Saregama India (SAREIN)

CMP: ₹ 358 Target: ₹ 430 (20%)

Target Period: 12 months

January 25, 2023



Decent performance!

About the stock: Saregama India (Saregama) is India's oldest music label with ~1.42 lakh songs across various languages, which is monetised over various formats such as digitals (streaming, YouTube), physical (Carvaan) and television.

 Apart from music, it is also into TV serials /(Tamil), creates low budget films as well as web series for OTT platforms through *Yoodlee Films* and has artists and events management business

Q3FY23: Saregama reported a decent set of numbers.

- Revenues were up ~23.4% YoY, at ₹ 185.5 crore. The TV & films segment revenues were up 74.5% YoY at ₹ 27.2 crore, aided by release of three regional movies. Music segment was up ~16% YoY. Carvaan sales volumes were up ~19% YoY to 1.68 lakh units aided by festive season while licencing revenues continued to be robust with ~20% growth driven by digital monetisation
- EBITDA grew 15.2% YoY to ₹ 62.6 crore with margin at 33.8%, down 241 bps YoY, owing to revenue mix (higher proportion of TV& films revenues)
- PAT was at ₹ 52.5 crore (up 21% YoY). The company has changed useful life of music rights, which aided the EBITDA by 2.3 crore. Like to like PAT was at ₹ 50.2 crore, up 15.7% YoY

What should investors do? Saregama share price has grown by ~4x over the past five years.

We expect digital monetisation to provide sustained growth momentum.
 Accelerated opportunity fructification in new areas like web series, artist management, etc, can provide further positive surprise. We maintain BUY

Target Price and Valuation: We value at ₹ 430, 30x FY25 P/E.

Key triggers for future price performance:

- Growth trajectory in music licencing, which the management envisages will grow at ~22-25% in medium term, aided by new content monetisation
- Expansion in movies and web series segment along with Carvaan volume recovery

Alternate Stock Idea: Besides Saregama, we like Inox Leisure in media coverage.

- Beneficiary of cinemas recovery & merger synergy
- BUY with a target price of ₹ 675



BUY



Particulars	
Particular	Amount
Market Capitalization (₹ crore)	6,902
Total Debt (FY22)	₹ 0 Crore
Cash & Investments (FY22)	₹ 855 Crore
EV	₹ 6048 Crore
52 week H/L (₹)	326/528
Equity capital (₹ crore)	19.3
Face value (₹)	1.0
MF Holding (%)	8.0

Shareholding pattern									
	Mar-22	Jun-22	Sep-22	Dec-22					
Promoters	57.7	58.5	58.5	58.5					
DII	3.1	0.2	0.5	0.6					
Flls	17.1	17.3	17.2	17.5					
Other .	22.2	24.0	23.8	23.5					



Recent event & key risks

Key Risk: (i) Slower than anticipated growth in licensing revenue; (ii) Slower recovery in Carvaan profitability

Research Analyst

Bhupendra Tiwary, CFA bhupendra.tiwary@icicisecurities.com

Key Financial Sumr	I Summary							
(Year-end March)	FY20	FY21	FY22	5 yr CAGR (FY17-22)	FY23E	FY24E	FY25E	3 yr CAGR (FY22-25E)
Net Sales (₹ crore)	521.5	442.0	580.6	21.6	736.5	869.1	1,049.0	21.8
EBITDA (₹ crore)	60.5	130.1	187.1	81.8	229.9	268.8	344.6	22.6
Net Profit (₹ crore)	43.9	112.6	153.9	77.8	193.6	220.3	274.6	21.3
EPS (₹)	2.5	6.5	8.0		10.0	11.4	14.2	
P/E (x)	142.0	55.4	44.9		35.7	31.3	25.1	
Price / Book (x)	15.6	12.3	5.0		4.6	4.7	4.7	
EV/EBITDA (x)	112.9	50.9	31.5		25.3	21.9	17.3	
RoCE (%)	14.7	27.8	14.6		16.9	19.5	24.6	
RoE (%)	11.0	22.3	11.2		12.8	14.9	18.8	

Source: Company, ICICI Direct Research

Key Business outlook and triggers

Licensing revenues to remain robust

Saregama has booked highest-ever quarterly revenue in the music segment during Q2FY23, which was at ₹ 154.8 crore (up 16.1% YoY) - largely led by regained momentum in Carvaan sales (aided by festive season) and healthy traction witnessed in the music licensing business, which has witnessed healthy 20%+ growth backed by music launches of various regional language films, non-films music with strong licensing relationships with streaming applications and platforms for music and videos. We note that management guidance for licensing revenue (B2B) growth for FY23 is at 22-25%, ahead of expected industry growth of 15%, to be led by higher share in new content across Hindi and regional languages, and acquisition of small and mid-sized catalogue to plug in the content gaps of last 25 years. The company aims to lap up ~30% share in new movie content rights (annual spends by industry for new movies music overall is ~₹ 800 crore). We estimate ~24% CAGR in B2B (licensing) music sales in FY22- 25E to ₹ 700 crore as monetisation of existing IPs via digital platforms and new music acquisition as well as catalogue acquisition will drive growth.

