



ERAAYA LIFESPACES LIMITED

(formerly Justride Enterprises Limited)

A BSE Listed Company

CIN : L74899DLI967PLC004704

Web : eraayalife.com

Email : contact@eraayalife.com

Tel : +91 70650 84854

Listing Compliance Department

July 10, 2024

BSE Limited

Phirozee Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai - 400 001

Ref Scrip Code: 531035_(ISIN: INE432F01024)

Sub: Newspaper Advertisement of Un-audited Financial Results for the quarter ended June 30, 2024.

Dear Sir/Madam,

We are enclosing herewith the copies of the newspaper advertisement relating to the publication of Un-audited Financial Results (Standalone) of the Company for the quarter ended June 30, 2024, as published in Financial Express (English Edition) and Jansatta (Hindi Edition) newspapers both dated July 10, 2024 in compliance with the provisions of Regulation 47 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The above information is also available on the Company's website at www.eraayalife.com.

You are requested to kindly take the same on record and oblige us.

Thanking You,

For ERAAYA LIFESPACES LIMITED
(formerly Justride Enterprises Limited)

Bhawana Sharma
Whole-Time Director
(DIN: 10288658)

इराया लाइफसाइज लिमिटेड

(पूर्ववर्ती जस्ट्रेड एंटरप्राइजेज लिमिटेड)

पंजीकृत कार्यालय : बी-1, 34/1, विकास भवन, विकास पथ अर्ब, पूर्वी पंचाशी बाग, दिल्ली 110026
सीआईडी : L74899DL1967PLC004704,
ई-मेल : justredlimited@gmail.com / cs@eraayalife.com, वेबसाइट : www.eraayalife.com.30 जून 2024 को समाप्त तिमाही के अंशदायक विवरण
त्रैमासिक वित्तीय परिणामों का सारांश

विवरण	समाप्त तिमाही (आंकड़े लाख में, इंडीएस छोड़कर)			
	जून 30, 2024 (अंशदायक)	मार्च 31, 2024 (अंशदायक)	जून 30, 2023 (अंशदायक)	मार्च 31, 2024 (अंशदायक)
कुल आय	199.85	1,560.66	2,752.69	29,757.47
कुल व्यय	72.25	1,538.90	2,747.85	29,714.98
अवधि हेतु लाभ/(हानि) (कर, आपवादिक एवं/अथवा असाधारण मदों से पूर्व)	127.60	21.76	4.84	42.49
आपवादिक मदें	-	-	-	-
कर पूर्व अवधि हेतु लाभ/(हानि) (आपवादिक एवं/अथवा असाधारण मदों के उपरान्त)	127.60	21.76	4.84	42.49
कुल कर व्यय	32.12	21.54	-	8.60
कर उपरान्त अवधि हेतु निवल लाभ/(हानि) (आपवादिक एवं/अथवा असाधारण मदों के उपरान्त)	95.49	0.22	4.84	33.89
अवधि हेतु कुल व्यापक आय (अवधि हेतु लाभ/(हानि) (कर उपरान्त) तथा अन्य व्यापक आय (कर उपरान्त) से समाविष्ट)	95.49	0.22	4.84	33.89
समाप्त अंश पूंजी (अंश का अंकित मूल्य रु. 10/- है)	1,512.32	1,512.32	147.316	1,512.32
आय प्रति अंश (रु. 10/- प्रत्येक का)				
(परिचालन एवं अपरिचालित परिचालनों के लिये)				
1. मूलभूत :	0.63	0.00	0.03	0.22
2. तदुपरोक्त :	0.63	0.00	0.03	0.22

