

# Devyani International

BSE SENSEX  
85,063

S&P CNX  
26,179



## Stock Info

|                       |            |
|-----------------------|------------|
| Bloomberg             | DEVYANI IN |
| Equity Shares (m)     | 1232       |
| M.Cap.(INRb)/(USD\$)  | 171 / 1.9  |
| 52-Week Range (INR)   | 210 / 122  |
| 1, 6, 12 Rel. Per (%) | 1/-23/-41  |
| 12M Avg Val (INR M)   | 517        |
| Free Float (%)        | 38.6       |

## Financials Snapshot (INR b)

| Y/E Mar        | 2025E  | 2026E | 2027E |
|----------------|--------|-------|-------|
| Sales          | 56.3   | 63.7  | 70.8  |
| Sales Gr. (%)  | 13.7   | 13.1  | 11.2  |
| EBITDA         | 8.3    | 10.8  | 13.3  |
| Margins (%)    | 14.8   | 17.0  | 18.8  |
| Adj. PAT       | -0.1   | 1.4   | 2.7   |
| Adj. EPS (INR) | -0.1   | 1.2   | 2.2   |
| EPS Gr. (%)    | -133.6 | LP    | 88.9  |
| BV/Sh.(INR)    | 5.1    | 3.9   | 3.5   |

## Ratios

|          |      |      |      |
|----------|------|------|------|
| RoE (%)  | -0.9 | 26.0 | 59.2 |
| RoCE (%) | 4.1  | 7.7  | 10.6 |

## Valuations

|                             |         |       |      |
|-----------------------------|---------|-------|------|
| P/E (x)                     | -2210.6 | 119.3 | 63.1 |
| P/BV (x)                    | 27.4    | 35.7  | 39.3 |
| EV/Sales (x)                | 3.1     | 2.7   | 2.9  |
| Pre Ind-AS<br>EV/EBITDA (x) | 38.3    | 25.8  | 19.1 |

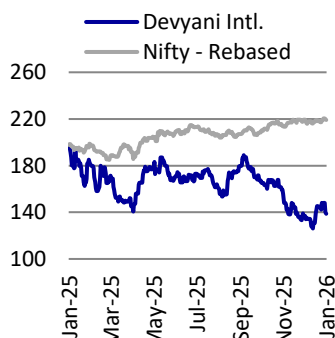
\*Pre merger

## Shareholding pattern (%)

| As On    | Sep-25 | Jun-25 | Sep-24 |
|----------|--------|--------|--------|
| Promoter | 61.4   | 62.6   | 62.7   |
| DII      | 19.8   | 18.1   | 15.4   |
| FII      | 6.6    | 9.4    | 11.2   |
| Others   | 12.3   | 9.9    | 10.7   |

FII Includes depository receipts

## Stock Performance (1-year)



**CMP: INR139**

**TP: INR180 (+30%)**

**Buy**

## Strategic consolidation of Yum! Brands' India operations

- Devyani International (DIL) and Sapphire Foods India (SAPPHIRE) have approved a scheme of arrangement for the merger of SAPPHIRE into DIL. The transaction consolidates Yum! Brands' India operations under a single listed entity. The merger will be executed through a share swap, with 177 equity shares of DIL to be issued for every 100 equity shares of SAPPHIRE. Before the scheme becomes effective, SAPPHIRE's promoter, Sapphire Foods Mauritius, will divest its ~18.5% equity stake in SAPPHIRE to DIL's group company, Arctic International.
- The merger is aimed at unlocking scale benefits, improving unit economics through operating leverage and revised commercial terms, and strengthening execution across brands and geographies. After integration, the combined entity is expected to benefit from faster store expansion, procurement efficiencies, corporate overhead rationalization, and improved cash-flow generation. The merged company will have annualized revenue of ~INR78b (similar to JUBI) and a network of ~3,000 stores.
- As part of the transaction, DIL will acquire 19 KFC restaurants in Hyderabad for ~INR900m and make a one-time payment of ~INR3.2b to Yum! India for merger approval and additional territory rights. The merger integration is expected to be complete by the end of FY27.
- The merger is expected to deliver recurring annual synergies of ~INR2.2b, driven by lower Pizza Hut operating costs, reduction in overall corporate overheads, and other operational efficiencies. As per the company, ~60% of synergies (~INR1.1b) will be realized in the first year after the merger and the full benefits (INR2-2.25b) from the second year onward. We estimate an EBITDA gain of ~INR500m in FY28, considering weak QSR industry performance and any delay in occurring synergy benefits.
- The merged entity, at 25x EV/EBITDA (pre-IND AS) on FY28E, gives a per share value of INR180 (similar to our current TP).

## Deal structure and key terms

- Under the proposed scheme of arrangement, SAPPHIRE will be merged into DIL through a share-swap arrangement, wherein SAPPHIRE shareholders will receive 177 equity shares of DIL for every 100 equity shares of SAPPHIRE. Before the scheme becomes effective, SAPPHIRE's promoter, Sapphire Foods Mauritius, will divest its ~18.5% equity stake in SAPPHIRE to DIL's group company, Arctic International.
- Yum! Brand has agreed to revised commercial arrangements to support long-term growth of the combined platform. These include enhancements of certain waivers for the KFC and Pizza Hut brands to improve alignment on store expansion and sustainable growth.
- In addition, DIL will acquire 19 KFC restaurants in Hyderabad from Yum! India for a lumpsum consideration of ~INR900m. DIL will make a one-time payment of ~INR3.2b to Yum! India for merger approval and additional territory rights. While these payments entail near-term cash outflows, they are expected to enhance long-term strategic outlook.

Naveen Trivedi – Research Analyst (Naveen.Trivedi@motilaloswal.com)

Research Analyst: Amey Tiwari (Amey.Tiwari@MotilalOswal.com) | Tanu Jindal (Tanu.Jindal@MotilalOswal.com)

Investors are advised to refer through important disclosures made at the last page of the Research Report.

Motilal Oswal research is available on [www.motilaloswal.com/Institutional-Equities](http://www.motilaloswal.com/Institutional-Equities), Bloomberg, Thomson Reuters, Factset and S&P Capital.

### Synergy benefits from the proposed merger

- The proposed merger is expected to generate meaningful strategic and financial synergies by consolidating KFC and Pizza Hut operations under a single, scaled operating platform, creating one of the largest QSR players in India with an expanded national footprint (excluding captive markets).
- The combined entity is expected to benefit from a unified brand and consumer strategy, improved execution consistency, and accelerated store rollout. Operational synergies are anticipated from integration of procurement, supply chain, technology, finance, and management functions, resulting in improved bargaining power with vendors, landlords, and service partners.
- The merger integration is expected to be complete by the end of FY27. Management expects ~60% (~INR1.1b) of the targeted synergies to be realized in the first year after the merger, and full run-rate synergies of INR2.1-2.2b achievable from the second full year of integrated operations. We model ~INR500m of synergy benefits in FY28.

### Changes in post-merger operational functions

- For PH, DIL will be taking over functions like marketing, innovation, technology and supply chain. For KFC, technology and supply chain management will transition to the merged entity, while marketing and innovation will continue to be driven by Yum! Brands.
- DIL has already started hiring talent across functions. It has also shortlisted a global technology vendor as their tech partner to revamp the web and app ecosystem and to improve the digital journey and consumer experience. DIL expects all key functions to be fully operational by Jun'26.
- All the incentives from Yum! Brand are availed for 10 years.

### Valuation and view

- The transaction consolidates KFC and Pizza Hut operations in India under a single operator. The merged entity will operate over 3,000 stores globally with an annualized turnover of ~INR78b (similar to JUBI), positioning it among the largest multi-brand QSR companies in India. The merger enhances long-term growth visibility and is expected to unlock significant synergies through improved operating leverage, more efficient capital allocation, greater scale benefits, and stronger execution across brands and geographies.
- Although the one-time fee payable to Yum! Brands amounts to INR4.1b (INR3.2b + INR0.9b), the merger is expected to generate recurring annual synergies of ~INR2.2b. As per the company, around 60% of these synergies are likely to be realized in the first year after the merger and the full run-rate is expected from the second year. Although the upfront payment may appear near-term negative, we view the transaction as structurally positive given the quantum of recurring synergies and the creation of a single pan-India QSR platform.
- For FY28, the first year after the merger, we estimate an EBITDA gain of ~INR500m, driven primarily by improvement in the Pizza Hut business and savings in corporate overheads. Management expects Pizza Hut to turn profitable at the brand contribution level in the first year of integration, with margins improving to low double-digit levels over time. Accordingly, we model Pizza Hut ROM at ~5% in FY28 (post-merger) vs. -1% FY26E, and corporate overhead savings of 50bp.
- The merged entity, at 25x EV/EBITDA (pre-IND AS) on FY28E, gives a per share value of INR180 (similar to our current TP).

