

#### Telecoms, Media & Technology Diversified Telecoms

Equity - India

#### **Underweight**

70.00
86.15
-18.7

Note: Potential return equals the percentage difference between the current share price and the target price

Performance	1M	3M	12M
Absolute (%)	-9.2	-22.8	-47.5
Relative^ (%)	-4.9	-13.9	-40.5
Index^		BOMBAY	SE IDX
RIC Bloomberg			JLP.BO TTSL IN
Market cap (USDm) Market cap (INRm)			232 12,492
Enterprise value (INRm Free float (%)	)		35236 31

Note: (V) = volatile (please see disclosure appendix)

#### 16 May 2012

#### Rajiv Sharma\*

Analyst
HSBC Securities and Capital Markets
(India) Private Limited
+91 22 22681239
rajivsharma@hsbc.co.in

#### **Tucker Grinnan\***

Regional Head of Telecoms and Media Research, Asia-Pacific

The Hongkong and Shanghai Banking Corporation Limited

+852 2822 4686

tuckergrinnan@hsbc.com.hk

#### Upasna Agarwal\*

Associate Bangalore

View HSBC Global Research at: <a href="http://www.research.hsbc.com">http://www.research.hsbc.com</a>

\*Employed by a non-US affiliate of HSBC Securities (USA) Inc, and is not registered/qualified pursuant to FINRA regulations

Issuer of HSBC Securities and Capital report: Markets (India) Private Limited

## Disclaimer & Disclosures

This report must be read with the disclosures and the analyst certifications in the Disclosure appendix, and with the Disclaimer, which forms part of it

### **Tulip Telecom**

Downgrade to UW: No respite

- ▶ 4Q results below estimates, margin decline by 300 bps
- Management suggests margins pressure, we build for c4% yoy decline in FY13e revenues
- Downgrade to UW from Neutral and cut target to INR70 (from INR125)

**4QFY12 results were below estimates** with revenues c8% below our estimates and sequential margin decline by 350bps (EBITDA 18% below our estimates). PAT declined c6% and was 7% below our estimates. Management provided a capex guidance of INR6bn for next four quarters. Separately management suggested extension in accounting year by another six months to enable reporting in better alignment with the regulatory reporting requirements. We note over the last two quarters revenue has declined by 6% and EBITDA margins by 330 bps.

**Weak outlook.** In addition to the poor 4Q numbers, management suggested that poor macro environment continues to be a drag and that the company could be looking at a gradual reduction in margins over the next few quarters. In our view margin decline suggestion from the management is reflection of top-line pressures as well. We note the business model of the company is based on operating leverage and a slowdown in order book prevents the ability of the company to buy bandwidth in bulk and raises costs and results in margin decline. Despite this management sticking with its capex guidance of INR6bn may not go well with investors as it would only aggravate balance sheet concerns (we estimate 10% lower capex). While management suggested no impact on operations because of change in reporting requirements, this may raise investor concerns and possibility of one time adjustments cannot be ruled out.

**FCCB** redemption likely by debt. On the FCCB (Foreign Currency Convertible Bonds) issue management didn't provide any specific solutions, but maintained that it had several options at its disposal. We believe that FCCB is likely to be redeemed by assuming debt and this would adversely impact the profitability next fiscal because of increase in finance charges. We estimate total FCCB liability at USD135m (assuming a redemption premium of USD35m). Upside risk could stem from a possibility of unlocking value in Qualcomm venture and ability to rope in a strategic partner at the data centre level.

Valuation and risks: We are downgrading to UW and cutting our target price to INR70 (INR125) as we estimate FY13e revenue growth of -4% and margin decline of 350bps. We cut our FY13e revenues estimates by 18%, EBITDA estimates by 27% and PAT by 72%. We note we were earlier expecting c14% revenue growth, 8% EBITDA growth and a 15% decline in EPS. We continue to value Tulip on a mix of DCF and PE at 6x on FY13e earnings. Upside risks include the ability to gain market share via bundling data centre and core offerings, stake sale in the BWA venture and stake sale in the data centre business.



