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Act”) in reliance on Section 3(c)(7) of the U.S. Investment Company Act, and investors will not be entitled to the benefits of the U.S. Investment Company Act. Accordingly, the Equity Shares are being offered and sold only (i) within India, to Indian institutional, non-institutional and retail investors in compliance with the SEBI ICDR Regulations, (ii) to persons in the United States or to or for the account or benefit of, U.S. Persons, in each case to investors that are both “**qualified institutional buyers**” (as defined in Rule 144A under the U.S. Securities Act and referred to in the Prospectus as “**U.S. QIBs**” and, for the avoidance of doubt, the term U.S. QIBs does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Prospectus as “**QIBs**”) and “**qualified purchasers**” (as defined under the U.S. Investment Company Act and referred to in the Prospectus as “**QPs**”) in transactions exempt from or not subject to the registration requirements of the U.S. Securities Act and in reliance on Section 3(c)(7) of the U.S. Investment Company Act; or (ii) outside the United States to investors that are not U.S. Persons nor persons acquiring for the account or benefit of U.S. Persons in “offshore transactions” in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. No public offering of the Equity Shares or other securities is being made in the United States.

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