टिप्पणियाँ :-

- दिनांक 30 जून 2024 को समाप्त तिमाही के कंपनी के वित्तीय परिणामों की समीक्षा, बोर्ड की लेखापरीक्षण समिति द्वारा की गयी है तथा निदेशक मंडल ने 09 जुलाई 2024 को आयोजित अपनी बैठकों में इनका अनुमोदन किया है।
- इन वित्तीय परिणामों को कंपनी अधिनियम 2013 के अंतर्गत निर्गत प्रासंगिक नियमावली के साथ पठित अधिनियम की धारा 133 के अंतर्गत निर्धारित भारतीय लेखांकन मानक ("आईएनडी एस") की मान्यता एवं मानक सिद्धांतों तथा भारत में सामान्यतः स्वीकृत अन्य लेखांकन सिद्धांतों के अनुसार तैयार किया गया है।
- कंपनी के पास, खण्डवार के निष्पादन का मूल्यांकन करने तथा संसाधनों के आबंटन के बारे में निर्णय लेने के लिये सीओडीएम द्वारा की जानेवाली नियमित समीक्षा के आधार पर प्रतिक्रियाओं / अंशों, विण्णन एवं सहायता सेवाओं तथा आर्थिक व्यवसाय के अंतर्गत व्यापार के तीन प्रतिवेदनयोग्य खण्डवार है।
- दिनांक 30 जून 2024 को समाप्त तिमाही एवं वर्ष के परिणाम, बीएसई लिमिटेड वेबसाइट (URL : www.bseindia.com) पर और कंपनी की वेबसाइट पर उपलब्ध है।

कुने इराया लाइफसाइज लिमिटेड
(पूर्ववर्ती जस्ट्रेड एंटरप्राइजेज लिमिटेड)

हस्ताक्षर:-
आयशा शर्मा
पूरुकारिक निदेशक

दिनांक : 10-07-2024
स्थान : नई दिल्ली

AHMEDABAD STEEL CRAFT LIMITED

Registered Office: N.T. 604, One -42 Complex, B/h Ashok Vatika, Nr. Jayantilal Park BRTS, Ambli Bopal Road, Ahmedabad, Gujarat, India, 380058 Tel. No. +91 +91-79-29641996/97
E-mail: acsteelad1@gmail.com, Website: www.steelcraft.co.in, CIN: L27109GJ1972PLC011500

Recommendation of the Independent Director Committee ("IDC") of Ahmedabad Steelcraft Limited ("Target Company") in relation to the Open Offer ("Offer") made by Mr. Rohit Pandey (Acquirer 1) and Mr. Sunil Dutt Pandey (Acquirer 2) to the Public Shareholders of the Target Company ("Shareholders") under Regulations 26(7) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Subsequent Amendments thereto ("SEBI (SAST) Regulations, 2011").

1. Date	July 09, 2024
2. Name of the Target Company (TC)	Ahmedabad Steelcraft Limited
3. Details of the Offer pertaining to TC	Open Offer for Acquisition of upto 10,63,920 (Ten Lakh Sixty Three Thousand Nine Hundred and Twenty) fully paid up equity shares of Face Value of ₹ 10/- (Rupees Ten Only) each ("Offer Shares") representing 26.00% of the Voting Share Capital of Ahmedabad Steelcraft Limited ("Target Company") at a Price of ₹ 54/- (Rupees Fifty Four Only) per Equity Share from the Public Shareholders of the Target Company, by Mr. Rohit Pandey (Acquirer 1) and Mr. Sunil Dutt Pandey (Acquirer 2)
4. Name(s) of the acquirer and PAC with the acquirer	1. Mr. Rohit Pandey (Acquirer 1) and 2. Mr. Sunil Dutt Pandey (Acquirer 2)
5. Name of the Manager to the offer	Kunvarji Finstock Private Limited
6. Members of the Committee of Independent Directors (Please indicate the chairperson of the Committee separately)	Chairperson - Mr. Rajeev Singh Member - Mr. Rajeev Jain
7. IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any	IDC Members are Independent and Non-Executive Directors of the Target Company. None of the IDC Members have any contract/ relationship with the Target Company at present.
8. Trading in the Equity shares/other securities of the TC by IDC Members	None of the IDC members have traded in the Equity Shares of Target Company since their appointment.
9. IDC Member's relationship with the acquirer (Director, Equity shares owned, any other contract / relationship), if any.	None of the IDC members has any relationship with the Acquirers at present.
10. Trading in the Equity shares/other securities of the acquirer by IDC Members	No trading in the Equity Shares/other securities of the Acquire by IDC Member
11. Recommendation on the Open offer, as to whether the offer is fair and reasonable	The IDC members believe that the Offer is fair and reasonable. However, the shareholders should independently evaluate the Offer and take informed decision in the matter.
12. Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder)	i) IDC has taken into consideration the following for making the recommendation : IDC has reviewed a) Public Announcement (PA) dated May 03, 2024, b) the Detailed Public Statement (DPS) dated May 10, 2024, c) the Draft Letter of Offer (DLOF) dated May 17, 2024 d) the Letter of Offer (LOF) dated July 03, 2024 Based on the PA, DPS, DLOF, LOF the IDC Members are of the opinion that the Offer Price of ₹ 54/- (Rupees Fifty Four Only) offered by the Acquirers is in accordance with the relevant regulations prescribed in the Takeover Code and prima facie appear to be justified.

