

Equities

31 October 2011 | 13 pages

Gujarat Pipavav Port (GPPL.BO)

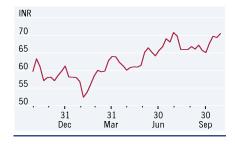
Time for a Breather; Downgrade to Neutral

- **Downgrade to Neutral** GPPL is up ~18% in the last 6 months, outperforming the index by ~25%. While the 3Q results were ahead of our estimates, we are turning more cautious on the outlook for bulk volumes post the Q3 call and have cut our bulk volume assumptions by 10-11% over 2011/2012. Given the strong stock performance, we believe that there is limited upside from here and downgrade the stock to Neutral.
- Strong performance in 3Q2011 Recurring PAT at Rs132mn was almost twice that of CIRA est. of Rs66mn, driven by a ~550bps margin beat. While revenues at Rs979mn were inline with ests.; lower than expected operating expenses boosted margins.
- Containers drive growth.... GPPL handled ~169,000 TEUs, up 30% YoY and 7% ahead of our ests. Management mentioned that while container growth on India's western coast has slowed down to ~8% due to recent economic slowdown, Pipavav will continue to grow ahead of the market.
-but bulk cargo volumes lag Bulk cargo fell sharply by 36% YoY and 30% below CIRA est due to lower coal and fertilizer volumes. We believe that this highlights the vulnerability of GPPL in the absence of a resilient revenue stream by way of long-term take or pay agreements. Management indicated that the port was operating at ~80-85% bulk-capacity utilization.
- Capacity expansion plans on track 1) GPPL had recently increased the capacity of its container yard from 650,000 TEUs to 720,000 TEUs. Further expansion to 850,000 TEUs is expected to be completed by end 2011. 2) Pipavav Rail PRCL is undertaking to facilitate double stacking of high cube containers to capacity of the rail line by ~12%.
- Cutting ests by 10% in 2011/12, TP to Rs80 Our ~10% EPS cut is driven by 1) ~11%/10% cut in our bulk cargo ests. over 2011/2012, 2) ~775/600bps cut in EBITDA margins due to changes in product mix, higher than expected employee costs, 3) The cut in margins is partly offset by lower than expected interest costs due to repayment of debt as well as higher other income.

- Company Update
- Rating Change
- Target Price Change
- Estimate Change

Neutral	2
from Buy	
Price (31 Oct 11)	Rs72.00
Target price	Rs80.00
from Rs81.00	
Expected share price return	11.1%
Expected dividend yield	0.0%
Expected total return	11.1%
Market Cap	Rs30,496M
	US\$627M

Price Performance (RIC: GPPL.BO, BB: GPPV IN)



Year to	Net Profit	Diluted EPS	EPS growth	P/E	P/B	ROE	Yield
31 Dec	(RsM)	(Rs)	(%)	(x)	(x)	(%)	(%)
2009A	-1,106	-3.51	-58.2	nm	7.3	-31.8	0.0
2010A	-509	-1.20	65.8	nm	4.1	-9.7	0.0
2011E	490	1.16	196.3	62.2	3.9	6.4	0.0
2012E	1,036	2.45	111.4	29.4	3.4	12.4	0.0
2013E	1,475	3.48	42.4	20.7	2.9	15.3	0.0

Deepal Delivala +91-22-6631-9857 deepal.delivala@citi.com

Venkatesh Balasubramaniam

+91-22-6631-9864

venkatesh.balasubramaniam@citi.com

Atul Tiwari, CFA atul.tiwari@citi.com

Rishi V lyer rishi.iyer@citi.com

See Appendix A-1 for Analyst Certification, Important Disclosures and non-US research analyst disclosures.

Citi Investment Research & Analysis is a division of Citigroup Global Markets Inc. (the "Firm"), which does and seeks to do business with companies covered in its research reports. As a result, investors should be aware that the Firm may have a conflict of interest that could affect the objectivity of this report. Investors should consider this report as only a single factor in making their investment decision.

Fiscal year end 31-Dec	2009	2010	2011E	2012E	2013E
Valuation Ratios					
P/E adjusted (x)	nm	nm	62.2	29.4	20.7
EV/EBITDA adjusted (x)	74.7	32.1	21.0	15.9	12.3
P/BV (x)	7.3	4.1	3.9	3.4	2.9
Dividend yield (%)	0.0	0.0	0.0	0.0	0.0
Per Share Data (Rs)					
EPS adjusted	-3.51	-1.20	1.16	2.45	3.48
EPS reported	-3.70	-1.29	1.16	2.45	3.48
BVPS	9.88	17.37	18.53	20.98	24.46
DPS	0.00	0.00	0.00	0.00	0.00
Profit & Loss (RsM)					
Net sales	2,207	2,839	3,735	4,568	5,480
Operating expenses	-2,162	-2,158	-2,556	-2,894	-3,158
EBIT	45	681	1,179	1,675	2,322
Net interest expense	-1,157	-1,271	-828	-786	-860
Non-operating/exceptionals	-51	43	140	147	154
Pre-tax profit	-1,163	-547	490	1,036	1,617
Tax	-1	0	0	0	-141
Extraord./Min.Int./Pref.div.	0	0	0	0	0
Reported net income	-1,164	-547	490	1,036	1,475
Adjusted earnings	-1,106	-509	490	1,036	1,475
Adjusted EBITDA	503	1,174	1,697	2,225	2,926
Growth Rates (%)	000	.,	1,001	2,220	2,020
Sales	31.8	28.6	31.5	22.3	20.0
EBIT adjusted	118.3	nm	73.0	42.1	38.7
EBITDA adjusted	307.9	133.5	44.6	31.1	31.5
EPS adjusted	-58.2	65.8	196.3	111.4	42.4
Cash Flow (RsM)		00.0			
Operating cash flow	-381	997	2,072	2,379	2,908
Depreciation/amortization	458	493	2,072 519	2,379 550	603
Net working capital	-889	-258	235	7	-31
Investing cash flow	-3, 217	-230 -414	-1,000	-1,650	-2, 750
Capital expenditure	-3,217 -3,217	-414 -414	-1,000 -1,000	-1,650 -1,650	-2,750 -2,750
Acquisitions/disposals	-3,217	0	-1,000	-1,050	-2,750
Financing cash flow	2,753	606	-2,047	673	-901
Borrowings	2,733 3,476	-2,918	- 1 ,219	1,459	- 9 01
Dividends paid	0,470	-2,310	-1,219	0	-41
Change in cash	-902	1,151	-97 5	1,4 02	-743
Balance Sheet (RsM)	-302	1,101	-313	1,402	-743
` '	45 507	40 505	45.000	40.504	40.050
Total assets	15,527	16,585	15,992	18,504	19,952
Cash & cash equivalent	798	1,949	973	2,375	1,632
Accounts receivable	217	295	153	188	225
Net fixed assets	12,986	12,907	13,388	14,488	16,635
Total liabilities	12,417	9,226	8,143	9,619	9,592
Accounts payable	0	0	84	96	105
Total Debt	10,891	7,973	6,754	8,213	8,172
Shareholders' funds	3,111	7,359	7,849	8,885	10,360
Profitability/Solvency Ratios (%)					
EBITDA margin adjusted	22.8	41.3	45.4	48.7	53.4
ROE adjusted	-31.8	-9.7	6.4	12.4	15.3
ROIC adjusted	0.4	5.5	9.3	12.5	14.6
Net debt to equity	324.5	81.9	73.7	65.7	63.1
Total debt to capital	77.8	52.0	46.3	48.0	44.1