Carvaan saw healthy growth...

Carvaan volumes have improved 19% YoY to 1.68 lakh units led by festive demand. Minimal marketing spends have ensured that Carvaan is just breaking even/making low margin, and the company guided for low marketing expense for a few more quarters and focusing on natural demand pull till the Carvaan sales volume picks up sharply. The company indicated that margin is similar on all Carvaan variants: base model, Mini, Mobile, Music Bar. Furthermore, focus on transitioning Carvaan from one -time margin product to recurring revenue generating platform will continue. We build in 0.56 mn, 0.65 mn and 0.7 mn units in FY23, FY24 and FY25, respectively, for Carvaan and expect 15% CAGR in revenues in FY22-25 to ₹ 154 crore.

TV, films provide healthy growth tailwinds...

During Q3, three regional movies released, which aided the strong growth in the TV and films segment. Two Malayalam Films "Kaapa" starring Prithviraj Sukumaran and "Padavettu" starring Nivin Pauly released during Q3FY23. First Punjabi film "Oye Makhana" starring Ammy Virk released in Q3FY23. Malayalam film "Kasargold" starring Asif Ali is expected to release in Q4FY23. Also, it has started its new TV serial namely new TV serial "Iniya" on Sun TV from December 5, 2022. This replaced Roja, which had a run over 1300 episodes. The company has also announced a couple of other web series and is expected to be complete, going ahead. We note that the management had earlier reiterated that it would only make pre-licenced films and web series, except for regional movies, thereby minimising the uncertainty. Also, the company expects Yoodlee films to clock ₹ 100+ crore revenues in the next couple of years and expect ~20-25% revenues CAGR in TV & films segment ahead. We estimate ~23% CAGR in TV & films in FY22-25E to ₹ 190 crore.

Other highlights

- Saregama has released 18 film albums across regional languages like Tamil, Telugu, Malayalam, Bengali and Punjab. It also releases 158 non-films songs during Q3FY23 across Hindi, Bhojpuri, Gujarati, Punjabi, Bengali languages and devotional segment. The other highlight of Q3 was the use of Saregama's songs for the various films. It licensed 10 songs for the Rohit Shetty film *Cirkus*; one song deal with Maddock Film *Bhediya*; one song deal with Reliance Entertainment Film *Thai Massage*; one song deal with Tamil Film *Vikram*
- Going forward, the company has indicated towards big budget film music release over FY23 and FY24. The slate of movies includes Rocky Aur Rani Ki Prem Kahani (Ranveer Singh), Zara Hatke Zara Bachke (Vicky Kaushal), Rolla ((Vicky Kaushal), Maidaan (Ajay Devgn), Tippa (Vijay Deverkonda movie), Prithviraj Sukumaran film, two Vijay films, Ajith film in Tamil and Mammootty film

- The company has guided for 32-33% of OIBCID Margin (operating income before content, interest and depreciation) ahead due to likely change in business mix with higher contribution from low margin events business
- The latest variant of Carvaan, i.e., Carvaan Mobile, has given a lower price
 point, which is helping the company penetrate smaller markets. The average
 realisation of sold Carvaan units, have thus, come down
- The company has entered into events business (mainly for musical events) and talent management business (whereby it will nurture the young talents and provide opportunities in big production projects subsequently banking on commission income the talent earns in the future). During Q3FY23, two concerts of Diljit Dosanjh were held in Mumbai and Jaipur in Q3FY23. Saregama Live's stage adaptation of Bollywood's iconic film Disco Dancer premiered in London. Six live shows were held during Q3FY23
- The company has received necessary approvals from stock exchanges and Sebi for demerger along with shareholders' approval and is awaiting NCLT approval. The management is hopeful for final order by FY23 end
- The unit economics for music licensing is as follows-
 - Free platform- The company claims to earn 10 paisa per stream
 - Subscription model The streaming platform creates a content pool
 out of 50% of subscription charges. This pool is divided among
 licensing companies on the basis of streams made by the customer
 during the subscription period. Transition to subscription model (very
 miniscule currently) can be key game changer for medium to long
 term growth