Sr.	Particulars	Price (₹ per Equity Share)
A	The highest negotiated price per Equity Share of the Target Company for acquisition under any agreement attracts the obligation to make a PA of an Open Offer.	₹ 54/- (Rupees Fifty Four Only)
B	The volume-weighted average price paid or payable for acquisitions, whether by the acquirers or by any person acting in concert with him, during the 52 (Fifty-two) weeks immediately preceding the date of the public announcement.	Not Applicable
C	The highest price paid or payable for any acquisition, whether by the acquirers or by any person acting in concert with him, during the 26 (Twenty-six) weeks immediately preceding the date of the public announcement.	Not Applicable
D	The volume-weighted average market price of such Equity Shares for a period of sixty trading days immediately preceding the date of PA as traded on an exchange, provided such shares are frequently traded.	Not Applicable
E	The per Equity Share value computed under Regulation 8(5) of the Takeover Regulations, if applicable.	Not Applicable
F	Where the shares are not frequently traded, the price determined by the Acquirers and the Manager taking into account valuation parameters including book value, comparable trading multiples and earnings per share.	₹ 51.76/-

(Source: Certificate dated May 03, 2024, issued by CS SHREYANSH M. JAIN Registered Valuer, (SFA) registered with IIBI having Registration Number-IBBV/03/2019/12124, having its office at 2005-A, Rathi Palace, Ring Road, Surat - 395002, Gujarat, India. Email: svshreyanshmjain@gmail.com (C) +91 99582 19019)

13. Details of Independent Advisors, if any. None

14. Any other matter(s) to be highlighted. None

"To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by Ahmedabad Steelcraft Limited under the Takeover Code."

For Ahmedabad Steelcraft Limited
Sd/-
(Mr. Rajeev Singh)

Chairman - Committee of Independent Directors
DIN : 10686736

Date: 09/07/2024
Place: Ghaziabad



THIS IS A PUBLIC ANNOUNCEMENT FOR INFORMATION PURPOSES ONLY AND IS NOT A PROSPECTUS ANNOUNCEMENT. THIS DOES NOT CONSTITUTE AN INVITATION OR OFFER TO ACQUIRE, PURCHASE OR SUBSCRIBE TO SECURITIES. THIS PUBLIC ANNOUNCEMENT IS NOT INTENDED FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY OUTSIDE INDIA.



SATI POLY PLAST LIMITED

Corporate Identity Numbers: U82920BR1999PLC008904

Our Company was originally incorporated as "Sati Poly Plast Private Limited" as a private limited company under the provision of the Companies Act, 1956 vide certificate of incorporation dated July 14, 1999, issued by Registrar of Companies, Bihar. Further, our company was converted from a private limited company to public limited company, pursuant to a special resolution passed by our Shareholders in the Extra-Ordinary General Meeting held on November 01, 2023, and consequently, the name of our Company changed to "Sati Poly Plast Limited" and the fresh certificate of incorporation dated December 26, 2023 was issued to our company by the Registrar of Companies, Patna. The Corporate Identification Number of our Company is U82920BR1999PLC008904. For details of change in registered office of our Company, please refer to chapter titled "History and Corporate Structure" beginning on page no. 141 of this Red Herring Prospectus.

Registered Office: D.N. Singh Road, Bhagalpur 812 002, Bihar, India

Corporate Office: C-44 Phase II, Distt Gautam Budh Nagar Noida, Nepz Post Office, Gautam Buddha Nagar, Noida, Uttar Pradesh, India, 201305;

Website: www.satipolyplast.in; | E-Mail: satipolyplast1@gmail.com; | Telephone No: +91 98181 04164;

Company Secretary and Compliance Officer: Ms. Akanksha Jain

The Issue is being made in accordance with Chapter IX of the SEBI ICDR Regulations (IPO of Small and Medium Enterprises) and the equity shares are proposed to be listed on Emerge Platform of NSE

PROMOTERS OF OUR COMPANY: MR. BALMUKUND JHUNJHUNWALA, MRS. ANITA JHUNJHUNWALA, MR. ADITYA JHUNJHUNWALA, MR. KESHAV JHUNJHUNWALA AND M/S BALMUKUND JHUNJHUNWALA HUF

Our Company is an ISO Certified Company engaged in the manufacturing of flexible packaging material which is multi-functional and caters to the packaging requirements of various industries. We provide end-to-end solution for various flexible packaging needs. Till year 2015, our company was engaged in the business of trading of flexible packaging material.