For further data queries on Citi's full coverage universe please contact CIRA Data Services Asia Pacific at CIRADataServicesAsiaPacific@citi.com or +852-2501-2791



3Q2011 Results - Well Ahead

- Recurring PAT of Rs132mn Gujarat Pipavav reported a strong set of results, underscoring the ongoing turnaround at the company. Recurring PAT at Rs132mn was 2x of CIRA expectations of Rs66mn, driven by a ~550bps margin beat due to lower than expected operating expenses. Revenues at Rs979mn, up 21% YoY, were inline with expectations. The company saw a 20%YoY jump in its average realizations, 10% higher than our expectations.
- Containers drive growth GPPL handled ~169,000 TEUs, up 30% YoY and 7% ahead of our estimates. Management mentioned in the conference call that the port did not gain or lose any significant volumes due to the recent congestion at JNPT. Presently, the Maersk line forms ~50-55% of container volumes.
- But bulk cargo volumes lag Bulk cargo fell sharply by 36% YoY and 30% below CIRA est. The company highlighted lower coal and fertilizer volumes due to regulatory constraints. We believe that this highlights the vulnerability of GPPL in the absence of a resilient revenue stream by way of long-term take or pay agreements. In the conference call, management indicated that the port was operating at ~80-85% bulk -capacity utilization.

Figure 1. Gujarat Pipavav 3Q2011 Results - Well Ahead

Income Statement	3Q10	3Q11	3Q11E	Comments
Net Sales/ Income from Operations	754	925	952	
Other Operating Income	54	54		
Total Income	808	979	952	3% ahead of CIRA expectations
% Growth	23.9%	21.2%	17.9%	
Operating Expenses	(339)	(372)	(421)	12% below expectations
Employee Cost	(59)	(80)	(75)	
Administrative and Other Expenses	(61)	(76)	(70)	
EBITDA	349	450	385	
EBITDA Margin%	43.2%	46.0%	40.5%	552bps above expectations
Depreciation	(123)	(131)	(134)	
Finance Cost	(362)	(211)	(215)	
Other Income	38	24	30	
PBT	(98)	132	66	
Tax Expenses	0	0	0	
Recurring PAT	(98)	132	66	99% above expectations
Recurring PAT Margin%	-12.2%	13.5%	7.0%	

Source: Company Filings, Citi Investment Research and Analysis

Management Meeting Takeaways

We had recently met the management of Gujarat Pipavav to get an update on the business and visibility on key catalysts for the stock.

Update on container trade - Growth rates slowing down

■ Trade growth is slowing down – India's exports and imports seem to be slowing down, as suggested by the September trade figures. Growth in exports has slowed down to ~35% from the ~82% levels seen in July. In the 3Q2011 conference call, management mentioned that GPPL is also witnessing a gradual shift towards higher import cargo volumes (52% vs. 48% earlier) largely from China and South East Asia. The port is seeing a relatively sedate growth in its export volumes to US and Europe.

Figure 2. Trade growth slowing down

Source: Ministry of Commerce, Citi Investment Research and Analysis

■ Deteriorating Efficiencies at Major Ports – According to the Economic Survey 2010-11, the average turnaround time of major Indian ports has risen to 4.38 days in 2009-10 compared with 3.87 days in 2008-09. There has also been a rise in the average pre-berthing waiting time from 9.55 hours to 11.67 hours. Container traffic at major ports on the western coast has grown at just ~2% YoY for YTD FY11.

%Import Growth YoY

%Export Growth YoY

■ Faster growth than the industry – GPPL management mentioned in our meeting that the container trade growth on India's western coast is ~8%. With the high levels of capacity utilization and turnaround times at major ports, the company expects privately owned ports like Pipavav to capture a share of this incremental traffic and post higher growth rates than the industry average.

Update on Bulk Trade

■ Fertilizer volumes under pressure - In the 2Q2011 conference call, management had mentioned that there was a deferment of fertilizer procurement by the Government of India. Management mentioned in the 3Q2011 call that the situation had not improved and that volumes continued to remain subdued —

however they mentioned that they believed that volumes could recover in 4Q2011.

