



MRF

MRF Limited, Regd. Office: 114, Greaves Road, Chennai - 600 006.

E-mail: mrshare@mrmail.com; Tel.: 044-28292777; Fax: 91-44-28290562

CIN : L25111TN1960PLC004306 Website: www.mrftyres.com

071/SH/SE/REG-30/AUGUST/2026/1

17th August, 2026

National Stock Exchange of India Ltd
Exchange Plaza 5th Floor
Plot No.C/1G Block Bandra-Kurla Complex
Bandra (E) Mumbai 400 051

Bombay Stock Exchange Ltd
Floor 24 P J Towers
Dalal Street
Mumbai 400 001

Dear Sir,

**Newspaper Advertisement - Special Window for transfer and
Dematerialisation of Physical Securities**

Please find enclosed the copies of the newspaper advertisements published in Business Standard (English - All India Edition) and in Makkal Kural (Tamil) on 17th August, 2026 in compliance with SEBI Circular dated 30th January, 2026, regarding the opening of a special window for transfer and Dematerialisation of Physical Securities.

The aforesaid documents are being uploaded on the website of the Company viz. www.mrftyres.com

Kindly take the same on record.

Thanking you,

Yours faithfully

For MRF LIMITED

THULSIDASS
VELAYUDHA
N THARAYIL

Digitally signed by
THULSIDASS
VELAYUDHAN
THARAYIL
Date: 2026.08.17
16:57:35 +05'30'

THULSIDASS T V

**Vice President, General Counsel &
Company Secretary**

MRF LIMITED

CIN:L2511TN190PLC004306
 Regd. Office: No. 114, Greaves Road,
 Tel. 044-26290777, Fax: 044-26290562
 Email: mrfshare@mrfmail.com, Website: www.mrfnyres.com

SPECIAL WINDOW FOR TRANSFER AND DEMATERIALISATION OF PHYSICAL SHARES

Pursuant to SEBI circular No. HO38/13/12/2026-MRSD-POD/1750/2026 dated 30th January 2026, shareholders are hereby informed that a special window has been opened for transfer and dematerialisation ("demat") of physical securities which were sold/purchased prior to 1st April, 2019.

This special window is available from 5th February, 2026 to 4th February, 2027 for such transfer request which were submitted earlier and were rejected/deferred/not attended due to deficiency in the documents/process/otherwise.

Shareholders wishing to avail of this Special Window may contact the company, latest by 4th February, 2027 at the following address:

The Company Secretary,
 MRF Limited
 No. 114, Greaves Road,
 Chennai - 600 006.

For MRF LIMITED,
 Thulsidas TV
 Vice President, General Counsel
 & Company Secretary

Place : Chennai
 Date : 13th August, 2026

OFFER OPENING PUBLIC ANNOUNCEMENT UNDER REGULATION 19(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVERS) REGULATIONS, 2011, AS AMENDED FOR THE ATTENTION OF THE ELIGIBLE EQUITY SHAREHOLDERS OF

NEELKANTH ROCK-MINERALS LIMITED

CIN: L1909GPN0300200000
 Registered Office: Plot No. 608, Scheme Choptanah Jagr, Khatra No. 175/74, Plot No. 15/16, Jodhpur-342001, Rajasthan, India.
 Contact No.: +91 0291 2631833 | Email: info@neelrock.com | Website: www.neelrock.com

This advertisement is issued by Mark Corporate Advisors Private Limited ("Manager to the Offer") for and on behalf of M. Seetha Sai Nikhil Chintalapati ("Acquirer"), pursuant to Regulation 19(1) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI (SAST) Regulations, 2011") in respect of the Offer of Open Offer to acquire up to 11,36,21,362 fully paid-up equity shares of ₹ 10 each of Neelkanth Rock Minerals Limited ("Neelkanth") ("Target Company") at a price of ₹ 19.40 per equity share, representing 26.05% of the Voting Share Capital of the Target Company.

