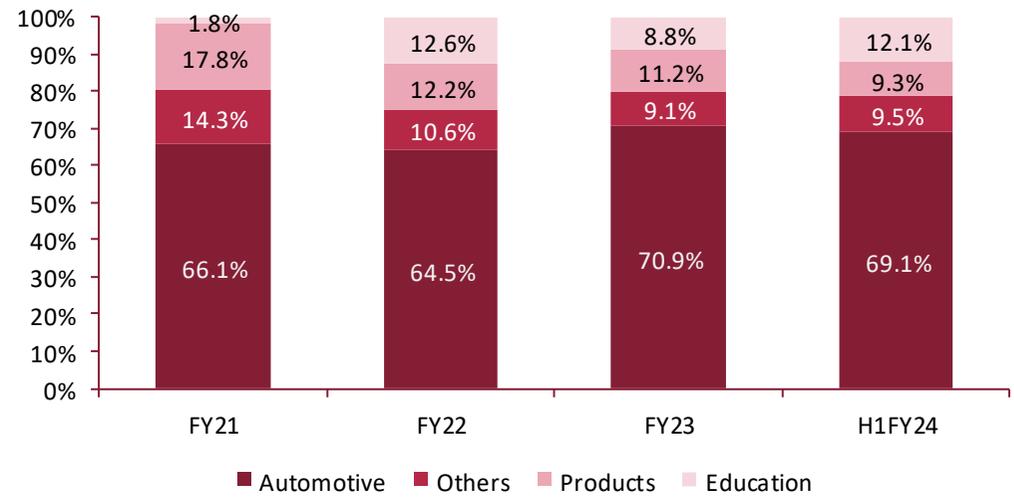


Tata Technologies : Financial story in charts

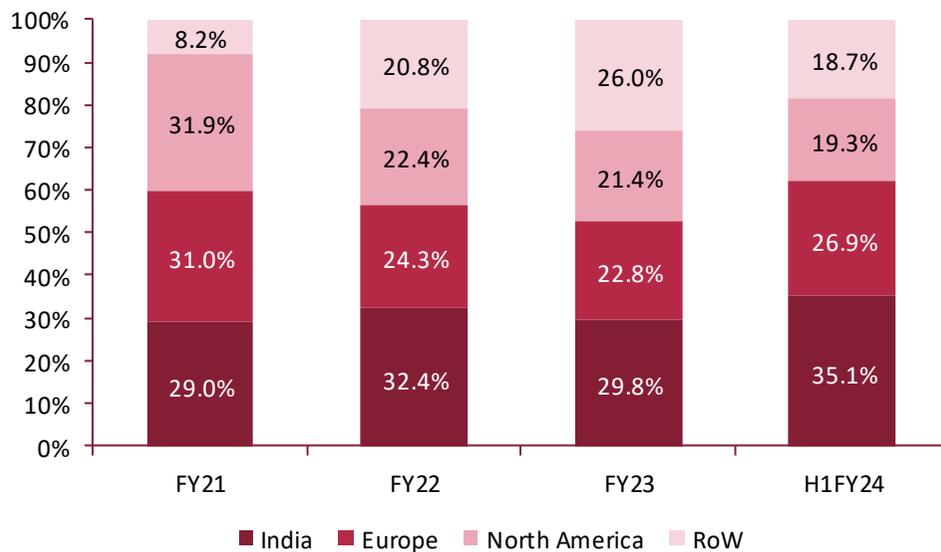
Revenue Split (%) - By Segments



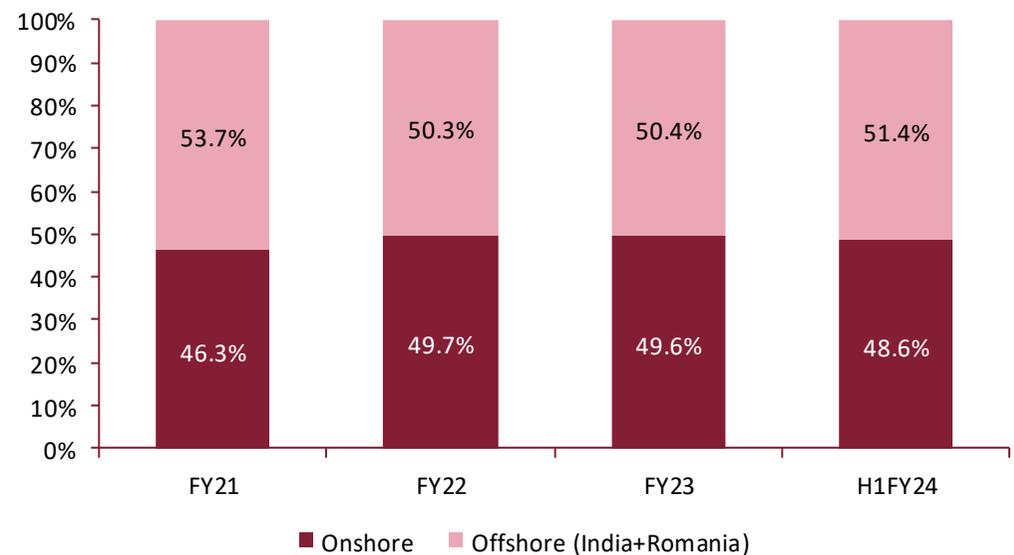
Revenue Split (%) - By Segments