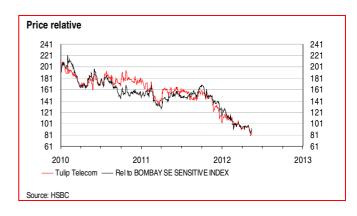
#### Financials & valuation

Financial statements				
Year to	03/2012a	03/2013e	03/2014e	03/2015e
Profit & loss summary (INF	Rm)			
Revenue	27,050	26,029	28,391	30,163
EBITDA	7,562	6,208	6,917	7,741
Depreciation & amortisation	-2,127	-2,877	-3,284	-3,589
Operating profit/EBIT	5,434	3,331	3,633	4,152
Net interest	-1,628	-2,318	-2,430	-2,473
PBT	3,847	1,013	1,203	1,679
HSBC PBT	3,847	1,013	1,203	1,679
Taxation	-761	-266	-325	-487
Net profit	3,086	748	878	1,192
HSBC net profit	3,086	748	878	1,192
Cash flow summary (INRm	)			
Cash flow from operations	6,701	6,101	6,768	7,179
Capex	-10,696	-5,700	-5,530	-5,379
Cash flow from investment	-12,386	-5,700	-5,530	-5,379
Dividends	0	0	0	0
Change in net debt	7,628	1,917	1,192	672
FCF equity	-5,664	-1,917	-1,192	-672
Balance sheet summary (I	NRm)			
Intangible fixed assets	1,244	1,244	1,244	1,244
Tangible fixed assets	26,311	29,134	31,379	33,169
Current assets	16,444	16,236	15,922	16,054
Cash & others	5,000	5,000	5,000	5,000
Total assets	45,655	48,270	50,202	52,124
Operating liabilities	3,017	2,967	2,829	2,886
Gross debt	27,382	29,299	30,491	31,163
Net debt	22,382	24,299	25,491	26,163
Shareholders funds	15,223	15,970	16,848	18,040
Invested capital	35,982	38,647	40,717	42,581

	,	,	,	,
Ratio, growth and per share	e analysis			
Year to	03/2012a	03/2013e	03/2014e	03/2015e
Y-o-y % change				
Revenue	15.1	-3.8	9.1	6.2
EBITDA	14.0	-17.9	11.4	11.9
Operating profit	10.5	-38.7	9.1	14.3
PBT	-5.4	-73.7	18.7	39.6
HSBC EPS	0.7	-75.8	17.5	35.7
Ratios (%)				
Revenue/IC (x)	0.9	0.7	0.7	0.7
ROIC	14.1	6.6	6.7	7.1
ROE	22.4	4.8	5.4	6.8
ROA	10.9	5.2	5.4	5.8
EBITDA margin	28.0	23.9	24.4	25.7
Operating profit margin	20.1	12.8	12.8	13.8
EBITDA/net interest (x)	4.6	2.7	2.8	3.1
Net debt/equity	147.0	152.1	151.3	145.0
Net debt/EBITDA (x)	3.0	3.9	3.7	3.4
CF from operations/net debt	29.9	25.1	26.5	27.4
Per share data (INR)				
EPS reported (fully diluted)	21.29	5.16	6.06	8.22
HSBC EPS (fully diluted)	21.29	5.16	6.06	8.22
DPS	0.00	0.00	0.00	0.00
Book value	104.98	110.14	116.20	124.42

Valuation data				
Year to	03/2012a	03/2013e	03/2014e	03/2015e
EV/sales	1.2	1.4	1.3	1.2
EV/EBITDA	4.4	5.7	5.3	4.8
EV/IC	0.9	0.9	0.9	0.9
PE*	4.0	16.7	14.2	10.5
P/Book value	0.8	0.8	0.7	0.7
FCF yield (%)	-51.8	-17.5	-10.9	-6.1
Dividend yield (%)	0.0	0.0	0.0	0.0

Note: \* = Based on HSBC EPS (fully diluted)



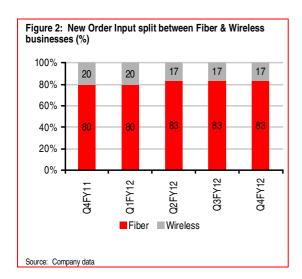
Note: price at close of 15 May 2012

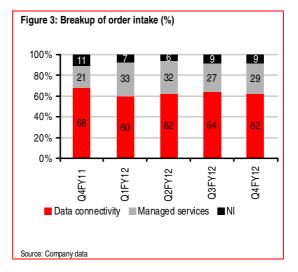


Figure 1: Tulip 4QFY12 HSBC First Cut (Figs in INR m unless specified)