## Key highlights from the call

### Overview

- The merged entity will have more than 3,000 stores globally and a turnover of ~INR78b on an annualized basis.
- India's food and beverage market is large and is getting formalized and expanding rapidly. The broader food services market is expected to be at more than USD100b, with QSR at more than USD25b.
- After the merger, there would be national rollouts and standardized execution, which will translate directly into durable competitive advantage.
- This merger creates a platform that is better placed competitively with deeper national penetration for market brands, stronger bargaining power with vendor partners and landlords, and better capital allocation.

### Changes in post-merger operational functions

- For PH, DIL will take over marketing, innovation, technology and supply chain functions. For KFC, technology and supply chain management will move to the merged entity and Yum! Brands will continue to drive marketing and innovation.
- DIL has already started hiring talent across functions. It has also shortlisted a global technology vendor as a tech partner to revamp the web and app ecosystem to improve the digital journey and consumer experience. DIL expects all key functions to be fully operational by Jun'26.
- The merger is expected to close in ~12-15 months, and in the interim, both companies will focus on operational improvements. The call on the leadership roles in the merger entity will be taken after the merger.
- All the incentives from Yum! Brand are availed for 10 years.
- The merger will create annual synergies of ~INR2.2b net of all incremental costs. About 60% of total synergies are expected to be realized in 1st year of merger, with the balance expected to accrue in the following years.

### Deal structure

- The deal is structured as a share swap, with 177 DIL shares to be issued for every 100 SAPPHIRE shares, mainly because of the face value difference.
- As per Yum! Brands requirement, SAPPHIRE's promoter is supposed to maintain at least 25% stake, which cannot be without Yum! Brands approval. Of this 25% stake, 18.5% will be sold bilaterally (in next 13-15 months) as part of the deal, resulting in RJ Corp emerging as the dominant shareholder in the merged entity.

### Pizza Hut

- Management expects positive brand contribution margin in the first year of merger and aims to scale it to low double digits.
- Aggressive store additions by both companies weighed on SSSG and operating leverage. Going forward, they will focus more on improving operational metrics rather than store network. That said, net store addition will continue.
- PH brand contribution is expected to come closer to KFC over time.

### KFC

- The store count requirement for the merged entity will be close to existing separate DAs. However, their focus will be on improving overall consumption.

- Marketing and innovation responsibilities will remain with Yum! Brands, ensuring brand consistency and global alignment.

**Exhibit 1: Merger entity to see synergy benefits FY28 onwards**

| INR bn   | Merged Entity (Without synergy) |              |              |              |              |              |              | Merged Entity (With synergy) |              |              |              |
|--|---------------------------------|--------------|--------------|--------------|--------------|--------------|--------------|------------------------------|--------------|--------------|--------------|
| Financials   | FY22                            | FY23         | FY24         | FY25         | FY26E        | FY27E        | FY28E        | FY25                         | FY26E        | FY27E        | FY28E        |
| <b>Net Revenue</b>   | <b>38.1</b>                     | <b>52.6</b>  | <b>61.5</b>  | <b>78.3</b>  | <b>87.7</b>  | <b>99.0</b>  | <b>110.3</b> | <b>78.3</b>                  | <b>87.7</b>  | <b>99.0</b>  | <b>110.3</b> |
| -KFC   | 22.5                            | 32.2         | 37.6         | 40.8         | 44.5         | 51.4         | 58.7         | 40.8                         | 44.5         | 51.4         | 58.7         |
| -PH  | 9.0                             | 12.2         | 12.3         | 12.8         | 12.5         | 13.3         | 14.3         | 12.8                         | 12.5         | 13.3         | 14.3         |
| -Costa Coffee  | 0.4                             | 1.0          | 1.5          | 2.0          | 2.2          | 2.5          | 2.8          | 2.0                          | 2.2          | 2.5          | 2.8          |
| -International brands  | 1.9                             | 2.3          | 4.4          | 16.3         | 18.6         | 20.3         | 21.9         | 16.3                         | 18.6         | 20.3         | 21.9         |
| Sri Lanka  | 3.0                             | 2.7          | 3.4          | 4.2          | 5.1          | 5.6          | 6.0          | 4.2                          | 5.1          | 5.6          | 6.0          |
| Other brands   | 1.2                             | 2.2          | 2.3          | 2.2          | 4.7          | 5.9          | 6.4          | 2.2                          | 4.7          | 5.9          | 6.4          |
| Other operating revenue  | 0.1                             | 0.1          | 0.1          | 0.1          | 0.2          | 0.2          | 0.2          | 0.1                          | 0.2          | 0.2          | 0.2          |
| <b>Revenue growth (%)</b>                                      | <b>77%</b>                      | <b>38%</b>   | <b>17%</b>   | <b>27%</b>   | <b>12%</b>   | <b>13%</b>   | <b>11%</b>   | <b>27%</b>                   | <b>12%</b>   | <b>13%</b>   | <b>11%</b>   |
| -KFC   | 83%                             | 43%          | 17%          | 9%           | 9%           | 15%          | 14%          | 9%                           | 9%           | 15%          | 14%          |
| -PH  | 77%                             | 35%          | 1%           | 4%           | -2%          | 6%           | 8%           | 4%                           | -2%          | 6%           | 8%           |
| -Costa Coffee  | 92%                             | 148%         | 49%          | 31%          | 10%          | 14%          | 15%          | 31%                          | 10%          | 14%          | 15%          |
| -International brands  | 65%                             | 19%          | 95%          | 268%         | 14%          | 9%           | 8%           | 268%                         | 14%          | 9%           | 8%           |
| -Sri Lanka   | 52%                             | -9%          | 25%          | 24%          | 20%          | 10%          | 8%           | 24%                          | 20%          | 10%          | 8%           |
| -Other brands  | 67%                             | 82%          | 5%           | -4%          | 115%         | 24%          | 10%          | -4%                          | 115%         | 24%          | 10%          |
| <b>Restaurant EBITDA</b>                                       | <b>7.4</b>                      | <b>9.5</b>   | <b>9.6</b>   | <b>11.1</b>  | <b>11.3</b>  | <b>14.7</b>  | <b>17.8</b>  | <b>11.1</b>                  | <b>11.3</b>  | <b>14.7</b>  | <b>17.8</b>  |
| KFC  | 4.6                             | 6.4          | 7.4          | 7.1          | 6.9          | 8.3          | 10.0         | 7.1                          | 6.9          | 8.3          | 10.0         |
| Pizza Hut  | 1.4                             | 1.7          | 0.8          | 0.3          | (0.1)        | 0.5          | 0.7          | 0.3                          | (0.1)        | 0.5          | 0.7          |
| Costa Coffee   | 0.1                             | 0.2          | 0.3          | 0.3          | 0.3          | 0.4          | 0.5          | 0.3                          | 0.3          | 0.4          | 0.5          |
| International  | 0.4                             | 0.6          | 0.5          | 2.6          | 3.1          | 4.1          | 4.8          | 2.6                          | 3.1          | 4.1          | 4.8          |
| Sri Lanka  | 0.7                             | 0.4          | 0.5          | 0.7          | 0.8          | 0.9          | 1.0          | 0.7                          | 0.8          | 0.9          | 1.0          |
| Others Brands - Vaango<br>(South Indian), The Food Street, etc | 0.1                             | 0.1          | 0.1          | 0.4          | 0.7          | 0.9          | 1.1          | 0.4                          | 0.7          | 0.9          | 1.1          |
| Other operating revenue  | 0.1                             | 0.1          | 0.1          | (0.3)        | (0.3)        | (0.3)        | (0.3)        | (0.3)                        | (0.3)        | (0.3)        | (0.3)        |
| <b>RoM (%)</b>   | <b>19%</b>                      | <b>18%</b>   | <b>16%</b>   | <b>14%</b>   | <b>13%</b>   | <b>15%</b>   | <b>16%</b>   | <b>14%</b>                   | <b>13%</b>   | <b>15%</b>   | <b>16%</b>   |
| KFC  | 20%                             | 20%          | 20%          | 17%          | 15%          | 16%          | 17%          | 17%                          | 15%          | 16%          | 17%          |
| Pizza Hut  | 15%                             | 14%          | 6%           | 3%           | -1%          | 4%           | 5%           | 3%                           | -1%          | 4%           | 5%           |
| Costa Coffee   | 30%                             | 24%          | 17%          | 16%          | 15%          | 16%          | 17%          | 16%                          | 15%          | 16%          | 17%          |
| International  | 21%                             | 25%          | 12%          | 16%          | 17%          | 20%          | 22%          | 16%                          | 17%          | 20%          | 22%          |
| Sri Lanka  | 23%                             | 15%          | 14%          | 15%          | 15%          | 16%          | 16%          | 15%                          | 15%          | 16%          | 16%          |
| Others Brands - Vaango<br>(South Indian), The Food Street, etc | 7%                              | 5%           | 5%           | 20%          | 14%          | 15%          | 18%          | 20%                          | 14%          | 15%          | 18%          |
| Corporate overheads  | 2.6                             | 2.5          | 3.1          | 3.6          | 4.3          | 4.7          | 5.2          | 3.6                          | 4.3          | 4.7          | 4.6          |
| % of sales   | 6.7%                            | 4.8%         | 5.0%         | 4.6%         | 5.0%         | 4.8%         | 4.7%         | 4.6%                         | 5.0%         | 4.8%         | 4.2%         |
| <b>EBITDA (Pre Ind AS)</b>                                     | <b>4.8</b>                      | <b>7.0</b>   | <b>6.5</b>   | <b>7.6</b>   | <b>7.0</b>   | <b>10.0</b>  | <b>12.7</b>  | <b>7.6</b>                   | <b>7.0</b>   | <b>10.0</b>  | <b>13.2</b>  |
| <b>EBITDA margin (%) (Pre Ind AS)</b>                          | <b>12.6%</b>                    | <b>13.3%</b> | <b>10.6%</b> | <b>9.7%</b>  | <b>7.9%</b>  | <b>10.1%</b> | <b>11.5%</b> | <b>9.7%</b>                  | <b>7.9%</b>  | <b>10.1%</b> | <b>11.9%</b> |
| IND AS adjustments   | 3.0                             | 3.8          | 4.6          | 5.6          | 6.0          | 6.5          | 7.1          | 5.6                          | 6.0          | 6.5          | 7.1          |
| Per store  | 2.0                             | 1.9          | 1.7          | 1.9          | 1.9          | 1.9          | 1.9          | 1.9                          | 1.9          | 1.9          | 1.9          |
| <b>EBITDA</b>  | <b>7.8</b>                      | <b>10.8</b>  | <b>11.1</b>  | <b>13.2</b>  | <b>13.0</b>  | <b>16.5</b>  | <b>19.8</b>  | <b>13.2</b>                  | <b>12.9</b>  | <b>16.5</b>  | <b>20.2</b>  |
| <b>EBITDA margin (%)</b>                                       | <b>20.5%</b>                    | <b>20.6%</b> | <b>18.1%</b> | <b>16.8%</b> | <b>14.8%</b> | <b>16.7%</b> | <b>17.9%</b> | <b>16.8%</b>                 | <b>14.8%</b> | <b>16.7%</b> | <b>18.3%</b> |
| <b>Change in Pre-IND AS EBITDA</b>                             |                                 |              |              |              |              |              |              | <b>0%</b>                    | <b>0%</b>    | <b>4%</b>    |              |
| <b>Change in Pre-IND AS EBITDA</b>                             |                                 |              |              |              |              |              |              |                              |              |              | <b>0.5</b>   |