Exhibit 1: Segmental and variance					
	Q3FY23	Q3FY22	Q2FY23	YoY (%)	QoQ (%)
Revenue from TV & Film business	27.2	15.6	34.1	74.5	-20.3
Revenue from Music Business (A)	154.8	133.3	150.9	16.1	2.6
Revenue from Publication	3.5	3.5 1.4	4.2	146.2	-16.2
	Q3FY23	Q3FY22	Q2FY23	YoY (%)	QoQ (%)
Revenue	185.5	150.3	189.2	23.4	-2.0
Other Income	15.2	8.1	11.4	86.6	33.1
Employee Expenses	21.7	18.2	22.2	19.4	-2.5
Other expenses	11.5	16.2	23.5	-29.2	-51.1
Operational Expenses	46.9	32.8	53.5	43.2	-12.3
Advertisement and Sales promotion	25.1	13.0	18.3	93.4	36.9
Royalties	17.7	15.9	15.1	11.6	17.3
EBITDA	62.6	54.4	56.5	15.2	10.8
EBITDA Margin (%)	33.8	36.2	29.9	-241 bps	387 bps
Depreciation	6.0	3.5	4.6	68.9	31.1
Interest	1.4	0.9	1.3	44.7	3.8
Total Tax	18.1	14.5	15.9	25.4	13.9
PAT	52.5	43.4	46.1	21.0	14.0

Source: ICICI Direct Research

		FY24E			FY25E		
(₹ Crore)	Old	New	% Change	Old	New	% Change	Comments
Revenue	899.9	869.1	-3.4	1,088.0	1,049.0	-3.6	Realign estimates
EBITDA	274.8	268.8	-2.2	347.9	344.6	-1.0	
EBITDA Margin (%)	30.5	30.9	39 bps	32.0	32.9	87 bps	
PAT	220.2	220.3	0.0	275.7	274.6	-0.4	
EPS (₹)	11.4	11.4	0.0	14.3	14.2	-0.4	

Source: ICICI Direct Research

Exhibit 3: Annual segmental break	cup and estimates						
	FY20	FY21	FY22	FY23E	FY24E	FY25E FY	22-25 CAGR (%)
TV & Film business	<i>70</i>	<i>52</i>	102	140	161	190	23%
Music Business (A +B+C)	444	<i>385</i>	474	<i>583</i>	<i>708</i>	<i>859</i>	22%
A. Carvaan	206	<i>86</i>	<i>102</i>	129	143	154	15%
B. Music Licensing	<i>236</i>	286	<i>363</i>	448	<i>560</i>	700	24%
C. Other Operating Revenues	2	14	9	6	5	5	-17%
Revenue from Publication	7	4	4	14			
Revenue	521.5	442.0	580.6	736.5	869.1	1049.0	22%
EBITDA	60.5	130.1	187.1	229.9	268.8	344.6	23%
EBITDA Margin (%)	11.6	29.4	32.2	31.2	30.9	32.9	
PAT	43.9	112.6	153.9	193.6	220.3	274.6	21%

Source: ICICI Direct Research

FY23E

193.6

19.9

5.5

-96.9

69.4

191.4

0.0

-40.0

-120.0

-160.0

-57.8

0.0

-5.5

0.0

-63.3

-31.9

323.7

291.8

FY22

153.9

11.8

4.5

-110.0

31.7

92.0

0.0

-63.5

-563.3

-626.8

716.2

0.0

-4.5

2.0

713.6

178.8

145.0

323.7

₹ crore

FY25E

274.6

28.3

6.0

-110.1

78.2

277.0

-40.0

0.0

0.0

-40.0

-297.6

0.0

-6.0

0.0

-303.6

-66.6

121.5

54.9

FY24E

220.3

23.5

5.6

-81.1

57.6

225.8

0.0

-40.0

-100.0

-140.0

-250.5

0.0

-5.6

0.0

-256.1

-170.3

291.8

121.5

Financial Summary

Exhibit 4: Profit and loss statement ₹ cro									
(₹ Crore)	FY22	FY23E	FY24E	FY25E					
Total operating Income	580.6	736.5	869.1	1,049.0					
Growth (%)	31.4	26.8	18.0	20.7					
Contract manufacturing charges	69.1	98.5	110.5	119.0					
Cost of production of TV,Films	74.0	109.3	137.0	161.6					
Employee Expenses	73.4	85.3	96.5	110.1					
Other Expenses	177.0	213.6	256.4	313.7					
Total Operating Expenditure	393.5	506.7	600.3	704.4					
EBITDA	187.1	229.9	268.8	344.6					
Growth (%)	43.8	22.8	16.9	28.2					
Depreciation	11.8	19.9	23.5	28.3					
Interest	4.5	5.5	5.6	6.0					
Other Income	34.9	55.4	55.0	57.0					
Exceptional Items	-	-	-	-					
PBT	205.7	259.9	294.7	367.3					
MI/PAT from associates	0.9	0.1	0.0	0.0					
Total Tax	51.8	66.5	74.3	92.6					
PAT	153.9	193.6	220.3	274.6					
Growth (%)	36.7	25.8	13.8	24.7					
EPS (₹)	8.0	10.0	11.4	14.2					