This Pre-Offer Advertisement should be read in conjunction of, and in conjunction with:-
 (i) Public Announcement dated June 12, 2026 ("Public Announcement") published on June 12, 2026 in the newspapers namely Business Standard (English), Business Standard (Hindi), Navbharati (Marathi) and Prabhat Khabar (Hindi);
 (ii) Draft Letter of Offer dated June 12, 2026 ("Draft Letter of Offer") ("LoF") and
 (iv) Letter of Offer dated August 10, 2026 ("Letter of Offer") ("LoO").

The Equity Shareholders of the Target Company are requested to kindly note the following information related to the Open Offer:

- Offer Price:** The Open Offer is being made by the Acquirer to the Public Shareholders of Neelkanth Rock Minerals Limited ("Neelkanth") ("Target Company") to acquire up to 11,36,21,362 fully paid-up equity shares having face value of ₹ 10 each at a price of ₹ 19.40 per equity share ("Offer Price"), payable in cash. There has not been any revision in the Offer Price.
- Recommendation of the Committee of Independent Directors ("CID"):** The Committee of Independent Directors ("CID") of the Target Company has issued recommendation (relevant extract) on the Offer, which was published on August 14, 2026 in the above-mentioned newspapers and the same are as under:

Recommendation on the Open Offer: Based on a review of the relevant information (as set out in the summary of reasons for recommendation below), the CID is of the opinion that the Offer Price of ₹ 19.40 per Equity Share is in accordance with the applicable regulatory requirements and is fair and reasonable.

Summary of reasons for recommendation: CID has taken into consideration the following for making the recommendation:
 CID has reviewed (a) The Public Announcement ("PA") dated June 08, 2026 in connection with the Offer issued on behalf of the Acquirer; (b) The Draft Letter of Offer ("DLOF") dated June 12, 2026; and (c) The Letter of Offer ("LoO") dated August 10, 2026.

Based on the review of PA, DLOF and LoO, the CID is of the opinion that the Offer Price of ₹ 19.40 per equity share for public shareholders offered by the Acquirer is more than the highest price among the selective criteria mentioned under Justification of Offer Price) is in line with the regulatory prescribed by SEBI under the Regulations and prima facie appears to be justified. However, the Public Shareholders should independently evaluate the Offer and take informed decision in the matter.

- The request of Letter of Offer to the Public Shareholders as on the Identified Date i.e., August 04, 2026 is in accordance with Regulation 18(2) of SEBI (SAST) Regulations, 2011 and has been completed through electronic mode on August 10, 2026 and physical mode on August 11, 2026. The Identified Date was relevant only for the purpose of determining the Public Shareholders whose LoO was to be sent. It is clarified that all the Public Shareholders (even if they acquire equity shares and become equity shareholders after the Identified Date) are eligible to participate in the Open Offer.
- A copy of the LoO is also available on the website of SEBI at www.sebi.gov.in, BSE at www.bseindia.com, and Manager to the Offer at www.markcorporateadvisors.com. A summary of the procedure for tendering of equity shares in the Open Offer is as below:

a) In the case of Equity Shares held in physical form: Public Shareholders holding Equity Shares in physical form may participate in the Open Offer through the stockbroker ("Selling Broker") by providing name, address, distinctive numbers, folio numbers, number of Equity Shares held, number of Equity Shares tendered and other relevant documents as mentioned in points 8, 15 of the LoO along with duly filled and signed Form SH-4.

b) In the case of Equity Shares held in dematerialized form: Public Shareholders who desire to tender their Equity Shares under the Open Offer would have to approach their respective stockbrokers ("Selling Broker") registered with SEBI with the normal trading hours of the secondary market, during the Tendering Period as mentioned in the prospectus as mentioned in points 8, 14 of the LoO.

c) In the case of non-reception-availability of the form of acceptance, the application can be made on plain paper along with the following details:

- "In case of physical shares: Name, address, distinctive numbers, folio nos. number of shares tendered/withdrawn.
- "In case of dematerialized shares: Name, address, number of shares tendered, DP name, DP ID, Beneficiary account no. and a photocopy of delivery instruction in "off market" mode or counterfoil of the delivery instruction in "off market" mode, duly acknowledged by the DP in favour of the Depository Escrow Account.