- **High ratio of trading coal volumes -** GPPL has high volumes of trading coal, which are spot trades in nature and are not sticky in nature. The company is in advanced stages of discussion with anchor clients (captive power plants) like Videocon to add resilience to the cargo profile.
- Good visibility in Liquid cargo In 2Q2011, GPPL entered into an arrangement with IMC for liquid cargo. Under the arrangement, GPPL will provide land on lease to IMC which will set up tank farms and pipelines. Management mentioned that the land lease has commenced and that IMC has sought government approvals for the same. Management mentioned in the Q32011 conference call that construction of the tank farms is expected to commence in 1-2 quarters after receipt of the regulatory approvals and that the farms are expected to be ready by end-2012.

Capacity expansion plans on track

- Yard capacity expansion by end 2011 GPPL had recently increased the capacity of its container yard from 650,000 TEUs to 720,000 TEUs. Management mentioned that the container yard expansion to 850,000 TEUs was in full swing, and is expected to be completed by end 2011.
- Pipavav Rail Double stacking of high cubes PRCL is undertaking to facilitate double stacking of high cube containers, with a height of 9.5' compared to 8.5' regular containers. This increases the capacity of the rail line by ~12%. The project is expected to be completed by mid 2012.

Other Key Takeaways

GPPL has current outstanding debt of ~Rs6.8bn with an average cost of debt under 12%. Management indicated that the first installment is due in June 2012. The company has seen a hike in certain cost components such as equipment rental and fuel prices.

Cut in TP to Rs80, Downgrade to Neutral

Cutting Estimates by ~10% over 2011/2012

Our ~10% change in EPS estimates is driven by -

- 1) ~11%/10% cut in our bulk cargo assumptions over 2011/2012
- ~775/600bps cut in EBITDA margins due to changes in product mix and higher than expected employee costs
- The cut in margins is partly offset by lower than expected interest costs due to repayment of debt as well as higher other income.
- 4) We marginally increase our revenue assumptions driven by higher "other operational income" and higher than expected realizations for container cargo.

Figure 3. Gujarat Pipavav - Change in Estimates

Estimate Change	2011	2012	2013
Bulk Cargo (MT)			
Earlier Estimates	4,180,500	4,784,765	5,058,467
Revised Estimates	3,723,400	4,318,680	4,534,349
%Change	-11%	-10%	-10%
Container Cargo (TEUs)			
Earlier Estimates	629,286	849,537	950,663
Revised Estimates	615,302	842,964	950,663
%Change	-2%	-1%	0%
Operational Income (Rs mn)			
Earlier Estimates	3,630	4,557	5,501
Revised Estimates	3,735	4,568	5,480
%Change	3%	0%	0%
EBITDA Margin (%)			
Earlier Estimates	53.2%	54.7%	58.7%
Revised Estimates	45.4%	48.7%	53.4%
Change in bps	(775)	(604)	(534)
EPS (Rs)			
Earlier Estimates	1.29	2.71	3.70
Revised Estimates	1.16	2.45	3.48
%Change	-10%	-10%	-6%

Cut in TP to Rs80

We cut our TP to Rs80 driven by (1) slower than expected ramp-up of bulk cargo; (2) more gradual expansion in EBITDA margins. We also roll forward our DCF by 4 months.

Figure 4. Gujarat Pipavav - SOTP Valuation

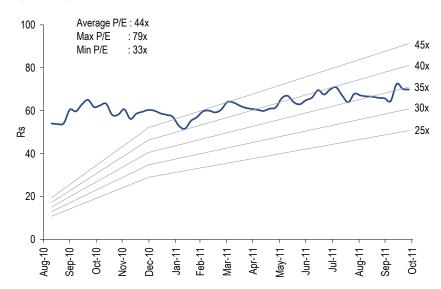
Method	Current Methodology	Value	Earlier Methodology	Old Value
DCF Valuation - FCFE	DCF, WACC 13.5%	60	DCF, WACC 13.5%	61
Depreciated Replacement Value	50% probability	8	50% probability	8
Extension of concession agreement	50% probability	10	50% probability	10
38.8% Share in PRCL	At Book value	2	At Book value	2
SOTP Value		80		81

Source: Citi Investment Research and Analysis

Downgrade to Neutral

GPPL is up \sim 16% in the last 6 months, outperforming the index by \sim 23% on the back of the strong operating performance and the turnaround in the company's financials. We believe that the stock has limited upside from current levels and downgrade the stock to Neutral.

Figure 5. Gujarat Pipavav - PE Chart



Source: Citi Investment Research and Analysis

Figure 6. Gujarat Pipavav - Relative Performance

	1 Week	1 Month	3 Months	6 Months	Since IPO
GPPL	4.2%	10.6%	1.0%	18.0%	16.4%
Sensex	4.5%	7.6%	-2.2%	-6.8%	-2.8%
Relative to Sensex	-0.3%	3.0%	3.2%	24.8%	19.2%

Source: Citi Investment Research and Analysis

Gujarat Pipavav Port

Company description

GPPL is the developer and operator of India's first private sector port at Pipavav, in Gujarat on the west coast of India. The multi-user port currently has facilities to handle up to 0.6mn TEUs of container cargo annually and ~5mn tones of bulk cargo. The A.P.Moller Maersk Group owns a ~43% stake in the company.

Investment strategy

We have a Neutral rating on GPPL, one of the top 5 ports in India and the third-largest on the western coast for handling container cargo. We believe GPPL is well placed to leverage on a 38% CAGR in container trade in India's minor ports over FY10-17 (per Ministry of Shipping est). However, we are turning more cautious on the outlook for bulk volumes and given the strong stock performance recently, we believe that there is limited upside from here.

Valuation

Our target price for GPPL of Rs80 is based on a sum-of-parts approach. Using a DCF of FCFE (applying a cost of equity of 13.5%), we derive a value for GPPL Rs60/share. To this we add a combined Rs18/share, comprising fair values based on 50% probabilities of two outcomes at the end of the concession period: Rs8/share assuming the asset is transferred at Depreciated Replacement Value, and Rs10/share assuming the concession period is extended. GPPL's investments in PRCL are included at book value - or Rs2/share.