Source: Company, MOFSL

**Exhibit 2: Devyani Valuation (Post merger)**

|  |             |
|--|-------------|
| <b>Value of merged entity</b>          | <b>FY28</b> |
| Merged Entity EBITDA (pre-IND AS)      | 13.2        |
| EV/EBITDA (x)                          | <b>25x</b>  |
| EV                                     | 329         |
| Debt                                   | 8.7         |
| Payment to Yum                         | 3.2         |
| <b>Market Cap</b>                      | <b>317</b>  |
| Equity (post-merger)                   | 1.8         |
| <b>Value per share (Merged entity)</b> | <b>180</b>  |
| <b>Upside (%)</b>                      | <b>30</b>   |

Source: Company, MOFSL

**Exhibit 3: Shareholding pattern pre- and post-merger**

| Shareholding Pattern | Devyani      |                   | Sapphire     |                   | Post-merger  |                   |
|----------------------|--------------|-------------------|--------------|-------------------|--------------|-------------------|
|                      | No of shares | % of shareholding | No of shares | % of shareholding | No of shares | % of shareholding |
| Promoters            | 757          | 61%               | 84           | 26%               | 862          | 48%               |
| Public               | 476          | 39%               | 238          | 74%               | 940          | 52%               |
| <b>Total</b>         | <b>1,233</b> | <b>100%</b>       | <b>321</b>   | <b>100%</b>       | <b>1,802</b> | <b>100%</b>       |

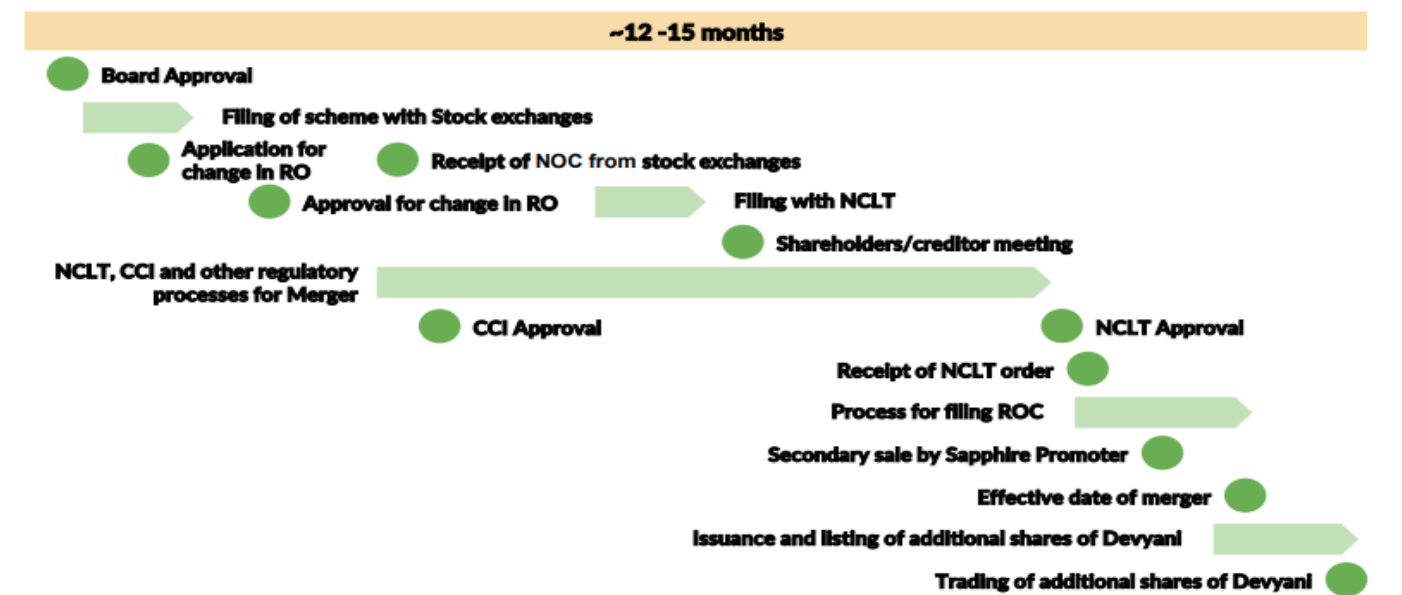
Source: Company, MOFSL

**Exhibit 4: Store count (post-merger)**

| Total stores   | FY21         | FY22         | FY23         | FY24         | FY25         | FY26E        | FY27E        | FY28E        |
|--|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| KFC  | 1,025        | 1,025        | 1,025        | 1,025        | 1,198        | 1,363        | 1,548        | 1,733        |
| PH   | 886          | 886          | 886          | 886          | 964          | 972          | 1,012        | 1,052        |
| Costa Coffee   | 179          | 179          | 179          | 179          | 220          | 248          | 283          | 318          |
| Others Brands - Vaango<br>(South Indian), The Food Street, etc | 87           | 87           | 87           | 87           | 118          | 119          | 123          | 127          |
| <b>International</b>   |              |              |              |              |              |              |              |              |
| Nigeria  | 40           | 40           | 40           | 40           | 40           | 43           | 48           | 52           |
| Nepal  | 25           | 25           | 25           | 25           | 29           | 35           | 40           | 43           |
| Thailand   | 288          | 288          | 288          | 288          | 306          | 316          | 323          | 326          |
| Sri Lanka  | 120          | 120          | 120          | 120          | 127          | 135          | 143          | 153          |
| <b>Total</b>   | <b>2,650</b> | <b>2,650</b> | <b>2,650</b> | <b>2,650</b> | <b>3,002</b> | <b>3,231</b> | <b>3,520</b> | <b>3,804</b> |