THE ISSUE

INITIAL PUBLIC ISSUE OF 1335000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH OF SATI POLY PLAST LIMITED ("SPPL" OR THE "COMPANY" OR THE "ISSUER") FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE (THE "ISSUE PRICE") AGGREGATING TO ₹ [●] LAKHS (THE "ISSUE"), OF WHICH 70000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH FOR CASH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS WILL BE RESERVED FOR SUBSCRIPTION BY MARKET MAKER TO THE ISSUE (THE "MARKET MAKER RESERVATION PORTION"). THE ISSUE LESS THE MARKET MAKER RESERVATION PORTION I.E. NET ISSUE OF 1265000 EQUITY SHARES OF FACE VALUE OF ₹ 10/- EACH AT A PRICE OF ₹ [●]/- PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹ [●]/- PER EQUITY SHARE AGGREGATING TO ₹ [●] LAKHS IS HEREBY REFERRED TO AS THE "NET ISSUE". THE ISSUE AND THE NET ISSUE WILL CONSTITUTE 26.99% AND 25.57% RESPECTIVELY, OF THE POST ISSUE PAID UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10/- EACH.

Price Band: ₹ 123/- to ₹ 130/- per Equity Share of Face Value ₹ 10/- each.

The Floor Price is 12.30 times of the Face Value and the Cap Price is 13.00 times of the Face Value.

Bids can be made for a minimum of 1000 Equity Shares and in multiples of 1000 Equity Shares thereafter

CORRIGENDUM TO PRICE BAND ADVERTISEMENT DATED JULY 06, 2024, PUBLISHED ON JULY 08, 2024

NOTICE TO THE INVESTORS ("THE CORRIGENDUM")

This corrigendum cum Addendum is with reference to the Price Band Advertisement dated July 06, 2024, published on July 08, 2024 in All Editions of English Daily Newspaper, Financial Express, All Edition of Hindi National Daily Newspaper, Jansatta, and Patna (Bihar) Edition of Regional Daily Newspaper, Aaj Patna (Hindi Being Regional Language of Bihar Where our Registered Office is located).

In this regard, please note the following:

Price to Earnings (P/E) ratio in relation to Issue Price of ₹ [●] :-

$$\text{Price to Earnings Ratio (P/E)} = \frac{\text{Issue Price}}{\text{Restated Earnings Per Share}}$$

Particulars	Basic and Diluted EPS (in ₹)	P/E at the Floor Price (No. of times)	P/E at the Cap Price (No. of times)
a. Based on EPS of Financial Year ended March 31, 2024	9.70	12.68	13.40
b. Based on Weighted Average EPS	4.93	24.95	26.37
c. Based on Simple Average EPS	6.75	18.22	19.26

Industry PE:

Particulars	Industry Peer P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	11.81	Uma Converter Limited	10.00
Lowest	7.50	Sabar Flex India Limited	10.00
Average	9.66	-	-

Net Asset Value per Equity Share:

$$\text{Restated Net Asset Value per equity share (₹)} = \frac{\text{Restated Net Worth as at the end of the year}}{\text{Number of Equity Shares outstanding}}$$

Particular	Amount (in ₹)
Financial Year ended March 31, 2024	36.29
Financial Year ended March 31, 2023	12.46
Financial Year ended March 31, 2022	2.78
After the Issue	-
-At Floor Price	58.06
-At Cap Price	59.95
-At Issue Price*	[●]

*To be determined after the book-building process

Notes:

- Number of shares are adjusted by following:
 - Our Board of Directors in its meeting held on August 19, 2023 approved the split of each equity shares of ₹ 100/- each into 10 (Ten) Equity Shares of ₹ 10/- each which were subsequently duly approved by our Shareholders in their extra ordinary general meeting held on August 21, 2023.
- Issue Price per equity share will be determined by our Company, in consultation with the Book Running Book Running Lead Manager.