Risks

Key downside risks that could prevent the shares from reaching our target price include: 1) Liabilities arising due to traffic guarantee agreement with PRCL; 2) Longer term for traffic guarantee agreement than the concession agreement; 3) Lower-than-expected traffic growth; 4) Delay in the coal-based power projects planned at Pipavav; and 5) Customer concentration.

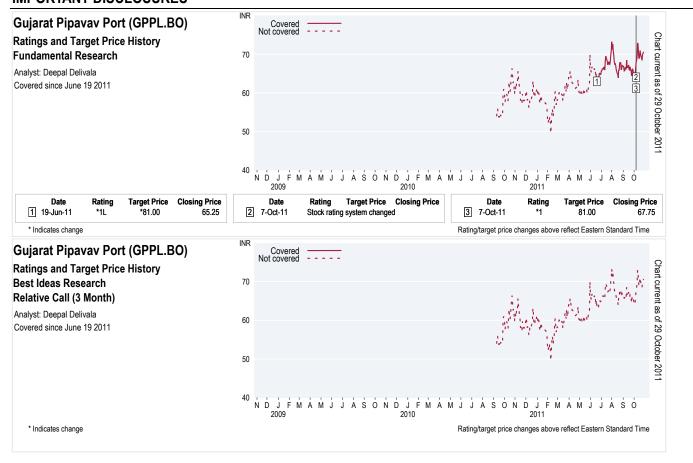
Key upside risks that could prevent the shares from reaching our target price include: 1) Higher-than-expected traffic growth; 2) Quicker ramp-up of coal-based power projects planned at Pipavav; and 3) Higher shift of container lines from major ports to Pipavav.

Appendix A-1

Analyst Certification

The research analyst(s) primarily responsible for the preparation and content of this research report are named in bold text in the author block at the front of the product except for those sections where an analyst's name appears in bold alongside content which is attributable to that analyst. Each of these analyst(s) certify, with respect to the section(s) of the report for which they are responsible, that the views expressed therein accurately reflect their personal views about each issuer and security referenced and were prepared in an independent manner, including with respect to Citigroup Global Markets Inc and its affiliates. No part of the research analyst's compensation was, is, or will be, directly or indirectly, related to the specific recommendation(s) or view(s) expressed by that research analyst in this report.

IMPORTANT DISCLOSURES



Citigroup Global Markets Inc. or an affiliate received compensation for products and services other than investment banking services from Gujarat Pipavav Port in the past 12 months.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following as clients, and the services provided were non-investment-banking, securities-related: Gujarat Pipavav Port.

Citigroup Global Markets Inc. currently has, or had within the past 12 months, the following as clients, and the services provided were non-investment-banking, non-securities-related: Gujarat Pipavav Port.

Analysts' compensation is determined based upon activities and services intended to benefit the investor clients of Citigroup Global Markets Inc. and its affiliates ("the Firm"). Like all Firm employees, analysts receive compensation that is impacted by overall firm profitability which includes investment banking revenues.

For important disclosures (including copies of historical disclosures) regarding the companies that are the subject of this Citi Investment Research & Analysis product ("the Product"), please contact Citi Investment Research & Analysis, 388 Greenwich Street, 28th Floor, New York, NY, 10013, Attention: Legal/Compliance [E6WYB6412478]. In addition, the same important disclosures, with the exception of the Valuation and Risk assessments and historical disclosures, are contained on the Firm's disclosure website at www.citigroupgeo.com. Valuation and Risk assessments can be found in the text of the most recent research note/report regarding the subject company. Historical disclosures (for up to the past three years) will be provided upon request.

Citi Investment Research & Analysis Ratings Distribution

	12 IVIO	12 Wonth Rating		Relative Rating		
Data current as of 9 Oct 2011	Buy	Hold	Sell	Buy	Hold	Sell
Citi Investment Research & Analysis Global Fundamental Coverage	59%	34%	7%	10%	79%	10%
% of companies in each rating category that are investment banking clients	45%	42%	37%	50%	43%	46%

Guide to Citi Investment Research & Analysis (CIRA) Fundamental Research Investment Ratings:

CIRA's stock recommendations include an investment rating and an optional risk rating to highlight high risk stocks.

Risk rating takes into account both price volatility and fundamental criteria. Stocks will either have no risk rating or a High risk rating assigned. Investment Ratings: CIRA's investment ratings are Buy, Neutral and Sell. Our ratings are a function of analyst expectations of expected total return ("ETR") and risk. ETR is the sum of the forecast price appreciation (or depreciation) plus the dividend yield for a stock within the next 12 months. The Investment rating definitions are: Buy (1) ETR of 15% or more or 25% or more for High risk stocks; and Sell (3) for negative ETR. Any covered stock not assigned a Buy or a Sell is a Neutral (2). For stocks rated Neutral (2), if an analyst believes that there are insufficient valuation drivers and/or investment catalysts to derive a positive or negative investment view, they may elect with the approval of CIRA management not to assign a target price and, thus, not derive an ETR.

Analysts may place covered stocks "Under Review" in response to exceptional circumstances (e.g. lack of information critical to the analyst's thesis) affecting the company and / or trading in the company's securities (e.g. trading suspension). As soon as practically possible, the analyst will publish a note re-establishing a rating and investment thesis. To satisfy regulatory requirements, we correspond Under Review and Neutral to Hold in our ratings distribution table for our 12-month fundamental rating system. However, we reiterate that we do not consider Under Review to be a recommendation.

Relative three-month ratings: CIRA may also assign a three-month relative call (or rating) to a stock to highlight expected out-performance (most preferred) or under-performance (least preferred) versus the geographic and industry sector over a 3 month period. The relative call may highlight a specific near-term catalyst or event impacting the company or the market that is anticipated to have a short-term price impact on the equity securities of the company. Absent any specific catalyst the analyst(s) will indicate the most and least preferred stocks in the universe of stocks under consideration, explaining the basis for this short-term view. This three-month view may be different from and does not affect a stock's fundamental equity rating, which reflects a longer-term total absolute return expectation. For purposes of NASD/NYSE ratings-distribution-disclosure rules, most preferred calls correspond to a buy recommendation and least preferred calls correspond to a sell recommendation. Any stock not assigned to a most preferred or least preferred call is considered non-relative-rated (NRR). For purposes of NASD/NYSE ratings-distribution-disclosure rules we correspond NRR to Hold in our ratings distribution table for our 3-month relative rating system. However, we reiterate that we do not consider NRR to be a recommendation.