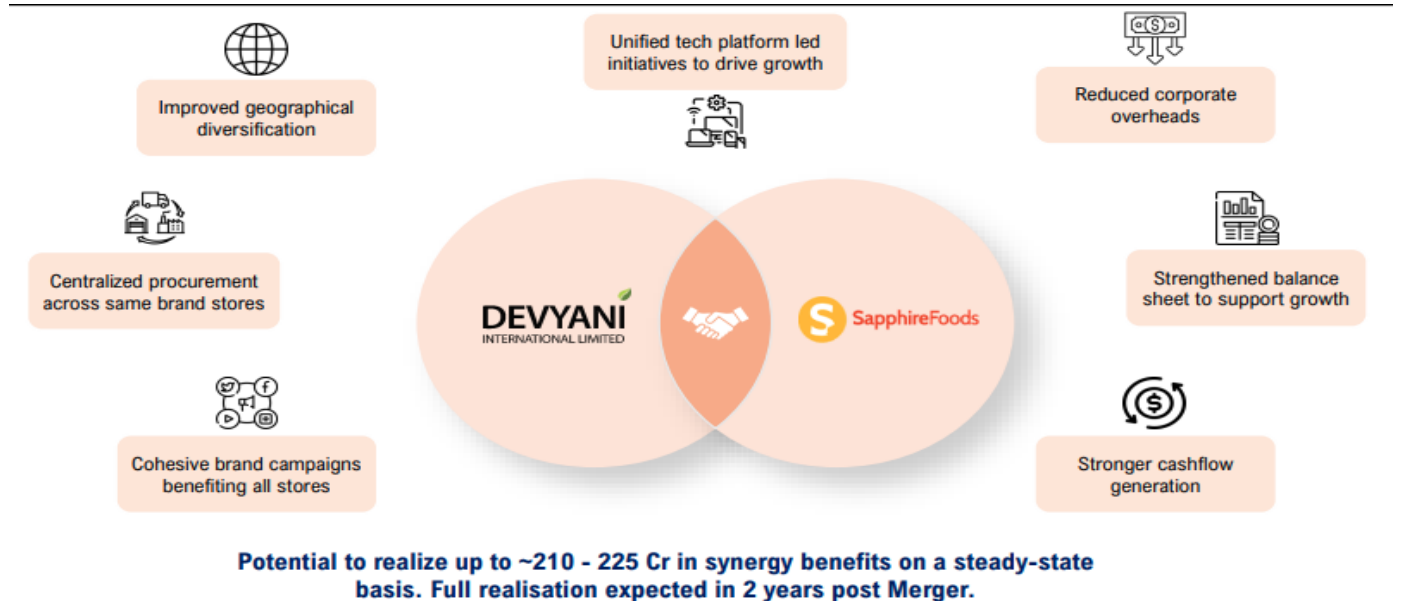
Source: Company, MOFSL

## Exhibit 5: Merger approvals and timelines



Source: Company PPT, MOFSL

## Exhibit 6: Merger to realize ~INR2.2b in synergy benefits



Source: Company PPT, MOFSL

**Exhibit 7: Peer comparison**

| Particulars                         | FY21   | FY22   | FY23   | FY24   | FY25   | FY26E  | FY27E    | FY28E    |
|-------------------------------------|--------|--------|--------|--------|--------|--------|----------|----------|
| <b>Revenue (INR m)</b>              |        |        |        |        |        |        |          |          |
| Devyani (Merged with synergy)       | 21,545 | 38,056 | 52,633 | 61,506 | 78,329 | 87,702 | 98,966   | 1,10,322 |
| Jubilant (Consol)                   | 33,119 | 43,961 | 51,582 | 56,541 | 81,417 | 93,782 | 1,07,029 | 1,21,804 |
| Jubilant (Standalone)               | 32,688 | 43,311 | 50,960 | 53,409 | 61,047 | 70,387 | 80,945   | 92,682   |
| Westlife                            | 9,860  | 15,765 | 22,782 | 23,918 | 24,912 | 26,713 | 29,982   | 33,378   |
| Restaurant Brands (Consol)          | 10,040 | 14,903 | 20,543 | 24,371 | 25,508 | 28,741 | 33,367   | 38,242   |
| Restaurant Brands (Standalone)      | 4,945  | 9,437  | 14,397 | 17,601 | 19,678 | 22,912 | 26,696   | 30,924   |
| United Foodbrands                   | 5,071  | 8,606  | 12,338 | 12,545 | 12,330 | 12,627 | 13,631   | 14,801   |
| <b>Revenue growth (%)</b>           |        |        |        |        |        |        |          |          |
| Devyani (Merged with synergy)       | -25%   | 77%    | 38%    | 17%    | 27%    | 12%    | 13%      | 11%      |
| Jubilant (Consol)                   | -16%   | 33%    | 17%    | 10%    | 44%    | 15%    | 14%      | 14%      |
| Jubilant (Standalone)               | -16%   | 32%    | 18%    | 5%     | 14%    | 15%    | 15%      | 15%      |
| Westlife                            | -36%   | 60%    | 45%    | 5%     | 4%     | 7%     | 12%      | 11%      |
| Restaurant Brands (Consol)          | 19%    | 48%    | 38%    | 19%    | 5%     | 13%    | 16%      | 15%      |
| Restaurant Brands (India)           | -41%   | 91%    | 53%    | 22%    | 12%    | 16%    | 17%      | 16%      |
| United Foodbrands                   | -40%   | 70%    | 43%    | 2%     | -2%    | 2%     | 8%       | 9%       |
| <b>Stores</b>                       |        |        |        |        |        |        |          |          |
| Devyani (Merged with synergy)       | 2,650  | 2,650  | 2,650  | 2,650  | 3,002  | 3,231  | 3,520    | 3,804    |
| Jubilant (Consol)                   | 1,437  | 1,665  | 2,787  | 2,991  | 3,316  | 3,688  | 4,135    | 4,582    |
| Jubilant (India)                    | 1,406  | 1,621  | 1,863  | 2,096  | 2,304  | 2,616  | 2,988    | 3,360    |
| Westlife                            | 305    | 326    | 357    | 398    | 438    | 478    | 518      | 558      |
| Restaurant Brands-Consol            | 439    | 492    | 577    | 630    | 681    | 751    | 824      | 917      |
| Restaurant Brands-India             | 265    | 315    | 391    | 455    | 513    | 578    | 638      | 718      |
| United Foodbrands                   | 164    | 185    | 216    | 217    | 230    | 260    | 285      | 310      |
| <b>EBITDA pre IND AS (INR m)</b>    |        |        |        |        |        |        |          |          |
| Devyani (Merged with synergy)       | 1,224  | 4,803  | 6,995  | 6,524  | 7,559  | 6,953  | 10,008   | 13,172   |
| Jubilant (Consol)                   | 5,092  | 7,828  | 7,771  | 6,701  | 11,172 | 13,455 | 15,692   | 18,483   |
| Jubilant (Standalone)               | 5,045  | 7,786  | 7,847  | 6,743  | 7,257  | 8,674  | 10,289   | 12,396   |
| Westlife                            | (24)   | 1,304  | 3,010  | 2,698  | 2,032  | 1,994  | 2,535    | 3,022    |
| RBA (Consol)                        | -619   | -416   | -595   | 204    | 370    | 611    | 1840     | 2907     |
| RBA (India)                         | -619   | -135   | 361    | 753    | 994    | 1194   | 1907     | 2760     |
| United Foodbrands                   | -90    | 300    | 1,186  | 836    | 907    | 639    | 836      | 1,007    |
| <b>EBITDA pre IND AS margin (%)</b> |        |        |        |        |        |        |          |          |
| Devyani (Merged with synergy)       | 5.7%   | 12.6%  | 13.3%  | 10.6%  | 9.7%   | 7.9%   | 10.1%    | 11.9%    |
| Jubilant (Consol)                   | 15.4%  | 17.8%  | 15.1%  | 11.9%  | 13.7%  | 14.3%  | 14.7%    | 15.2%    |
| Jubilant (Standalone)               | 15.4%  | 17.9%  | 15.4%  | 12.6%  | 11.9%  | 12.3%  | 12.7%    | 13.4%    |
| Westlife                            | -0.2%  | 8.3%   | 13.2%  | 11.3%  | 8.2%   | 7.5%   | 8.5%     | 9.1%     |
| RBA (Consol)                        | -6.2%  | -2.8%  | -2.9%  | 0.8%   | 1.5%   | 2.1%   | 5.5%     | 7.6%     |
| RBA (India)                         | -12.5% | -1.4%  | 2.5%   | 4.3%   | 5.1%   | 5.2%   | 7.1%     | 8.9%     |
| United Foodbrands                   | -1.8%  | -41.8% | 9.6%   | 6.7%   | 7.4%   | 5.1%   | 6.1%     | 6.8%     |