5) The Open Offer will be implemented by the Acquirer through Stock Exchange Mechanism made available for the Stock Exchanges in the form of separate window ("Acquisition Window") as provided by the SEBI (SAST) Regulations, 2011 and SEBI circular CIR/CFD/CY/SELI/1201 dated April 13, 2015 issued by SEBI as amended via SEBI circular CIR/CFD/CY/SELI/1201 dated December 08, 2016 and SEBI circular SEBI/HO/CFD/CY/SELI/1201 dated August 13, 2021, as amended, including any guidelines and circulars issued in relation to the same by the Stock Exchange, clearing corporations and SEBI ("Acquisition Window Circular").

6) All documents/information referred under the "Documents for Inspection" will be made available electronically as well as physically for inspection to the Public Shareholders of the Target Company.

7) The comments received from SEBI vide Observation Letter No. HO48/12/17(52026)-CFD-RCR/11/7525/2026 dated Friday, July 31, 2026 in terms of Regulation 16(4) of the SEBI (SAST) Regulations, 2011 have been duly incorporated in the LoO and also in the Public Announcement to the extent applicable.

8) As a result of the acquisition of equity shares pursuant to Underlying Transaction and Open Offer, the public shareholding in the Target Company falls below the minimum level required under the SEBI (SAST) Regulations, 2011, as amended. The Acquirer will ensure to increase the Minimum Public Shareholding to at least 25.00% by means of the options available such as Offer for Sale of shares held by Promoter(s)/Promoter Group through the Stock Exchange mechanism, Rights Issue to Public Shareholders, Bonus Issue to Public Shareholders, allotment of equity shares under Qualified Institutional Placement, etc., as set out in Rule 19A of the SCRR in compliance with applicable law.

9) There shall be changes in the composition of Board of Directors of the Target Company after the closing date as stated in SPA, in accordance with applicable laws (including without limitation, the Companies Act, 2013, the SEBI (LOO) Regulations, 2015 and Regulation 24 of the SEBI (SAST) Regulations, 2011).

10) Acquirer is neither associated with any securities related business nor registered with the Securities and Exchange Board of India ("SEBI") as a market intermediary.

11) The Promoter / Promoter Group of the Target Company have not filed any return under Regulation 10(7) of SEBI (SAST) Regulation 2011, except for acquisition of 63,80 equity shares representing 0.20% of the equity share capital of Target Company on September 07, 2018.

12) There are no contracts representing the Acquirer on the Board of the Target Company.

13) There are no actions taken by SEBI / RBI / Stock Exchanges under SEBI Act, 1956 and regulations made there under either on the Promoters or directors of the Target Company or the Target Company. Further, as there are no penalties imposed on either the promoters or directors of the Target Company or the Target Company.

14) There has been no merger/demerge/loss of off-by-back involving the Target Company during the last three (3) years.

15) There are no contingent liabilities in the Target Company as on March 31, 2026.

16) We have updated the status of completing offer in the Letter of Offer.

17) As far as, there are no Statutory Approvals required by the Acquirer to complete the underlying transaction in this Open Offer. In case, if any Statutory Approvals are required or become applicable at a later date before the closure of the Tendering Period, the Offer shall be subject to the receipt of such Statutory Approvals. The Acquirer shall make the necessary applications for such Statutory Approvals. In the event of refusal of any of such Statutory Approvals which may become applicable for the completion of the Offer of the Target Company under the Offer, the Acquirer shall have the right to withdraw the Offer in accordance with the provisions of Regulation 23(1) of the SEBI (SAST) Regulations, 2011.

18) We have updated the details of SEBI Observation Letter in the LoO.