Prior to October 8, 2011, the firm's stock recommendation system included a risk rating and an investment rating. **Risk ratings**, which took into account both price volatility and fundamental criteria, were: Low (L), Medium (M), High (H), and Speculative (S). **Investment Ratings** of Buy, Hold and Sell were a function of CIRA's expectation of total return (forecast price appreciation and dividend yield within the next 12 months) and risk rating. Additionally, analysts could have placed covered stocks "Under Review" in response to exceptional circumstances (e.g. lack of information critical to the analyst's thesis) affecting the company and/or trading in the company's securities (e.g. trading suspension). Stocks placed "Under Review" were monitored daily by management and as practically possible, the analyst published a note re-establishing a rating and investment thesis. For securities in developed markets (US, UK, Europe, Japan, and Australia/New Zealand), investment ratings were:Buy (1) (expected total return of 10% or more for Low-Risk stocks, 15% or more for Medium-Risk stocks, 20% or more for High-Risk stocks, and 35% or more for Speculative stocks); Hold (2) (0%-10% for Low-Risk stocks, 0%-15% for Medium-Risk stocks, and 0%-35% for Speculative stocks); and Sell (3) (negative total return). For securities in emerging markets (Asia Pacific, Emerging Europe/Middle East/Africa, and Latin America), investment ratings were:Buy (1) (expected total return of 15% or more for Low-Risk stocks, 20% or more for Medium-Risk stocks, 30% or more for High-Risk stocks, and 40% or more for Speculative stocks); Hold (2) (5%-15% for Low-Risk stocks, 10%-20% for Medium-Risk stocks, 15%-30% for High-Risk stocks, and 20%-40% for Speculative stocks); and Sell (3) (5% or less for Low-Risk stocks, 10% or less for High-Risk stocks, and 20% or less for Speculative stocks).

Investment ratings are determined by the ranges described above at the time of initiation of coverage, a change in investment and/or risk rating, or a change in target price (subject to limited management discretion). At other times, the expected total returns may fall outside of these ranges because of market price movements and/or other short-term volatility or trading patterns. Such interim deviations from specified ranges will be permitted but will become subject to review by Research Management. Your decision to buy or sell a security should be based upon your personal investment objectives and should be made only after evaluating the stock's expected performance and risk.

NON-US RESEARCH ANALYST DISCLOSURES

Non-US research analysts who have prepared this report (i.e., all research analysts listed below other than those identified as employed by Citigroup Global Markets Inc.) are not registered/qualified as research analysts with FINRA. Such research analysts may not be associated persons of the member organization and therefore may not be subject to the NYSE Rule 472 and NASD Rule 2711 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account. The legal entities employing the authors of this report are listed below:

Citigroup Global Markets India Private Limited

Deepal Delivala; Venkatesh Balasubramaniam; Atul Tiwari, CFA; Rishi V Iyer

OTHER DISCLOSURES

The subject company's share price set out on the front page of this Product is quoted as at 31 October 2011 04:00 PM on the issuer's primary market.

For securities recommended in the Product in which the Firm is not a market maker, the Firm is a liquidity provider in the issuers' financial instruments and may act as principal in connection with such transactions. The Firm is a regular issuer of traded financial instruments linked to securities that may have been recommended in the Product. The Firm regularly trades in the securities of the issuer(s) discussed in the Product. The Firm may engage in securities transactions in a manner inconsistent with the Product and, with respect to securities covered by the Product, will buy or sell from customers on a principal basis.

Securities recommended, offered, or sold by the Firm: (i) are not insured by the Federal Deposit Insurance Corporation; (ii) are not deposits or other obligations of any insured depository institution (including Citibank); and (iii) are subject to investment risks, including the possible loss of the principal amount invested. Although information has been obtained from and is based upon sources that the Firm believes to be reliable, we do not guarantee its accuracy and it may be incomplete and condensed. Note, however, that the Firm has taken all reasonable steps to determine the accuracy and completeness of the disclosures made in the Important Disclosures section of the Product. The Firm's research department has received assistance from the subject company(ies) referred to in this Product including, but not limited to, discussions with management of the subject company(ies). Firm policy prohibits research analysts from sending draft research to subject companies. However, it should be presumed that the author of the Product has had discussions with the subject company to ensure factual accuracy prior to publication. All opinions, projections and estimates constitute the judgment of the author as of the date of the Product and these, plus any other information contained in the Product, are subject to change without notice. Prices and availability of financial instruments also are subject to change without notice. Notwithstanding other departments within the Firm advising the companies discussed in this Product, information obtained in such role is not used in the preparation of the Product. Although Citi Investment Research & Analysis (CIRA) does not set a predetermined frequency for publication, if the Product is a fundamental research report, it is the intention of CIRA to provide research coverage of the/those issuer(s) mentioned therein, including in response to news affecting this issuer, subject to applicable quiet periods and capacity constraints. The Product is for informational purposes only and is n

Investing in non-U.S. securities, including ADRs, may entail certain risks. The securities of non-U.S. issuers may not be registered with, nor be subject to the reporting requirements of the U.S. Securities and Exchange Commission. There may be limited information available on foreign securities. Foreign companies are generally not subject to uniform audit and reporting standards, practices and requirements comparable to those in the U.S. Securities of some foreign companies may be less liquid and their prices more volatile than securities of comparable U.S. companies. In addition, exchange rate movements may have an adverse effect on the value of an investment in a foreign stock and its corresponding dividend payment for U.S. investors. Net dividends to ADR investors are estimated, using withholding tax rates conventions, deemed accurate, but investors are urged to consult their tax advisor for exact dividend computations. Investors who have received the Product from the Firm may be prohibited in certain states or other jurisdictions from purchasing securities mentioned in the Product from the Firm. Please ask your Financial Consultant for additional details. Citigroup Global Markets Inc. takes responsibility for the Product in the United States. Any orders by US investors resulting from the information contained in the Product may be placed only through Citigroup Global Markets Inc.