Source: Company PPT, MOFSL



## Financials and valuations (Pre – merger)

| Income Statement consol.   |               |               |               |               |               |               |               | (INRm)        |               |
|----------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Y/E March                  | FY20          | FY21          | FY22          | FY23          | FY24          | FY25          | FY26E         | FY27E         | FY28E         |
| <b>Net Sales</b>           | <b>15,164</b> | <b>11,348</b> | <b>20,840</b> | <b>29,977</b> | <b>35,563</b> | <b>49,511</b> | <b>56,291</b> | <b>63,652</b> | <b>70,763</b> |
| Change (%)                 | 15.7          | -25.2         | 83.6          | 43.8          | 18.6          | 39.2          | 13.7          | 13.1          | 11.2          |
| Raw Materials              | 4,604         | 3,447         | 5,998         | 8,986         | 10,566        | 15,388        | 17,834        | 19,874        | 22,080        |
| <b>Gross Profit</b>        | <b>10,560</b> | <b>7,902</b>  | <b>14,842</b> | <b>20,991</b> | <b>24,997</b> | <b>34,122</b> | <b>38,457</b> | <b>43,779</b> | <b>48,683</b> |
| Margin (%)                 | 69.6          | 69.6          | 71.2          | 70.0          | 70.3          | 68.9          | 68.3          | 68.8          | 68.8          |
| Operating Expenses         | 8,005         | 5,556         | 10,082        | 14,440        | 18,474        | 25,700        | 30,136        | 32,980        | 35,369        |
| <b>EBITDA</b>              | <b>2,555</b>  | <b>2,346</b>  | <b>4,760</b>  | <b>6,551</b>  | <b>6,524</b>  | <b>8,422</b>  | <b>8,321</b>  | <b>10,799</b> | <b>13,314</b> |
| Change (%)                 | -8.4          | -8.2          | 102.9         | 37.6          | -0.4          | 29.1          | -1.2          | 29.8          | 23.3          |
| Margin (%)                 | 16.8          | 20.7          | 22.8          | 21.9          | 18.3          | 17.0          | 14.8          | 17.0          | 18.8          |
| Depreciation               | 2,272         | 2,775         | 2,249         | 2,782         | 3,907         | 6,332         | 6,437         | 6,897         | 7,300         |
| Int. and Fin. Charges      | 1,584         | 1,495         | 1,270         | 1,475         | 1,869         | 2,648         | 2,691         | 2,900         | 3,086.7       |
| Other Income               | 187           | 641           | 161           | 326           | 326           | 370           | 431           | 474           | 546           |
| <b>Profit before Taxes</b> | <b>-1,115</b> | <b>-1,283</b> | <b>1,402</b>  | <b>2,620</b>  | <b>1,074</b>  | <b>-188</b>   | <b>-375</b>   | <b>1,477</b>  | <b>3,473</b>  |
| Change (%)                 | 56.6          | 15.0          | -209.3        | 86.8          | -59.0         | -117.5        | 99.8          | -493.3        | 135.2         |
| Margin (%)                 | -7.4          | -11.3         | 6.7           | 8.7           | 3.0           | -0.4          | -0.7          | 2.3           | 4.9           |
| Total tax                  | 18            | -11           | -320          | -206          | 133           | 197           | -75           | 295           | 818           |
| Tax Rate (%)               | -1.7          | 0.8           | -22.8         | -7.9          | 12.4          | -104.7        | 20.0          | 20.0          | 23.5          |
| <b>Adjusted PAT</b>        | <b>-1,008</b> | <b>-677</b>   | <b>1,715</b>  | <b>2,770</b>  | <b>929</b>    | <b>226</b>    | <b>-76</b>    | <b>1,406</b>  | <b>2,655</b>  |
| Change (%)                 | N/M           | N/M           | L/P           | 61.5          | -66.5         | -75.7         | -133.6        | -1,953.6      | 88.9          |
| Margin (%)                 | -6.6          | -6.0          | 8.2           | 9.2           | 2.6           | 0.5           | -0.1          | 2.2           | 3.8           |
| <b>Reported PAT</b>        | <b>-790</b>   | <b>-735</b>   | <b>1,563</b>  | <b>2,650</b>  | <b>473</b>    | <b>-314</b>   | <b>-300</b>   | <b>1,181</b>  | <b>2,431</b>  |