	Actuals	HSBC Estimates	Actual vs HSBC	3QFY12	4QFY11	QoQ	YoY	Consensus	Variance
Overall Business									
Revenue	6,617	7,175	-7.8%	6,866	5,853	-3.6%	13.1%	6,980	-5%
EBITDA	1,692	2,050	-17.5%	1,991	1,633	-15.0%	3.6%	1,978	-14%
EBITDA Margin (%)	25.6%	28.6%	-3.0%	29.0%	27.9%	-3.4%	-2.3%	28.3%	-3%
Net Profit	660	710	-7.0%	784	780	-15.7%	-15.3%	728	-9%
EPS (INR)	4.6	4.9	-7.0%	5.4	5.4	-15.7%	-15.3%	5.0	-9%

Source: HSBC, Company Data, Bloomberg





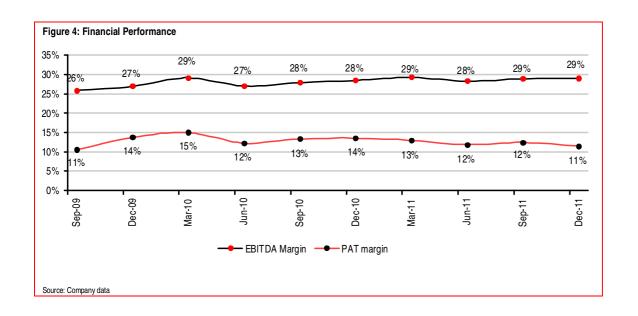




Figure 5: Key events for the Tulip stock and likely timelines  Event Expected time frame Key factor to be watched What is in the price?					
PE induction at the data centre level	Uncertain	Company now looking to debt financing, suggesting that an equity/PE partner is unlikely currently.	Not in the price as there has been considerable delay.		
Ability to unlock investments in Qualcomm venture	Visibility has improved	With likelihood of RIL launch by end of this calendar year, there will be demand for the Qualcomm spectrum in our view	FCCB concerns, weak outlook prevent investors to get excited by non core issues. Any sale would imply some support to the stock price.		
FCCB repayment	Needs to be done by August	Management suggested that it expects to have refinancing approvals by FY12e	Timely repayment will address investor concerns, but repayment via assumption of debt will impact profitability		

Source: HSBC

#### Valuation and risks

We value Tulip Telecom's business using the average of PE and discounted cash flow methodologies at INR70 (from INR125), attaching equal weightings to each. For our DCF analysis, we assume a cost of equity of 15% and a cost of debt of c11%; we assume a target debt-to-total capital ratio of 30% and Weighted average cost of capital (WACC) at 13% to arrive at a fair value of INR102 per share (previously INR132).

Our DCF valuations have been cut as we cut our EBITDA by c30% for the next three years given our assumptions that the DC business will take time to get scale and put pressure on consolidated margins and suggestion by management for margin decline. EBITDA margins of c24% in FY13 are 170 bps lower than Q4FY12 EBITDA margins. For our PE methodology, we use a PE multiple of 6x (using the 12-month average of one-year forward PER) on FY13e earnings to arrive at a fair value of INR31 per share (from INR 112, now lower as we have cut our FY2013e estimates by 72%). Separately, we value Tulip's investment in the Qualcomm venture at c50% discount to book value or at INR3 (no change) reflecting the uncertainty over the ability to monetize investments in the Qualcomm BWA venture in the near to medium term. Using our blended approach, we arrive at a 12-month target price of INR125.

Under our research model, for stocks without a volatility indicator, the Neutral band is 5ppts above and below the hurdle rate for Indian stocks of 11%. Our target price implies a potential return of -18%, which is below the Neutral band; therefore, we are downgrading the stock to Underweight. Potential return equals the percentage difference between the current share price and the target price, including the forecast dividend yield when indicated. Upside risks include the ability to gain market share via bundling data centre and core offerings, stake sale in the BWA venture and stake sale in the data centre business.



	FY13e	FY14e
Sales		
New	26,029	28,391
Old	31,913	36,008
Change	-18%	-21%
EBITĎA		
New	6,208	6,917
Old	8,512	10,113
Change	-27%	-32%
Net profit		
New	748	878
Old	2,715	2,932
Change	-72%	-70%

Source: HSBC

Figure 7: Target price computation (Figures in INR per share)

Particulars	New Value per share	Previous value per share
DCF value @13% WACC	102	132
PE at 6X FY13 EPS	31	112
Assigning 50% weight to each	67	122
BWA investment	3	3
Target Price	70	125

Source: HSBC



# Disclosure appendix

#### **Analyst Certification**

The following analyst(s), economist(s), and/or strategist(s) who is(are) primarily responsible for this report, certifies(y) that the opinion(s) on the subject security(ies) or issuer(s) and/or any other views or forecasts expressed herein accurately reflect their personal view(s) and that no part of their compensation was, is or will be directly or indirectly related to the specific recommendation(s) or views contained in this research report: Rajiv Sharma and Tucker Grinnan