Schedule of Activities:
 The Schedule of Activities has been revised and the necessary changes have been incorporated in the LoO. The Revised Schedule of Activities is in compliance with the applicable provisions of SEBI (SAST) Regulations, 2011 and the same is as under:

Sr. No.	Nature of Activity	Original Schedule Day & Date	Revised Schedule ¹ Day & Date
1)	Public Announcement	Saturday, June 06, 2026	Saturday, June 06, 2026
2)	Last Date of publishing the Detailed Public Statement	Friday, June 12, 2026	Friday, June 12, 2026
3)	Last date for filing of Draft Letter of Offer with SEBI	Friday, June 19, 2026	Friday, June 19, 2026
4)	Last date of a Compelling Offer ²	Monday, July 06, 2026	Monday, July 06, 2026
5)	Last date for receipt of SEBI observations on the DLOF (in the event SEBI has not sought clarifications or additional information from the Manager)	Monday, July 13, 2026	Monday, July 21, 2026 ³
6)	Identified Date ⁴	Wednesday, July 15, 2026	Tuesday, August 04, 2026
7)	Last date by which the Letter of Offer will be dispatched to the Eligible Equity Shareholders as on the Identified Date	Wednesday, July 22, 2026	Tuesday, August 11, 2026
8)	Last date by which the recommendation of the committee of Independent Directors of the Target Company will be given and published	Friday, July 24, 2026	Friday, August 14, 2026
9)	Last Date for revising the Offer Price/number of shares	Monday, July 27, 2026	Monday, August 11, 2026
10)	Date of Public Announcement for Opening the Offer	Tuesday, July 28, 2026	Monday, August 17, 2026
11)	Date of Commencement of the Tendering Period ("Offer Opening Date")	Wednesday, July 29, 2026	Tuesday, August 18, 2026
12)	Date of Closing of the Tendering Period ("Offer Closing Date")	Tuesday, August 11, 2026	Tuesday, September 01, 2026
13)	Last date for communicating Receipt/Acceptance and payment of consideration for accepted equity shares or equity share certificate/unaccepted shares certificate/cancelled/unaccepted shares to Demat Account	Tuesday, August 25, 2026	Wednesday, September 16, 2026

1) Where the dates are mentioned for various activities, such activities may take place on or before the respective last dates.

2) Actual date of receipt of SEBI observations on the DLOF.

3) Identified Date is only for the purpose of determining the names of the Eligible Shareholders as on such date when the Letter of Offer is sent. It is clarified that all the holders registered in the ownership of Equity Shares of the Target Company except the Acquirer and Promoter/Shareholder Group of the Target Company, are eligible to participate in the Offer and may tender equity shares in the Offer.

4) Capitalized terms used in this advertisement, but not defined herein, shall have the same meanings assigned to such terms in the PA, DPS and the Letter of Offer. This advertisement will be available on the website of SEBI i.e., www.sebi.gov.in.

Issued by the Manager to the Offer:
 Mark Corporate Advisors Private Limited
 CIN: U67102MH2007PTC018195
 404/1, The Summit, Sant Janshodh Road (Service Lane), Off W. E. Highway, Vile Parle (East), Mumbai-400057
 Tel. No.: +91 22 2612 3207/08
 Contact Person: Mr. Manish Gupta
 E-Mail ID: openoffer@markcorporateadvisors.com
 Investor Grievance Email ID: investorgrievance@markcorporateadvisors.com
 SEBI Registration No.: INM000012128

For and on behalf of the Acquirer:
 Sd/-
 Seetha Sai Nikhil Chintalapati
 ("Acquirer")

Place: Hyderabad
 Date: August 17, 2026

**UDAYSHIVAKUMAR INFRA LIMITED**

CIN : L45309KA2019PLC130901 (Formerly known as Udayshivakumar Infra Private Limited)
 Registered Office: # 192/4-A-196, "Manjukrupa", Banashankari Badavane, Near NH-4 Bypass, Davangere - 577005, Karnataka
 Website: www.uskinfra.com, Email: cs@uskinfra.com, Phone: 08192-297009
 Statement of Unaudited Financial Results for the Quarter Ended June 30, 2026