| Balance Sheet                |               |               |               |               |               |               |               | (INRm)        |               |
|------------------------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|---------------|
| Y/E March                    | FY20          | FY21          | FY22          | FY23          | FY24          | FY25          | FY26E         | FY27E         | FY28E         |
| Share Capital                | 1,062         | 1,154         | 1,205         | 1,205         | 1,206         | 1,206         | 1,206         | 1,206         | 1,206         |
| Reserves                     | -2,953        | -16           | 5,658         | 8,499         | 9,352         | 9,738         | 4,910         | 3,492         | 3,060         |
| <b>Net Worth</b>             | <b>-1,891</b> | <b>1,138</b>  | <b>6,863</b>  | <b>9,703</b>  | <b>10,558</b> | <b>10,944</b> | <b>6,116</b>  | <b>4,698</b>  | <b>4,266</b>  |
| Loans                        | 4,307         | 4,633         | 1,325         | 774           | 9,102         | 9,318         | 9,318         | 9,318         | 9,318         |
| Lease Liability              | 12,882        | 8,724         | 11,217        | 14,875        | 19,955        | 22,558        | 26,512        | 28,774        | 31,012        |
| Minority Interest            | -391          | -419          | -47           | -62           | 2,928         | 3,079         | 3,233         | 3,394         | 3,564         |
| <b>Capital Employed</b>      | <b>14,906</b> | <b>14,076</b> | <b>19,358</b> | <b>25,290</b> | <b>42,543</b> | <b>45,899</b> | <b>45,178</b> | <b>46,183</b> | <b>48,159</b> |
| Gross Block                  | 7,707         | 7,276         | 9,660         | 13,838        | 23,004        | 30,446        | 31,610        | 34,650        | 37,718        |
| Less: Accum. Depn.           | 9,542         | 7,914         | 11,709        | 14,278        | 21,839        | 23,314        | 20,275        | 20,791        | 22,485        |
| <b>Net Fixed Assets</b>      | <b>5,364</b>  | <b>6,162</b>  | <b>7,649</b>  | <b>11,012</b> | <b>20,704</b> | <b>22,584</b> | <b>24,903</b> | <b>25,392</b> | <b>25,674</b> |
| Capital WIP                  | 135           | 143           | 68            | 153           | 110           | 35            | 35            | 35            | 35            |
| Goodwill                     | 224           | 644           | 644           | 644           | 4,287         | 4,581         | 4,581         | 4,581         | 4,581         |
| Right to Use Assets          | 10,351        | 6,660         | 8,911         | 12,258        | 16,906        | 18,799        | 18,225        | 17,887        | 17,263        |
| <b>Investments</b>           | <b>414</b>    | <b>456</b>    | <b>351</b>    | <b>353</b>    | <b>268</b>    | <b>271</b>    | <b>271</b>    | <b>271</b>    | <b>271</b>    |
| Non-current                  | 414           | 456           | 351           | 353           | 268           | 271           | 271           | 271           | 271           |
| Deferred tax asset (net)     | 75            | 96            | 482           | 963           | 512           | 574           | 563           | 552           | 541           |
| <b>Curr. Assets, L&amp;A</b> | <b>2,272</b>  | <b>2,523</b>  | <b>4,519</b>  | <b>4,502</b>  | <b>6,538</b>  | <b>6,541</b>  | <b>5,358</b>  | <b>7,201</b>  | <b>10,650</b> |
| Inventory                    | 721           | 622           | 855           | 1,290         | 1,310         | 1,482         | 1,564         | 1,742         | 1,936         |
| Account Receivables          | 173           | 169           | 211           | 289           | 527           | 413           | 470           | 531           | 590           |
| Cash and Bank Balance        | 160           | 405           | 659           | 851           | 1,808         | 1,814         | 596           | 2,078         | 5,157         |
| Others                       | 1,218         | 1,327         | 2,795         | 2,071         | 2,892         | 2,832         | 2,729         | 2,850         | 2,967         |
| <b>Curr. Liab. and Prov.</b> | <b>3,929</b>  | <b>2,608</b>  | <b>3,267</b>  | <b>4,595</b>  | <b>6,782</b>  | <b>7,487</b>  | <b>8,757</b>  | <b>9,735</b>  | <b>10,854</b> |
| Account Payables             | 1,632         | 1,619         | 1,964         | 2,419         | 3,756         | 4,411         | 5,113         | 5,697         | 6,330         |
| Other Liabilities            | 2,074         | 678           | 991           | 1,830         | 1,988         | 2,193         | 2,542         | 2,833         | 3,147         |
| Provisions                   | 223           | 311           | 313           | 346           | 1,038         | 882           | 1,103         | 1,205         | 1,378         |
| <b>Net Current Assets</b>    | <b>-1,657</b> | <b>-85</b>    | <b>1,252</b>  | <b>-93</b>    | <b>-244</b>   | <b>-946</b>   | <b>-3,399</b> | <b>-2,534</b> | <b>-204</b>   |
| <b>Application of Funds</b>  | <b>14,906</b> | <b>14,076</b> | <b>19,358</b> | <b>25,290</b> | <b>42,542</b> | <b>45,898</b> | <b>45,178</b> | <b>46,183</b> | <b>48,159</b> |

E: MOFSL Estimates



## Financials and valuations (Pre- merger)

### Ratios

| Y/E March                     | FY20  | FY21  | FY22 | FY23 | FY24  | FY25  | FY26E    | FY27E | FY28E |
|-------------------------------|-------|-------|------|------|-------|-------|----------|-------|-------|
| <b>Basic (INR)</b>            |       |       |      |      |       |       |          |       |       |
| EPS                           | -0.9  | -0.6  | 1.4  | 2.3  | 0.8   | 0.2   | -0.1     | 1.2   | 2.2   |
| Cash EPS                      | 1.2   | 1.8   | 3.3  | 4.6  | 4.0   | 5.4   | 5.3      | 6.9   | 8.3   |
| BV/Share                      | -1.8  | 1.0   | 5.7  | 8.1  | 8.8   | 9.1   | 5.1      | 3.9   | 3.5   |
| <b>Valuation (x)</b>          |       |       |      |      |       |       |          |       |       |
| P/E                           | N/M   | N/M   | 97.7 | 60.5 | 180.4 | 743.1 | -2,210.6 | 119.3 | 63.1  |
| Cash P/E                      | 116.8 | 76.5  | 42.3 | 30.2 | 34.7  | 25.6  | 26.4     | 20.2  | 16.8  |
| EV/Sales                      | 10.0  | 14.5  | 8.1  | 5.6  | 4.9   | 3.5   | 3.1      | 2.7   | 2.9   |
| EV/EBITDA                     | 59.2  | 70.0  | 35.2 | 25.5 | 26.8  | 20.8  | 21.2     | 16.2  | 15.2  |
| EV/EBITDA Pre Ind AS          | 263.1 | 194.9 | 56.0 | 38.4 | 45.9  | 35.4  | 38.3     | 25.8  | 19.1  |
| P/BV                          | N/M   | 140.9 | 24.4 | 17.3 | 15.9  | 15.3  | 27.4     | 35.7  | 39.3  |
| <b>Return Ratios (%)</b>      |       |       |      |      |       |       |          |       |       |
| RoE                           | N/M   | N/M   | 42.9 | 33.4 | 9.2   | 2.1   | -0.9     | 26.0  | 59.2  |
| RoCE                          | 3.2   | 1.5   | 19.6 | 19.8 | 7.6   | 11.4  | 4.1      | 7.7   | 10.6  |
| RoIC                          | 2.0   | -3.1  | 19.7 | 19.3 | 7.1   | 10.2  | 3.4      | 7.1   | 10.6  |
| <b>Working Capital Ratios</b> |       |       |      |      |       |       |          |       |       |
| Debtor (Days)                 | 4     | 5     | 4    | 4    | 5     | 3     | 3        | 3     | 3     |
| Asset Turnover (x)            | 1.0   | 0.8   | 1.1  | 1.2  | 0.8   | 1.1   | 1.2      | 1.4   | 1.5   |
| <b>Leverage Ratio</b>         |       |       |      |      |       |       |          |       |       |
| Debt/Equity (x)               | N/M   | 11.7  | 1.8  | 1.6  | 2.8   | 2.9   | 5.9      | 8.1   | 9.5   |

### Cash Flow Statement

| Y/E March                    | FY20          | FY21          | FY22          | FY23          | FY24           | FY25          | FY26E         | FY27E         | FY28E         |
|------------------------------|---------------|---------------|---------------|---------------|----------------|---------------|---------------|---------------|---------------|
| <b>(INRM)</b>                |               |               |               |               |                |               |               |               |               |
| Profit before Tax            | -1,196        | -641          | 1,231         | 2,419         | 37             | 131           | -375          | 1,477         | 3,248         |
| Depreciation                 | 2,506         | 2,887         | 2,249         | 2,788         | 3,848          | 5,699         | 6,437         | 6,897         | 7,525         |
| Net interest                 | 1,688         | 1,622         | 1,270         | 1,475         | 1,869          | 2,648         | 2,691         | 2,900         | 3,087         |
| Others                       | -206          | -1,874        | -303          | -79           | 63             | -144          | -431          | -474          | -546          |
| Direct Taxes Paid            | -8            | 5             | -103          | -478          | -267           | 20            | 75            | -295          | -818          |
| (Incr)/Decr in WC            | 223           | 397           | 162           | 246           | 375            | 648           | 1,124         | 488           | 602           |
| <b>CF from Operations</b>    | <b>3,007</b>  | <b>2,396</b>  | <b>4,506</b>  | <b>6,370</b>  | <b>5,925</b>   | <b>9,002</b>  | <b>9,520</b>  | <b>10,991</b> | <b>13,098</b> |
| Incr in FA                   | -999          | -3,673        | -3,063        | -4,240        | -4,619         | -4,818        | -1,164        | -3,040        | -3,068        |
| <b>Free Cash Flow</b>        | <b>2,008</b>  | <b>-1,278</b> | <b>1,443</b>  | <b>2,130</b>  | <b>1,306</b>   | <b>4,184</b>  | <b>8,356</b>  | <b>7,951</b>  | <b>10,030</b> |
| Others                       | 108           | 103           | -606          | 890           | -9,242         | 75            | -3,953        | -332          | -285          |
| <b>CF from Invest.</b>       | <b>-892</b>   | <b>-3,570</b> | <b>-3,669</b> | <b>-3,350</b> | <b>-13,861</b> | <b>-4,743</b> | <b>-5,118</b> | <b>-3,372</b> | <b>-3,353</b> |
| Incr in Debt                 | -1,791        | -1,564        | -4,776        | -2,822        | 5,625          | -3,722        | 277           | 302           | 329           |
| Net interest Paid            | -435          | -492          | -147          | -27           | 3,247          | -545          | -5,897        | -6,439        | -6,995        |
| <b>CF from Fin. Activity</b> | <b>-2,226</b> | <b>1,420</b>  | <b>-584</b>   | <b>-2,827</b> | <b>8,893</b>   | <b>-4,254</b> | <b>-5,620</b> | <b>-6,138</b> | <b>-6,666</b> |
| <b>Incr/Decr of Cash</b>     | <b>-111</b>   | <b>245</b>    | <b>253</b>    | <b>193</b>    | <b>957</b>     | <b>5</b>      | <b>-1,218</b> | <b>1,482</b>  | <b>3,079</b>  |
| Add: Opening Balance         | 271           | 160           | 405           | 659           | 851            | 1,808         | 1,814         | 596           | 2,078         |
| <b>Closing Balance</b>       | <b>160</b>    | <b>405</b>    | <b>659</b>    | <b>851</b>    | <b>1,808</b>   | <b>1,814</b>  | <b>596</b>    | <b>2,078</b>  | <b>5,157</b>  |