#### Important disclosures

#### Stock ratings and basis for financial analysis

HSBC believes that investors utilise various disciplines and investment horizons when making investment decisions, which depend largely on individual circumstances such as the investor's existing holdings, risk tolerance and other considerations. Given these differences, HSBC has two principal aims in its equity research: 1) to identify long-term investment opportunities based on particular themes or ideas that may affect the future earnings or cash flows of companies on a 12 month time horizon; and 2) from time to time to identify short-term investment opportunities that are derived from fundamental, quantitative, technical or event-driven techniques on a 0-3 month time horizon and which may differ from our long-term investment rating. HSBC has assigned ratings for its long-term investment opportunities as described below.

This report addresses only the long-term investment opportunities of the companies referred to in the report. As and when HSBC publishes a short-term trading idea the stocks to which these relate are identified on the website at www.hsbcnet.com/research. Details of these short-term investment opportunities can be found under the Reports section of this website.

HSBC believes an investor's decision to buy or sell a stock should depend on individual circumstances such as the investor's existing holdings and other considerations. Different securities firms use a variety of ratings terms as well as different rating systems to describe their recommendations. Investors should carefully read the definitions of the ratings used in each research report. In addition, because research reports contain more complete information concerning the analysts' views, investors should carefully read the entire research report and should not infer its contents from the rating. In any case, ratings should not be used or relied on in isolation as investment advice.

#### Rating definitions for long-term investment opportunities

#### Stock ratings

HSBC assigns ratings to its stocks in this sector on the following basis:

For each stock we set a required rate of return calculated from the cost of equity for that stock's domestic or, as appropriate, regional market established by our strategy team. The price target for a stock represents the value the analyst expects the stock to reach over our performance horizon. The performance horizon is 12 months. For a stock to be classified as Overweight, the potential return, which equals the percentage difference between the current share price and the target price, including the forecast dividend yield when indicated, must exceed the required return by at least 5 percentage points over the next 12 months (or 10 percentage points for a stock classified as Volatile\*). For a stock to be classified as Underweight, the stock must be expected to underperform its required return by at least 5 percentage points over the next 12 months (or 10 percentage points for a stock classified as Volatile\*). Stocks between these bands are classified as Neutral.

Our ratings are re-calibrated against these bands at the time of any 'material change' (initiation of coverage, change of volatility status or change in price target). Notwithstanding this, and although ratings are subject to ongoing management review, expected returns will be permitted to move outside the bands as a result of normal share price fluctuations without necessarily triggering a rating change.



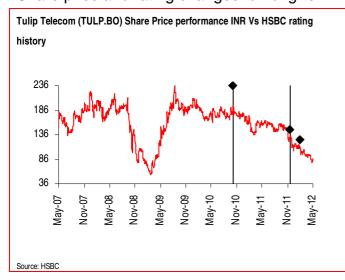
\*A stock will be classified as volatile if its historical volatility has exceeded 40%, if the stock has been listed for less than 12 months (unless it is in an industry or sector where volatility is low) or if the analyst expects significant volatility. However, stocks which we do not consider volatile may in fact also behave in such a way. Historical volatility is defined as the past month's average of the daily 365-day moving average volatilities. In order to avoid misleadingly frequent changes in rating, however, volatility has to move 2.5 percentage points past the 40% benchmark in either direction for a stock's status to change.

#### Rating distribution for long-term investment opportunities

#### As of 16 May 2012, the distribution of all ratings published is as follows:

Overweight (Buy)	48%	(26% of these provided with Investment Banking Services)
Neutral (Hold)	38%	(25% of these provided with Investment Banking Services)
Underweight (Sell)	14%	(16% of these provided with Investment Banking Services)

#### Share price and rating changes for long-term investment opportunities



From	То	Date
N/A	Overweight	20 October 2010
Overweight	Neutral	06 December 2011
Target Price	Value	Date
Price 1	235.00	20 October 2010
Price 2	146.00	06 December 2011
Price 3	125.00	10 February 2012



#### **HSBC & Analyst disclosures**

None of the below disclosures applies to any of the stocks featured in this report.