Revenue Split (%) - By Geography



Onshore-Offshore Mix as a % of Services segment

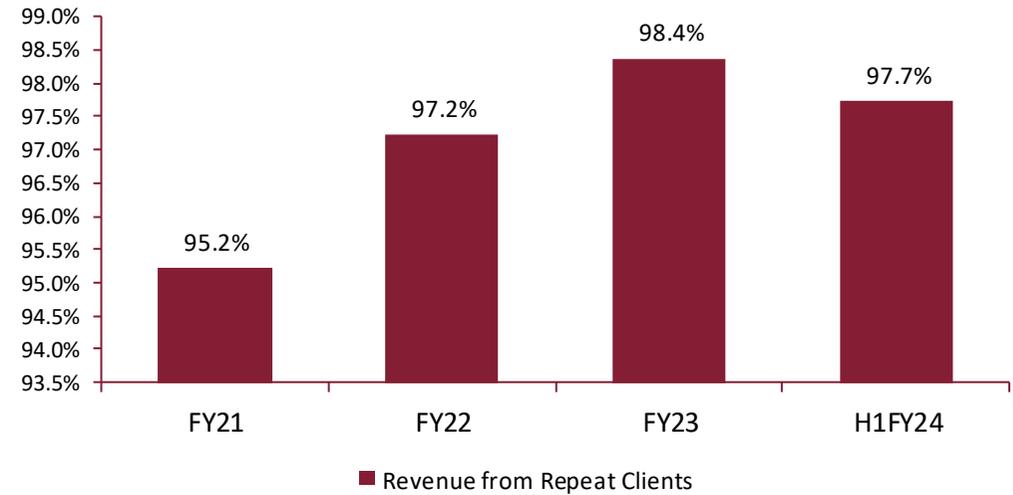


Tata Technologies : Financial story in charts

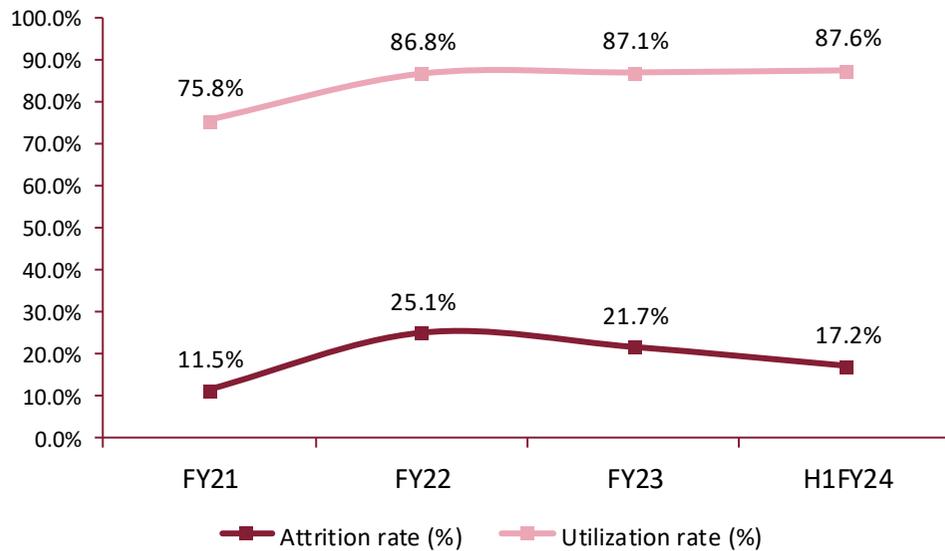
Top clients contribution as a % of Services segment