E: MOFSL Estimates

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

## NOTES

| Explanation of Investment Rating |  |
|----------------------------------|--|
| Investment Rating                | Expected return (over 12-month)  |
| BUY                              | >=15%  |
| SELL                             | < - 10%  |
| NEUTRAL                          | < - 10 % to 15%  |
| UNDER REVIEW                     | Rating may undergo a change  |
| NOT RATED                        | We have forward looking estimates for the stock but we refrain from assigning recommendation |

\*In case the recommendation given by the Research Analyst is inconsistent with the investment rating legend for a continuous period of 30 days, the Research Analyst shall be within following 30 days take appropriate measures to make the recommendation consistent with the investment rating legend.

#### Disclosures

The following Disclosures are being made in compliance with the SEBI Research Analyst Regulations 2014 (herein after referred to as the Regulations).

Motilal Oswal Financial Services Ltd. (MOFSL) is a SEBI Registered Research Analyst having registration no. INH000000412 and BSE enlistment no. 5028. MOFSL, the Research Entity (RE) as defined in the Regulations, is engaged in the business of providing Stock broking services, Depository participant services & distribution of various financial products. MOFSL is a listed public company, the details in respect of which are available on [www.motilaloswal.com](http://www.motilaloswal.com). MOFSL is registered with the Securities & Exchange Board of India (SEBI) and is a registered Trading Member with National Stock Exchange of India Ltd. (NSE) and Bombay Stock Exchange Limited (BSE), Multi Commodity Exchange of India Limited (MCX) and National Commodity & Derivatives Exchange Limited (NCDEX) for its stock broking activities & is Depository participant with Central Depository Services Limited (CDSL) National Securities Depository Limited (NSDL), NERL, COMRIS and CCRL and is member of Association of Mutual Funds of India (AMFI) for distribution of financial products and Insurance Regulatory & Development Authority of India (IRDA) as Corporate Agent for insurance products and is a member of Association of Portfolio Managers in India (APMI) for distribution of PMS products. Details of associate entities of Motilal Oswal Financial Services Ltd. are available on the website at <http://onlinereports.motilaloswal.com/Dormant/documents/Associate%20Details.pdf>

MOFSL and its associate company(ies), their directors and Research Analyst and their relatives may; (a) from time to time, have a long or short position in, act as principal in, and buy or sell the securities or derivatives thereof of companies mentioned herein. (b) be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as a market maker in the financial instruments of the company(ies) discussed herein or act as an advisor or lender/borrower to such company(ies) or may have any other potential conflict of interests with respect to any recommendation and other related information and opinions; however the same shall have no bearing whatsoever on the specific recommendations made by the analyst(s), as the recommendations made by the analyst(s) are completely independent of the views of the associates of MOFSL even though there might exist an inherent conflict of interest in some of the stocks mentioned in the research report.

MOFSL and / or its affiliates do and seek to do business including investment banking with companies covered in its research reports. As a result, the recipients of this report should be aware that MOFSL may have a potential conflict of interest that may affect the objectivity of this report. Compensation of Research Analysts is not based on any specific merchant banking, investment banking or brokerage service transactions. Details of pending Enquiry Proceedings of Motilal Oswal Financial Services Limited are available on the website at <https://galaxy.motilaloswal.com/ResearchAnalyst/PublishViewLitigation.aspx>

A graph of daily closing prices of securities is available at [www.nseindia.com](http://www.nseindia.com), [www.bseindia.com](http://www.bseindia.com). Research Analyst views on Subject Company may vary based on Fundamental research and Technical Research. Proprietary trading desk of MOFSL or its associates maintains arm's length distance with Research Team as all the activities are segregated from MOFSL research activity and therefore it can have an independent view with regards to Subject Company for which Research Team have expressed their views.

#### Regional Disclosures (outside India)

This report is not directed or intended for distribution to or use by any person or entity resident in a state, country or any jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject MOFSL & its group companies to registration or licensing requirements within such jurisdictions.

#### For Hong Kong:

This report is distributed in Hong Kong by Motilal Oswal capital Markets (Hong Kong) Private Limited, a licensed corporation (CE AYY-301) licensed and regulated by the Hong Kong Securities and Futures Commission (SFC) pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) "SFO". As per SEBI (Research Analyst Regulations) 2014 Motilal Oswal Securities (SEBI Reg. No. INH000000412) has an agreement with Motilal Oswal capital Markets (Hong Kong) Private Limited for distribution of research report in Hong Kong. This report is intended for distribution only to "Professional Investors" as defined in Part I of Schedule 1 to SFO. Any investment or investment activity to which this document relates is only available to professional investor and will be engaged only with professional investors." Nothing here is an offer or solicitation of these securities, products and services in any jurisdiction where their offer or sale is not qualified or exempt from registration. The Indian Analyst(s) who compile this report is/are not located in Hong Kong & are not conducting Research Analysis in Hong Kong.

#### For U.S.

Motilal Oswal Financial Services Limited (MOFSL) is not a registered broker - dealer under the U.S. Securities Exchange Act of 1934, as amended (the "1934 act") and under applicable state laws in the United States. In addition MOFSL is not a registered investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act" and together with the 1934 Act, the "Acts"), and under applicable state laws in the United States. Accordingly, in the absence of specific exemption under the Acts, any brokerage and investment services provided by MOFSL, including the products and services described herein are not available to or intended for U.S. persons. This report is intended for distribution only to "Major Institutional Investors" as defined by Rule 15a-6(b)(4) of the Exchange Act and interpretations thereof by SEC (henceforth referred to as "major institutional investors"). This document must not be acted on or relied on by persons who are not major institutional investors. Any investment or investment activity to which this document relates is only available to major institutional investors and will be engaged in only with major institutional investors. In reliance on the exemption from registration provided by Rule 15a-6 of the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") and interpretations thereof by the U.S. Securities and Exchange Commission ("SEC") in order to conduct business with Institutional Investors based in the U.S., MOFSL has entered into a chaperoning agreement with a U.S. registered broker-dealer, Motilal Oswal Securities International Private Limited. ("MOSIPL"). Any business interaction pursuant to this report will have to be executed within the provisions of this chaperoning agreement.

The Research Analysts contributing to the report may not be registered /qualified as research analyst with FINRA. Such research analyst may not be associated persons of the U.S. registered broker-dealer, MOSIPL, and therefore, may not be subject to NASD rule 2711 and NYSE Rule 472 restrictions on communication with a subject company, public appearances and trading securities held by a research analyst account.

#### For Singapore

In Singapore, this report is being distributed by Motilal Oswal Capital Markets (Singapore) Pte. Ltd. ("MOCMSPL") (UEN 201129401Z), which is a holder of a capital markets services license and an exempt financial adviser in Singapore. This report is distributed solely to persons who (a) qualify as "institutional investors" as defined in section 4A(1)(c) of the Securities and Futures Act of Singapore ("SFA") or (b) are considered "accredited investors" as defined in section 2(1) of the Financial Advisers Regulations of Singapore read with section 4A(1)(a) of the SFA. Accordingly, if a recipient is neither an "institutional investor" nor an "accredited investor", they must immediately discontinue any use of this Report and inform MOCMSPL.