- 1 HSBC\* has managed or co-managed a public offering of securities for this company within the past 12 months.
- 2 HSBC expects to receive or intends to seek compensation for investment banking services from this company in the next 3 months.
- 3 At the time of publication of this report, HSBC Securities (USA) Inc. is a Market Maker in securities issued by this company.
- 4 As of 30 April 2012 HSBC beneficially owned 1% or more of a class of common equity securities of this company.
- As of 31 March 2012, this company was a client of HSBC or had during the preceding 12 month period been a client of and/or paid compensation to HSBC in respect of investment banking services.
- As of 31 March 2012, this company was a client of HSBC or had during the preceding 12 month period been a client of and/or paid compensation to HSBC in respect of non-investment banking-securities related services.
- As of 31 March 2012, this company was a client of HSBC or had during the preceding 12 month period been a client of and/or paid compensation to HSBC in respect of non-securities services.
- 8 A covering analyst/s has received compensation from this company in the past 12 months.
- 9 A covering analyst/s or a member of his/her household has a financial interest in the securities of this company, as detailed below.
- 10 A covering analyst/s or a member of his/her household is an officer, director or supervisory board member of this company, as detailed below.
- 11 At the time of publication of this report, HSBC is a non-US Market Maker in securities issued by this company and/or in securities in respect of this company

Analysts, economists, and strategists are paid in part by reference to the profitability of HSBC which includes investment banking revenues.

For disclosures in respect of any company mentioned in this report, please see the most recently published report on that company available at www.hsbcnet.com/research.

\* HSBC Legal Entities are listed in the Disclaimer below.

#### Additional disclosures

- 1 This report is dated as at 16 May 2012.
- 2 All market data included in this report are dated as at close 15 May 2012, unless otherwise indicated in the report.
- HSBC has procedures in place to identify and manage any potential conflicts of interest that arise in connection with its Research business. HSBC's analysts and its other staff who are involved in the preparation and dissemination of Research operate and have a management reporting line independent of HSBC's Investment Banking business. Information Barrier procedures are in place between the Investment Banking and Research businesses to ensure that any confidential and/or price sensitive information is handled in an appropriate manner.



## Disclaimer

\* Legal entities as at 04 March 2011

'UAE' HSBC Bank Middle East Limited, Dubai; 'HK' The Hongkong and Shanghai Banking Corporation Limited, Hong Kong; 'TW' HSBC Securities (Taiwan) Corporation Limited; 'CA' HSBC Securities (Canada) Inc, Toronto; HSBC Bank, Paris Branch; HSBC France; 'DE' HSBC Trinkaus & Burkhardt AG, Düsseldorf; 000 HSBC Bank (RR), Moscow; 'IN' HSBC Securities and Capital Markets (India) Private Limited, Mumbai; 'JP' HSBC Securities (Japan) Limited, Tokyo; 'EG' HSBC Securities Egypt SAE, Cairo; 'CN' HSBC Investment Bank Asia Limited, Beijing Representative Office; The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch; The Hongkong and Shanghai Banking Corporation Limited, Seoul Securities Branch; The Hongkong and Shanghai Banking Corporation Limited, Seoul Branch; HSBC Securities (South Africa) (Pty) Ltd, Johannesburg; 'GR' HSBC Securities SA, Athens; HSBC Bank plc, London, Madrid, Milan, Stockholm, Tel Aviv; 'US' HSBC Securities (USA) Inc, New York; HSBC Yatirim Menkul Degerler AS, Istanbul; HSBC México, SA, Institución de Banca Múltiple, Grupo Financiero HSBC; HSBC Bank Brasil SA – Banco Múltiplo; HSBC Bank Australia Limited; HSBC Bank Argentina SA; HSBC Saudi Arabia Limited; The Hongkong and Shanghai Banking Corporation Limited, New Zealand Branch

Issuer of report
HSBC Securities and Capital Markets
(India) Private Limited
Registered Office

52/60 Mahatma Gandhi Road Fort, Mumbai 400 001, India Telephone: +91 22 2267 4921 Fax: +91 22 2263 1983