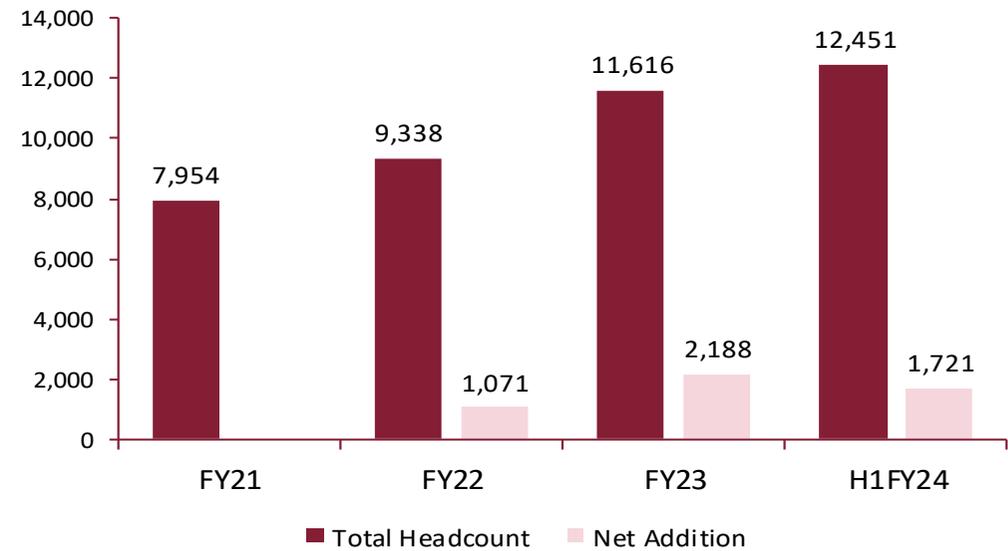
Revenue from repeat clients as a % of Services segment



Attrition (%) vs Utilization rate (%)



Headcount and Net Addition



Peer Performance - TTM basis

Peer Performance (Rs. Mn)	Tata Technologies	L&T Technology Services	KPIT Technologies	Tata Elxsi
Revenue	5,053	9,216	4,231	3,388
EBITDA	913	1,844	821	1,012
PAT	717	1,263	487	785
EBITDA (%)	18.1%	20.0%	19.4%	29.9%
PAT (%)	14.2%	13.7%	11.5%	23.2%
RoNW (%)	25.1%	26.4%	26.2%	37.4%
EPS (Rs.)	17.7	119.5	17.8	126.1
BVPS (Rs.)	70.3	453.0	67.7	336.6
P/Ex	28.3	38.3	86.1	66.4
P/Bx	7.1	10.1	22.6	24.9
P/Sx	40.1	52.5	99.1	153.9

INDSEC Rating Distribution

BUY : Expected total return of over 15% within the next 12-18 months.

HOLD : Expected total return between 0% to 15% within the next 12-18 months.

SELL : Expected total return is negative within the next 12-18 months.

NEUTRAL: No investment opinion, stock under review.

Note: Considering the current pandemic situation, the duration for the price target may vary depending on how the macro scenario plays out. Therefore, the duration which has been mentioned as a period of 12-18 months for upside/downside target may be higher for certain companies.

DISCLOSURE

DISCLOSURE

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