In respect of any matter arising from or in connection with the research you could contact the following representatives of MOCMSPL. In case of grievances for any of the services rendered by MOCMSPL write to [grievances@motilaloswal.com](mailto:grievances@motilaloswal.com).

Nainesh

Rajani

Email: [nainesh.rajani@motilaloswal.com](mailto:nainesh.rajani@motilaloswal.com)

Contact: (+65) 8328 0276

#### Specific Disclosures

- Research Analyst and/or his/her relatives do not have a financial interest in the subject company(ies), as they do not have equity holdings in the subject company(ies). MOFSL has financial interest in the subject company(ies) at the end of the week immediately preceding the date of publication of the Research Report: No.  
Nature of Financial interest is holding equity shares or derivatives of the subject company
- Research Analyst and/or his/her relatives do not have actual/beneficial ownership of 1% or more securities in the subject company(ies) at the end of the month immediately preceding the date of publication of Research Report.  
MOFSL has actual/beneficial ownership of 1% or more securities of the subject company(ies) at the end of the month immediately preceding the date of publication of Research Report: No
- Research Analyst and/or his/her relatives have not received compensation/other benefits from the subject company(ies) in the past 12 months.  
MOFSL may have received compensation from the subject company(ies) in the past 12 months.
- Research Analyst and/or his/her relatives do not have material conflict of interest in the subject company at the time of publication of research report.  
MOFSL does not have material conflict of interest in the subject company at the time of publication of research report.
- Research Analyst has not served as an officer, director or employee of subject company(ies).
- MOFSL has not acted as a manager or co-manager of public offering of securities of the subject company in past 12 months.
- MOFSL has not received compensation for investment banking /merchant banking/brokerage services from the subject company(ies) in the past 12 months.
- MOFSL may have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the subject company(ies) in the past 12 months.
- MOFSL may have received compensation or other benefits from the subject company(ies) or third party in connection with the research report.
- MOFSL has not engaged in market making activity for the subject company.

The associates of MOFSL may have:  
financial interest in the subject company

- actual/beneficial ownership of 1% or more securities in the subject company at the end of the month immediately preceding the date of publication of the Research Report or date of the public appearance.
- received compensation/other benefits from the subject company in the past 12 months
- any other potential conflict of interests with respect to any recommendation and other related information and opinions.; however the same shall have no bearing whatsoever on the specific recommendations made by the analyst(s), as the recommendations made by the analyst(s) are completely independent of the views of the associates of MOFSL even though there might exist an inherent conflict of interest in some of the stocks mentioned in the research report.
- acted as a manager or co-manager of public offering of securities of the subject company in past 12 months
- be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as a market maker in the financial instruments of the company(ies) discussed herein or act as an advisor or lender/borrower to such company(ies)
- received compensation from the subject company in the past 12 months for investment banking / merchant banking / brokerage services or from other than said services.
- Served subject company as its clients during twelve months preceding the date of distribution of the research report.

The associates of MOFSL has not received any compensation or other benefits from third party in connection with the research report

Above disclosures include beneficial holdings lying in demat account of MOFSL which are opened for proprietary investments only. While calculating beneficial holdings, It does not consider demat accounts which are opened in name of MOFSL for other purposes (i.e holding client securities, collaterals, error trades etc.). MOFSL also earns DP income from clients which are not considered in above disclosures.

#### Analyst Certification

The views expressed in this research report accurately reflect the personal views of the analyst(s) about the subject securities or issues, and no part of the compensation of the research analyst(s) was, is, or will be directly or indirectly related to the specific recommendations and views expressed by research analyst(s) in this report.

#### Terms & Conditions:

This report has been prepared by MOFSL and is meant for sole use by the recipient and not for circulation. The report and information contained herein is strictly confidential 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 MOFSL. The report is based on the facts, figures and information that are considered true, correct, reliable and accurate. The intent of this report is not recommendatory in nature. The information is obtained from publicly available media or other sources believed to be reliable. Such information has not been independently verified and no guaranty, representation of warranty, express or implied, is made as to its accuracy, completeness or correctness. All such information and opinions are subject to change without notice. The report is prepared solely for informational purpose and does not constitute an offer document or solicitation of offer to buy or sell or subscribe for securities or other financial instruments for the clients. Though disseminated to all the customers simultaneously, not all customers may receive this report at the same time. MOFSL will not treat recipients as customers by virtue of their receiving this report.

#### Disclaimer:

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. This report and information herein is solely for informational purpose and may 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. 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. Each recipient of this document should make such investigations as it deems necessary to arrive at an independent evaluation of an investment in the securities of companies referred to in this document (including the merits and risks involved), and should consult its own advisors to determine the merits and risks of such an investment. The investment discussed or views expressed may not be suitable for all investors. Certain transactions -including those involving futures, options, another derivative products as well as non-investment grade securities - involve substantial risk and are not suitable for all investors. No representation or warranty, express or implied, is made as to the accuracy, completeness or fairness of the information and opinions contained in this document. The Disclosures of Interest Statement incorporated in this document is provided solely to enhance the transparency and should not be treated as endorsement of the views expressed in the report. This information is subject to change without any prior notice. The Company reserves the right to make modifications and alternations to this statement as may be required from time to time without any prior approval. MOFSL, its associates, their directors and the employees may from time to time, effect or have effected an own account transaction in, or deal as principal or agent in or for the securities mentioned in this document. They may perform or seek to perform investment banking or other services for, or solicit investment banking or other business from, any company referred to in this report. Each of these entities functions as a separate, distinct and independent of each other. The recipient should take this into account before interpreting the document. This report has been prepared on the basis of information that is already available in publicly accessible media or developed through analysis of MOFSL. The views expressed are those of the analyst, and the Company may or may not subscribe to all the views expressed therein. This document is being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, copied, in whole or in part, for any purpose. 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 MOFSL 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. Neither the Firm, nor its directors, employees, agents or representatives shall be liable for any damages whether direct or indirect, incidental, special or consequential including lost revenue or lost profits that may arise from or in connection with the use of the information. The person accessing this information specifically agrees to exempt MOFSL or any of its affiliates or employees from, any and all responsibility/liability arising from such misuse and agrees not to hold MOFSL or any of its affiliates or employees responsible for any such misuse and further agrees to hold MOFSL or any of its affiliates or employees free and harmless from all losses, costs, damages, expenses that may be suffered by the person accessing this information due to any errors and delays.

This report is meant for the clients of Motilal Oswal only.

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

Registration granted by SEBI, enlistment as RA with Exchange and certification from NISM in no way guarantee performance of the intermediary or provide any assurance of returns to investors

Registered Office Address: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025; Tel No.: 022 - 71934200 / 71934263; www.motilaloswal.com.

Correspondence Address: Palm Spring Centre, 2nd Floor, Palm Court Complex, New Link Road, Malad (West), Mumbai- 400 064. Tel No: 022 71881000. Details of Compliance Officer: Neeraj Agarwal,

Email Id: na@motilaloswal.com, Contact No.:022-40548085.

Grievance Redressal Cell:

| Contact Person        | Contact No.                 | Email ID                     |
|-----------------------|-----------------------------|------------------------------|
| Ms. Hemangi Date      | 022 40548000 / 022 67490600 | query@motilaloswal.com       |
| Ms. Kumud Upadhyay    | 022 40548082                | servicehead@motilaloswal.com |
| Mr. Ajay Menon        | 022 40548083                | am@motilaloswal.com          |
| Mr. Neeraj Agarwal    | 022 40548085                | na@motilaloswal.com          |
| Mr. Siddhartha Khemka | 022 50362452                | po.research@motilaloswal.com |

Registration details of group entities.: Motilal Oswal Financial Services Ltd. (MOFSL): INZ000158836 (BSE/NSE/MCX/NCDEX); CDSL and NSDL: IN-DP-16-2015; Research Analyst: INH000000412, BSE enlistment no. 5028 . AMFI: ARN : 146822. IRDA Corporate Agent – CA0579, APMI: APRN00233. Motilal Oswal Financial Services Ltd. is a distributor of Mutual Funds, PMS, Fixed Deposit, Insurance, Bond, NCDs and IPO products.

Customer having any query/feedback/ clarification may write to query@motilaloswal.com. In case of grievances for any of the services rendered by Motilal Oswal Financial Services Limited (MOFSL) write to grievances@motilaloswal.com, for DP to dp@motilaloswal.com.