Important Disclosures for Morgan Stanley Smith Barney LLC Customers: Morgan Stanley & Co. LLC (Morgan Stanley) research reports may be available about the companies that are the subject of this Citi Investment Research & Analysis (CIRA) research report. Ask your Financial Advisor or use smithbarney.com to view any available Morgan Stanley research reports in addition to CIRA research reports.

Important disclosure regarding the relationship between the companies that are the subject of this CIRA research report and Morgan Stanley Smith Barney LLC and its affiliates are available at the Morgan Stanley Smith Barney disclosure website at www.morganstanleysmithbarney.com/researchdisclosures. For Morgan Stanley and Citigroup Global Markets, Inc. specific disclosures, you may refer to www.morganstanley.com/researchdisclosures and https://www.citigroupgeo.com/geopublic/Disclosures/index_a.html.

This CIRA research report has been reviewed and approved on behalf of Morgan Stanley Smith Barney LLC. This review and approval was conducted by the same person who reviewed this research report on behalf of CIRA. This could create a conflict of interest.

The Citigroup legal entity that takes responsibility for the production of the Product is the legal entity which the first named author is employed by. The Product is made available in Australia through Citigroup Global Markets Australia Pty Ltd. (ABN 64 003 114 832 and AFSL No. 240992), participant of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Australia to Private Banking wholesale clients through Citigroup Pty Limited (ABN 88 004 325 080 and AFSL 238098). Citigroup Pty Limited provides all financial product advice to Australian Private Banking wholesale clients through bankers and relationship managers. If there is any doubt about the suitability of investments held in Citigroup Private Bank accounts, investors should contact the Citigroup Private Bank in Australia. Citigroup companies may compensate affiliates and their representatives for providing products and services to clients. The Product is made available in Brazil by Citigroup Global Markets Brasil - CCTVM SA, which is regulated by CVM - Comissão de Valores Mobiliários, BACEN - Brazilian Central Bank, APIMEC -Associação dos Analistas e Profissionais de Investimento do Mercado de Capitais and ANBID - Associação Nacional dos Bancos de Investimento. Av. Paulista, 1111 - 11º andar - CEP. 01311920 - São Paulo - SP. If the Product is being made available in certain provinces of Canada by Citigroup Global Markets (Canada) Inc. ("CGM Canada"), CGM Canada has approved the Product. Citigroup Place, 123 Front Street West, Suite 1100, Toronto, Ontario M5J 2M3. This product is available in Chile through Banchile Corredores de Bolsa S.A., an indirect subsidiary of Citigroup Inc., which is regulated by the Superintendencia de Valores y Seguros. Agustinas 975, piso 2, Santiago, Chile. The Product is made available in France by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. 1-5 Rue Paul Cézanne, 8ème, Paris, France. The Product is distributed in Germany by Citigroup Global Markets Deutschland AG ("CGMD"), which is regulated by Bundesanstalt fuer Finanzdienstleistungsaufsicht (BaFin). CGMD, Reuterweg 16, 60323 Frankfurt am Main. Research which relates to "securities" (as defined in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) is issued in Hong Kong by, or on behalf of, Citigroup Global Markets Asia Limited which takes full responsibility for its content. Citigroup Global Markets Asia Ltd. is regulated by Hong Kong Securities and Futures Commission. If the Research is made available through Citibank, N.A., Hong Kong Branch, for its clients in Citi Private Bank, it is made available by Citibank N.A., Citibank Tower, Citibank Plaza, 3 Garden Road, Hong Kong. Citibank N.A. is regulated by the Hong Kong Monetary Authority. Please contact your Private Banker in Citibank N.A., Hong Kong, Branch if you have any queries on or any matters arising from or in connection with this document. The Product is made available in India by Citigroup Global Markets India Private Limited. which is regulated by Securities and Exchange Board of India. Bakhtawar, Nariman Point, Mumbai 400-021. The Product is made available in Indonesia through PT Citigroup Securities Indonesia. 5/F. Citibank Tower, Bapindo Plaza, Jl. Jend. Sudirman Kay. 54-55, Jakarta 12190. Neither this Product nor any copy hereof may be distributed in Indonesia or to any Indonesian citizens wherever they are domiciled or to Indonesian residents except in compliance with applicable capital market laws and regulations. This Product is not an offer of securities in Indonesia. The securities referred to in this Product have not been registered with the Capital Market and Financial Institutions Supervisory Agency (BAPEPAM-LK) pursuant to relevant capital market laws and regulations, and may not be offered or sold within the territory of the Republic of Indonesia or to Indonesian citizens through a public offering or in circumstances which constitute an offer within the meaning of the Indonesian capital market laws and regulations. The Product is made available in Israel through Citibank NA, regulated by the Bank of Israel and the Israeli Securities Authority. Citibank, N.A, Platinum Building, 21 Ha'arba'ah St, Tel Aviv, Israel. The Product is made available in Italy by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. Foro Buonaparte 16, Milan, 20121, Italy. The Product is made available in Japan by Citigroup Global Markets Japan Inc. ("CGMJ"), which is regulated by Financial Services Agency, Securities and Exchange Surveillance Commission, Japan Securities Dealers Association, Tokyo Stock Exchange and Osaka Securities Exchange. Shin-Marunouchi Building, 1-5-1 Marunouchi, Chiyoda-ku, Tokyo 100-6520 Japan. If the Product was distributed by SMBC Nikko Securities Inc. it is being so distributed under license. In the event that an error is found in an CGMJ research report, a revised version will be posted on the Firm's Global Equities Online (GEO) website. If you have questions regarding GEO, please call (81 3) 6270-3019 for help. The Product is made available in Korea by Citigroup Global Markets Korea Securities Ltd., which is regulated by the Financial Services Commission, the Financial Supervisory Service and the Korea Financial Investment Association (KOFIA). Citibank Building, 39 Da-dong, Jung-gu, Seoul 110-180, Korea. KOFIA makes available registration information of research analysts on its website. Please visit the following website if you wish to find KOFIA registration information on research analysts of Citigroup Global Markets Korea Securities Ltd. http://dis.kofia.or.kr/fs/dis2/fundMgr/DISFundMgrAnalystPop.jsp?companyCd2=A03030&pageDiv=02. The Product is made available in Malaysia by Citigroup Global Markets Malaysia Sdn Bhd, which is regulated by Malaysia Securities Commission. Menara Citibank, 165 Jalan Ampang, Kuala Lumpur, 50450. The Product is made available in Mexico by Acciones y Valores Banamex, S.A. De C. V., Casa de Bolsa, Integrante del Grupo Financiero Banamex ("Accival") which is a wholly owned subsidiary of Citigroup Inc. and is regulated by Comision Nacional Bancaria y de Valores. Reforma 398, Col. Juarez, 06600 Mexico, D.F. In New Zealand the Product is made available to 'wholesale clients' only as defined by s5C(1) of the Financial Advisers Act 2008 ('FAA') through Citigroup Global Markets Australia Pty Ltd (ABN 64 003 114 832 and AFSL No. 240992), an overseas financial adviser as