Particulars	Quarter Ended		Year to Date	
	30.06.2026 (Unaudited)	31.03.2026 (Audited)	30.06.2025 (Unaudited)	31.03.2026 (Audited)
Total Income from Operations	4,625.20	4,804.71	5,816.42	21,132.56
Net Profit/(Loss) for the period before tax (after exceptional and extraordinary items)	243.61	1,604.25	-1,030.78	38.27
Net Profit/(Loss) for the period after tax (after exceptional and extraordinary items)	245.73	1,335.47	-772.83	165.58
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)	245.73	1,355.21	-772.83	185.32
Equity Share capital (Face value Rs. 10)	5,535.71	5,535.71	5,535.71	5,535.71
Other Equity	NA	NA	NA	11,495.04
Earning per share (of Rs. 10/- each) (not annualised):				
Weighted average number of equity shares used as denominator for calculating EPS (Nos.)	5,53,57,142	5,53,57,142	5,53,57,142	5,53,57,142
(a) Basic EPS	0.44	2.45	-1.40	0.33
(b) Diluted EPS	0.44	2.45	-1.40	0.33

Note: The above is an extract of the detailed format of Financial Results filed with BSE Limited under Regulation 33 of SEBI (Listing Obligations and disclosure requirements), Regulation, 2015. The complete format of Financial Results are available on the website of Stock Exchange of BSE (www.bseindia.com), NSE (www.nseindia.com) and on the website of our Company (www.uskinfra.com).



Place: Davangere, Karnataka
 Date - 14-08-2026

For and on behalf of the Board of Directors
 Udayshivakumar Infra Limited
 Sd/-
 Mr. Udayshivakumar
 Managing Director DIN: 05326601

THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT AND DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES, NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION DIRECTLY OR INDIRECTLY OUTSIDE INDIA.

PUBLIC ANNOUNCEMENT

CENTURY BUSINESS MEDIA LIMITED

(Formerly known as Century Business Private Limited)

THE EQUITY SHARES OF THE COMPANY WILL GET LISTED ON SME PLATFORM OF BSE LIMITED ("BSE SME")

Our Company was originally incorporated as a Private Limited Company under the name "Century Business Private Limited" on September 23, 1999 bearing Registration No. 090901 having CIN U50209RJ1999PTC009001 under the provisions of the Companies Act, 1956 with the Registrar of Companies, Bihar. Consequently, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on January 08, 2024, our company has changed its name from "Century Business Private Limited" to "Century Business Media Private Limited" vide a fresh Certificate of Incorporation consequent upon change of name dated February 08, 2024 issued by the Registrar of Companies, Patna. Further, pursuant to Special Resolution passed by the shareholders at the Extra Ordinary General Meeting held on June 28, 2024 our company was converted into a Public Limited Company and consequently the name of our Company from "Century Business Media Private Limited" to "Century Business Media Limited" vide a fresh Certificate of Incorporation dated September 16, 2024 issued by the Registrar of Companies, Central Registration Centre. Our Company's Corporate Identification Number is U73108RJ1999PLC090001.

Registered Office: 107, Emarat Firdaus Exhibition Road, Patna, Bihar, India, 800001
Corporate Office: P 5 Abacus Room No 204, 2nd Floor NH 12 Action Area II E New Town, North 24 Parganas, West Bengal, India, 700016
Tel.: 021-230627/6, E-mail: info@centurymedia.in; **Website:** www.centurymedia.in
Contact Person: Shashank Poddar, Company Secretary & Compliance Officer

NOTICE TO INVESTORS ("NOTICE")

INITIAL PUBLIC OFFER OF UPTO 23,16,000 EQUITY SHARES OF FACE VALUE OF ₹10/- EACH (THE "EQUITY SHARES") OF CENTURY BUSINESS MEDIA LIMITED (OUR "COMPANY") FOR CASH AT AN ISSUE PRICE OF ₹(●) PER EQUITY SHARE (INCLUDING SHARE PREMIUM OF ₹(●) PER EQUITY SHARE) FOR CASH, AGGREGATING UP TO ₹(●) LAKHS ("PUBLIC ISSUE")

In reference to the Draft Red Herring Prospectus dated September 05, 2025 ("DRHP") filed with SME Platform of BSE Limited ("BSE SME"), investor should note the following:

- Our Company has received intimations from Shashi Kumar Choudhary, Seema Choudhary and Sangita Dokania to Sell 4,84,600 Equity Shares respectively to certain individuals, as detailed below (together the "Secondary Transaction"). The details of the transferee are as follows:

S. No.	Date of Transfer	Name of Transferees	Nature of relationship with company	Name of Transferee	Nature of Relationship with Company	Nature of Transaction	Number of Equity Shares	Percentage of pre-issue share capital of the company	Transfer Price per Equity Share (Rs.) [*]	Total Consideration (In Rs.) [*]
1.	August 14, 2026	Shashi Kumar Choudhary	Promoter	Khushi Choudhary Shreya Choudhary	Promoter Group Promoter Group	Secondary Sale	5,000 5,000	0.08% 0.08%	- -	- -
		TOTAL					10,000	0.16%	-	-
3.	August 14, 2026	Seema Choudhary	Promoter	Neeraj Kedia	Promoter Group	Secondary Sale	2,000	0.03%	-	-
		TOTAL					2,000	0.03%	-	-
4.	August 14, 2026	Sangita Dokania	Promoter	Shashi Kumar Choudhary	Promoter	Secondary Sale	4,72,600	7.33%	-	-
		TOTAL					4,72,600	7.33%	-	-
		GRAND TOTAL					4,84,600	7.52%	-	-

^{*} Transferred by way of gift

2. Please note that the Equity Share transferred pursuant to the Secondary Transaction, being the pre-offer equity share capital shall be subject to Lock-in, in accordance with terms of Regulation 239 of the SEBI (ICDR) Regulations, 2018.

3. Further, except as disclosed in the table above and in the DRHP, the aforementioned transferees are not connected with the Company, the Promoters, members of the Promoter Group, the Directors, the Key Managerial Personnel, Group Companies and the directors and Key Managerial Personnel of our Group Companies.

Please further note that the Notice does not reflect all the changes that have occurred between the date of filing of the DRHP and the date hereof, and accordingly does not include all the changes and/or updates that will be included in the Red Herring Prospectus and the Prospectus. The above notice is to be read in conjunction with the DRHP. Further, the company will submit the relevant section in the Red Herring Prospectus and Prospectus to be filed with ROC and the Stock Exchange, to reflect the factual position pursuant to the Secondary Transaction as on the date of the Red Herring Prospectus and Prospectus.

BOOK RUNNING LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE
 Hem Securities Hem Securities Limited Address: 304 A Wing, Namam Midtown, Senapati Bapat Marg, Elphinstone Road, Lower Parel, Mumbai-400013, Maharashtra, India Tel. No.: +91-22-49606000; Email: info@hemsecurities.com Investor Grievance ID: redressal@hemsecurities.com Contact Person: Ravi Kumar Gupta Website: www.hemsecurities.com SEBI Regn. No.: INM000010981	 KFin Technologies Limited Address: Solexium Tower-B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India Tel. No.: +91-40-6716 2222; Email: sales@kfintech.com Investor Grievance Email: enquiry@kfintech.com Website: www.kfintech.com ; Contact Person: M. Murali Krishna Designation: Vice President; SEBI Registration Number: INR000000221 CIN: L24020TG2017PLC117649

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

For Century Business Media Limited
 (Formerly known as Century Business Private Limited)
 On behalf of the Board of Directors
 Sd/-
 Shashank Poddar
 Company Secretary and Compliance Officer

Disclaimer: Century Business Media 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 Draft Red Herring Prospectus on September 05, 2025. The Draft Red Herring Prospectus is available on the website of BSE SME at www.bseindia.com/PublicIssues/SME/DRHP/DRHP.aspx and is available on the websites of the BRLM at www.hemsecurities.com and also on the website of the Company www.centurymedia.in. Any potential investors should note that investment in equity shares involves a high degree of risk and for details relating to the same, see section titled "Risk Factors" beginning on page 28 of the Draft Red Herring Prospectus. Potential investors should not rely on the Draft Red Herring Prospectus for making any investment decision.

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.