Source: Company, ICICI Direct Research

Exhibit 5: Cash flow statement

(Year-end March)

Add: Depreciation

Add: Interest Paid

(Inc)/dec in Current Assets

Inc/(dec) in CL and Provisions

CF from operating activities

CF from investing activities

Change in Reserve & Surplus

CF from financing activities

Inc/(dec) in loan funds

Interest paid

Net Cash flow

Opening Cash

Closing Cash

Others

(Inc)/dec in Investments

(Inc)/dec in Fixed Assets

Others

Profit after Tax

Exhibit 6: Balance Sheet				₹ cror	e
(Year-end March)	FY22	FY23E	FY24E	FY25E	
Equity Capital	19.3	19.3	19.3	19.3	
Reserve and Surplus	1,358.4	1,494.1	1,463.9	1,440.9	
Total Shareholders funds	1,377.7	1,513.4	1,483.1	1,460.1	
Total Debt	0.0	0.0	0.0	0.0	
Minority Interest	3.2	3.2	3.2	3.2	
Deferred Tax Assets	56.2	56.2	56.2	56.2	
Total Liabilities	1,437.1	1,572.8	1,542.5	1,519.5	
Gross Block	309.6	349.6	389.6	429.6	
Less: Acc Depreciation	33.1	53.0	76.4	104.8	
Net Block	276.5	296.6	313.1	324.8	
Capital WIP	1.8	1.8	1.8	1.8	
Total Fixed Assets	278.2	298.3	314.9	326.6	
Investments	676.0	796.0	896.0	896.0	
Other non current Assets	29.2	29.2	29.2	29.2	
Debtors	107.8	141.2	166.7	201.2	
Loans and Advances	24.8	31.4	37.1	44.8	
Other Current Assets	141.3	172.4	198.8	234.7	
Cash	323.7	291.8	121.5	54.9	
Inventories	105.4	131.2	154.8	186.8	
Total Current Assets	703.1	768.0	678.8	722.4	
Creditors	64.5	82.7	97.6	117.8	
Provisions	90.2	115.6	136.4	164.7	
Other Current Liabilities	95.9	121.7	143.6	173.3	
Total Current Liabilities	250.7	320.0	377.6	455.8	
Net Current Assets	452.4	448.0	301.2	266.5	
Application of Funds	1,437.1	1,572.8	1,542.5	1,519.5	

Source: Company, ICICI Direct Research

Exhibit 7: Key ratios	EVOO	EVOOE	EVOAE	EVOEE
(Year-end March)	FY22	FY23E	FY24E	FY25E
Per share data (₹)	0.0	10.0	11 1	14.6
EPS	8.0	10.0	11.4	14.2
Cash EPS	8.6	11.1	12.6	15.7
BV	71.5	78.5	76.9	75.7
DPS	3.0	3.0	4.0	4.0
Cash Per Share	16.8	15.1	6.3	2.8
Operating Ratios (%)	00.0	04.0	00.0	
Adj. EBITDA Margin	32.2	31.2	30.9	32.9
PBT / Total Operating income	30.2	28.5	28.2	30.2
PAT Margin	26.5	26.3	25.3	26.2
Inventory days	66.3	65.0	65.0	65.0
Debtor days	67.8	70.0	70.0	70.0
Creditor days	40.6	41.0	41.0	41.0
Return Ratios (%)				
RoE	11.2	12.8	14.9	18.8
RoCE	14.6	16.9	19.5	24.
RolC	42.9	46.0	49.4	58.0
Valuation Ratios (x)				
P/E	44.9	35.7	31.3	25.
EV / EBITDA	31.5	25.3	21.9	17.3
EV / Net Sales	10.2	7.9	6.8	5.
Market Cap / Sales	11.9	9.4	7.9	6.0
Price to Book Value	0.0	0.0	0.0	0.0
Solvency Ratios				
Debt/EBITDA	0.0	0.0	0.0	0.0
Debt / Equity	0.0	0.0	0.0	0.0
Current Ratio	1.5	1.5	1.5	1.5
Quick Ratio	1.1	1.1	1.1	1.1

Source: Company, ICICI Direct Research

RATING RATIONALE

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

Buy: >15%

Hold: -5% to 15%;

Reduce: -15% to -5%;

Sell: <-15%



Pankaj Pandey

Head - Research

pankaj.pandey@icicisecurities.com

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

ANALYST CERTIFICATION

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

Terms & conditions and other disclosures:

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

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

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

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

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

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

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

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

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

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

ICICI Securities or its associates might have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the companies mentioned in the report in the past twelve months.

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

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

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

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

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

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

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

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