defined by the FAA, participant of the ASX Group and regulated by the Australian Securities & Investments Commission. Citigroup Centre, 2 Park Street, Sydney, NSW 2000. The Product is made available in Pakistan by Citibank N.A. Pakistan branch, which is regulated by the State Bank of Pakistan and Securities Exchange Commission, Pakistan. AWT Plaza, 1.1. Chundrigar Road, P.O. Box 4889, Karachi-74200. The Product is made available in the Philippines through Citicorp Financial Services and Insurance Brokerage Philippines, Inc., which is regulated by the Philippines Securities and Exchange Commission. 20th Floor Citibank Square Bldg. The Product is made available in Poland by Dom Maklerski Banku Handlowego SA an indirect subsidiary of Citigroup Inc., which is regulated by Komisja Nadzoru Finansowego. Dom Maklerski Banku Handlowego S.A. ul. Senatorska 16, 00-923 Warszawa. The Product is made available in the Russian Federation through ZAO Citibank, which is licensed to carry out banking activities in the Russian Federation in accordance with the general banking license issued by the Central Bank of the Russian Federation and brokerage activities in accordance with the license issued by the Federal Service for Financial Markets. Neither the Product nor any information contained in the Product shall be considered as advertising the securities mentioned in this report within the territory of the Russian Federation or outside the Russian Federation. The Product does not constitute an appraisal within the meaning of the Federal Law of the Russian Federation of 29 July 1998 No. 135-FZ (as amended) On Appraisal Activities in the Russian Federation. 8-10 Gasheka Street, 125047 Moscow. The Product is made available in Singapore through Citigroup Global Markets Singapore Pte. Ltd. ("CGMSPL"), a capital markets services license holder, and regulated by Monetary Authority of Singapore. Please contact CGMSPL at 1 Temasek Avenue, #39-02 Millenia Tower, Singapore 039192, in respect of any matters arising from, or in connection with, the analysis of this document. This report is intended for recipients who are accredited, expert and institutional investors as defined under the Securities and Futures Act (Cap. 289). The Product is made available by The Citigroup Private Bank in Singapore through Citibank, N.A., Singapore Branch, a licensed bank in Singapore that is regulated by Monetary Authority of Singapore. Please contact your Private Banker in Citibank N.A., Singapore Branch if you have any queries on or any matters arising from or in connection with this document. This report is intended for recipients who are accredited, expert and institutional investors as defined under the Securities and Futures Act (Cap. 289). This report is distributed in Singapore by Citibank Singapore Ltd ("CSL") to selected Citigold/Citigold Private Clients. CSL provides no independent research or analysis of the substance or in preparation of this report. Please contact your Citigold/Citigold Private Client Relationship Manager in CSL if you have any queries on or any matters arising from or in connection with this report. This report is intended for recipients who are accredited investors as defined under the Securities and Futures Act (Cap. 289). Citigroup Global Markets (Pty) Ltd. is incorporated in the Republic of South Africa (company registration number 2000/025866/07) and its registered office is at 145 West Street, Sandton, 2196, Saxonwold. Citigroup Global Markets (Pty) Ltd. is regulated by JSE Securities Exchange South Africa, South African Reserve Bank and the Financial Services Board. The investments and services contained herein are not available to private customers in South Africa. The Product is made available in Spain by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. 29 Jose Ortega Y Gassef, 4th Floor, Madrid, 28006, Spain. The Product is made available in the Republic of China through Citigroup Global Markets Taiwan Securities Company Ltd. ("CGMTS"), 14 and 15F, No. 1, Songzhi Road, Taipei 110, Taiwan and/or through Citibank Securities (Taiwan) Company Limited ("CSTL"), 14 and 15F, No. 1, Songzhi Road, Taipei 110, Taiwan, subject to the respective license scope of each entity and the applicable laws and regulations in the Republic of China. CGMTS and CSTL are both regulated by the Securities and Futures Bureau of the Financial Supervisory Commission of Taiwan, the Republic of China. No portion of the Product may be reproduced or quoted in the Republic of China by the press or any third parties [without the written authorization of CGMTS and CSTL]. If the Product covers securities which are not allowed to be offered or traded in the Republic of China, neither the Product nor any information contained in the Product shall be considered as advertising the securities or making recommendation of the securities in the Republic of China. The Product is for informational purposes only and is not intended as an offer or solicitation for the purchase or sale of a security or financial products. Any decision to purchase securities or financial products mentioned in the Product must take into account existing public information on such security or the financial products or any registered prospectus. The Product is made available in Thailand through Citicorp Securities (Thailand) Ltd., which is regulated by the Securities and Exchange Commission of Thailand. 18/F, 22/F and 29/F, 82 North Sathorn Road, Silom, Bangrak, Bangkok 10500, Thailand. The Product is made available in Turkey through Citibank AS which is regulated by Capital Markets Board. Tekfen Tower, Eski Buyukdere Caddesi # 209 Kat 2B, 23294 Levent, Istanbul, Turkey. In the U.A.E, these materials (the "Materials") are communicated by Citigroup Global Markets Limited, DIFC branch ("CGML"), an entity registered in the Dubai International Financial Center ("DIFC") and licensed and regulated by the Dubai Financial Services Authority ("DFSA") to Professional Clients and Market Counterparties only and should not be relied upon or distributed to Retail Clients. A distribution of the different CIRA ratings distribution, in percentage terms for Investments in each sector covered is made available on request. Financial products and/or services to which the Materials relate will only be made available to Professional Clients and Market Counterparties. The Product is made available in **United Kingdom** by Citigroup Global Markets Limited, which is authorised and regulated by Financial Services Authority. This material may relate to investments or services of a person outside of the UK or to other matters which are not regulated by the FSA and further details as to where this may be the case are available upon request in respect of this material. Citigroup Centre, Canada Square, Canary Wharf, London, E14 5LB. The Product is made available in United States by Citigroup Global Markets Inc, which is a member of FINRA and registered with the US Securities and Exchange Commission. 388 Greenwich Street, New York, NY 10013. Unless specified to the contrary, within EU Member States, the Product is made available by Citigroup Global Markets Limited, which is regulated by Financial Services Authority.