Website: www.research.hsbc.com

This document has been issued by HSBC Securities and Capital Markets (India) Private Limited ("HSBC") for the information of its customers only, HSBC Securities and Capital Markets (India) Private Limited is regulated by the Securities and Exchange Board of India. If it is received by a customer of an affiliate of HSBC, its provision to the recipient is subject to the terms of business in place between the recipient and such affiliate. This document is not and should not be construed as an offer to sell or the solicitation of an offer to purchase or subscribe for any investment. HSBC has based this document on information obtained from sources it believes to be reliable but which it has not independently verified; HSBC makes no guarantee, representation or warranty and accepts no responsibility or liability as to its accuracy or completeness. Expressions of opinion are those of the Research Division of HSBC only and are subject to change without notice. HSBC and its affiliates and/or their officers, directors and employees may have positions in any securities mentioned in this document (or in any related investment) and may from time to time add to or dispose of any such securities (or investment). HSBC and its affiliates may act as market maker or have assumed an underwriting commitment in the securities of companies discussed in this document (or in related investments), may sell them to or buy them from customers on a principal basis and may also perform or seek to perform investment banking or underwriting services for or relating to those companies and may also be represented in the supervisory board or any other committee of those companies. The information and opinions contained within the research reports are based upon publicly available information and rates of taxation applicable at the time of publication which are subject to change from time to time. Past performance is not necessarily a guide to future performance. The value of any investment or income may go down as well as up and you may not get back the full amount invested. Where an investment is denominated in a currency other than the local currency of the recipient of the research report, changes in the exchange rates may have an adverse effect on the value, price or income of that investment. In case of investments for which there is no recognised market it may be difficult for investors to sell their investments or to obtain reliable information about its value or the extent of the risk to which it

HSBC Securities (USA) Inc. accepts responsibility for the content of this research report prepared by its non-US foreign affiliate. All U.S. persons receiving and/or accessing this report and wishing to effect transactions in any security discussed herein should do so with HSBC Securities (USA) Inc. in the United States and not with its non-US foreign affiliate, the issuer of this report.

In the UK this report may only be distributed to persons of a kind described in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2001. The protections afforded by the UK regulatory regime are available only to those dealing with a representative of HSBC Bank plc in the UK. In Singapore, this publication is distributed by The Hongkong and Shanghai Banking Corporation Limited, Singapore Branch for the general information of institutional investors or other persons specified in Sections 274 and 304 of the Securities and Futures Act (Chapter 289) ("SFA") and accredited investors and other persons in accordance with the conditions specified in Sections 275 and 305 of the SFA. This publication is not a prospectus as defined in the SFA. It may not be further distributed in whole or in part for any purpose. The Hongkong and Shanghai Banking Corporation Limited Singapore Branch is regulated by the Monetary Authority of Singapore. Recipients in Singapore should contact a "Hongkong and Shanghai Banking Corporation Limited, Singapore Branch" representative in respect of any matters arising from, or in connection with this report. In Australia, this publication has been distributed by The Hongkong and Shanghai Banking Corporation Limited (ABN 65 117 925 970, AFSL 301737) for the general information of its "wholesale" customers (as defined in the Corporations Act 2001). Where distributed to retail customers, this research is distributed by HSBC Bank Australia Limited (AFSL No. 232595). These respective entities make no representations that the products or services mentioned in this document are available to persons in Australia or are necessarily suitable for any particular person or appropriate in accordance with local law. No consideration has been given to the particular investment objectives, financial situation or particular needs of any recipient. This publication is distributed in New Zealand by The Hongkong and Shanghai Banking Corporation Limited, New Zealand Branch.

In Japan, this publication has been distributed by HSBC Securities (Japan) Limited. In Hong Kong, this document has been distributed by The Hongkong and Shanghai Banking Corporation Limited in the conduct of its Hong Kong regulated business for the information of its institutional and professional customers; it is not intended for and should not be distributed to retail customers in Hong Kong. The Hongkong and Shanghai Banking Corporation Limited makes no representations that the products or services mentioned in this document are available to persons in Hong Kong or are necessarily suitable for any particular person or appropriate in accordance with local law. All inquiries by such recipients must be directed to The Hongkong and Shanghai Banking Corporation Limited. In Korea, this publication is distributed by The Hongkong and Shanghai Banking Corporation Limited, Seoul Securities Branch ("HBAP SLS") for the general information of professional investors specified in Article 9 of the Financial Investment Services and Capital Markets Act ("FSCMA"). This publication is not a prospectus as defined in the FSCMA. It may not be further distributed in whole or in part for any purpose. HBAP SLS is regulated by the Financial Services Commission and the Financial Supervisory Service of Korea.

© Copyright 2012, HSBC Securities and Capital Markets (India) Private Limited, ALL RIGHTS RESERVED. No part of this publication may be reproduced, stored in a retrieval system, or transmitted, on any form or by any means, electronic, mechanical, photocopying, recording, or otherwise, without the prior written permission of HSBC Securities and Capital Markets (India) Private Limited. MICA (P) 038/04/2012, MICA (P) 063/04/2012 and MICA (P) 206/01/2012