Pursuant to Comissão de Valores Mobiliários Rule 483, Citi is required to disclose whether a Citi related company or business has a commercial relationship with the subject company. Considering that Citi operates multiple businesses in more than 100 countries around the world, it is likely that Citi has a commercial relationship with the subject company.

Many European regulators require that a firm must establish, implement and make available a policy for managing conflicts of interest arising as a result of publication or distribution of investment research. The policy applicable to CIRA's Products can be found at www.citigroupgeo.com. Compensation of equity research analysts is determined by equity research management and Citigroup's senior management and is not linked to specific transactions or recommendations.

The Product may have been distributed simultaneously, in multiple formats, to the Firm's worldwide institutional and retail customers. The Product is not to be construed as providing investment services in any jurisdiction where the provision of such services would not be permitted.

Subject to the nature and contents of the Product, the investments described therein are subject to fluctuations in price and/or value and investors may get back less than originally invested. Certain high-volatility investments can be subject to sudden and large falls in value that could equal or exceed the amount invested. Certain investments contained in the Product may have tax implications for private customers whereby levels and basis of taxation may be subject to change. If in doubt, investors should seek advice from a tax adviser. The Product does not purport to identify the nature of the specific market or other risks associated with a particular transaction. Advice in the Product is general and should not be construed as personal advice given it has been prepared without taking account of the objectives, financial situation or needs of any particular investor. Accordingly, investors should, before acting on the advice,

consider the appropriateness of the advice, having regard to their objectives, financial situation and needs. Prior to acquiring any financial product, it is the client's responsibility to obtain the relevant offer document for the product and consider it before making a decision as to whether to purchase the product. With the exception of our product that is made available only to Qualified Institutional Buyers (QIBs), CIRA concurrently disseminates its research via proprietary and non-proprietary electronic distribution platforms. Periodically, individual CIRA analysts may also opt to circulate research posted on such platforms to one or more clients by email. Such email distribution is discretionary and is done only after the research has been disseminated via the aforementioned distribution channels. CIRA simultaneously distributes product that is limited to QIBs only through email distribution.

The level and types of services provided by CIRA analysts to clients may vary depending on various factors such as the client's individual preferences as to the frequency and manner of receiving communications from analysts, the client's risk profile and investment focus and perspective (e.g. market-wide, sector specific, long term, short-term etc.), the size and scope of the overall client relationship with Citi and legal and regulatory constraints.

© 2011 Citigroup Global Markets Inc. Citi Investment Research & Analysis is a division of Citigroup Global Markets Inc. Citi and Citi with Arc Design are trademarks and service marks of Citigroup Inc. and its affiliates and are used and registered throughout the world. All rights reserved. Any unauthorized use, duplication, redistribution or disclosure of this report (the "Product"), including, but not limited to, redistribution of the Product by electronic mail, posting of the Product on a website or page, and/or providing to a third party a link to the Product, is prohibited by law and will result in prosecution. The information contained in the Product is intended solely for the recipient and may not be further distributed by the recipient to any third party. Where included in this report, MSCI sourced information is the exclusive property of Morgan Stanley Capital International Inc. (MSCI). Without prior written permission of MSCI, this information and any other MSCI intellectual property may not be reproduced, redisseminated or used to create any financial products, including any indices. This information is provided on an "as is" basis. The user assumes the entire risk of any use made of this information. MSCI, its affiliates and any third party involved in, or related to, computing or compiling the information hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability or fitness for a particular purpose with respect to any of this information. Without limiting any of the foregoing, in no event shall MSCI, any of its affiliates or any third party involved in, or related to, computing or compiling the information have any liability for any damages of any kind. MSCI, Morgan Stanley Capital International and the MSCI indexes are services marks of MSCI and its affiliates. The Firm accepts no liability whatsoever for the actions of third parties. The Product may provide the addresses of, or contain hyperlinks to, websites. Except to the extent to which the Product refers to website material of the Firm, the Firm has not reviewed the linked site. Equally, except to the extent to which the Product refers to website material of the Firm, the Firm takes no responsibility for, and makes no representations or warranties whatsoever as to, the data and information contained therein. Such address or hyperlink (including addresses or hyperlinks to website material of the Firm) is provided solely for your convenience and information and the content of the linked site does not in anyway form part of this document. Accessing such website or following such link through the Product or the website of the Firm shall be at your own risk and the Firm shall have no liability arising out of, or in connection with, any such referenced website.

ADDITIONAL INFORMATION IS AVAILABLE UPON REQUEST