Comparison of Accounting Ratios with Peer Group Companies:

Name of the company	Standalone / Consolidated	Face Value (₹)	Current Market Price (₹)	EPS (₹) Diluted	P/E Ratio	RoNW (%)	NAV per Equity Share (₹)	Revenue from operations (₹ in Lakhs)
Sati Poly Plast Limited	Standalone	10.00	130.00*	9.70	13.40	26.71%	36.29	17,935.48
Peer Group*								
Sabar Flex India Limited	Standalone	10.00	19.80	2.64	7.50	13.36%	18.99	12,616.80
Uma Converter Limited	Standalone	10.00	24.40	2.07	11.81	5.78%	35.74	18,102.22

*Assuming Issue price as Upper price band

Source: All the financial information for listed industry peer mentioned above is on a standalone basis sourced from the Annual Reports/Information of the peer company uploaded on the NSE and BSE website for the year ended March 31, 2024.

Notes:

- P/E Ratio has been computed based on the closing market price of equity shares on the NSE on March 31, 2024 divided by the Diluted EPS.
- RoNW is computed as net profit after tax divided by the closing net worth. Net worth has been computed as sum of share capital and reserves and surplus.

CORRIGENDUM TO RED HERRING PROSPECTUS DATED JULY 06, 2024

NOTICE TO THE INVESTORS ("THE CORRIGENDUM")

This corrigendum cum Addendum is with reference to the Red Herring Prospectus dated July 06, 2024. In this regard, please note the following:

- Outstanding litigation under the chapter titled "Summary of Red Herring Prospectus" on page 19 of Red Herring Prospectus shall be read as under:

OUTSTANDING LITIGATIONS

There are no pending litigations by the Company or against the Company, by the Directors or against the Directors, or by the Promoters or against the Promoters or by the Group Company or against the Group Company except mentioned below:

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoter	Material Civil Litigations	Aggregate amount involved (₹ in Lakhs)
Company						
By the Company	NA	NA	NA	NA	NA	NA
Against the Company	NA	12*	NA	NA	1*	1,343.32
Promoters						
By Promoters	NA	NA	NA	NA	NA	NA
Against Promoters	NA	12*	NA	NA	NA	14.28
Directors other than Promoters						
By our Directors	NA	NA	NA	NA	NA	NA
Against the Directors	NA	NA	NA	NA	NA	NA
Promoter Group Entity						
By our Promoter Group Entity	NA	NA	NA	NA	NA	NA
Against our Promoter Group Entity	NA	NA	NA	NA	NA	NA

*Contains certain cases amount of which is not ascertainable.

For further details of certain material legal proceedings involving our Company, our Promoters, our directors, see "Outstanding Litigations and Material Developments" beginning on page 188 of this Red Herring Prospectus.

- Directorship held of Mr. Balmukund Jhunjunwala appearing in the chapter titled "Promoter and Promoter Group" on page 161 of Red Herring Prospectus shall be read as under:

Directorship held	Company
	ABRJ Foods Private Limited
	Pashupatinath Manufacturing Private Limited
	Osho Tradeflex Private Limited

- Eligibility of the Issuer appearing under chapter titled "Other Regulatory and Statutory Disclosures" on page 199 of Red Herring Prospectus shall be read as under:

ELIGIBILITY FOR THE ISSUE

- The post issue paid up capital of the company (face value) shall not be more than ₹ 10.00 Crore.

The present paid-up capital of our Company is ₹ 361.20 Lakh and we are proposing issue of 1335000 Equity Shares of ₹ 10/- each at Issue price of ₹ [●] per Equity Share including share premium of ₹ [●] per Equity Share, aggregating to ₹ [●] Lakh. Hence, our Post Issue Paid up Capital will be ₹ 494.70 Lakhs which is not more than ₹ 1000.00 Lakhs.

BOOK RUNNING LEAD MANAGER TO THE ISSUE



BEELINE CAPITAL ADVISORS
PRIVATE LIMITED

SEBI Registration Number: INM000012917
Address: B-1311-1314, Thirteenth Floor, Ship Corporate Park, Rajpath Ring Road, Thaltej, Ahmedabad, Gujarat - 380054, India. | Tel. No. : 079 4918 5784
Email Id: mb@beelinemb.com | Website: www.beelinemb.com
Investors Grievance Id: ig@beelinemb.com
Contact Person: Mr. Nikhil Shah
CIN: U67190GJ2020PTC114322

On behalf of Board of Directors
For, SATI POLY PLAST LIMITED
sd/-
Balmukund Jhunjunwala
Chairman and Managing Director

Place: Noida
Date: July 09, 2024

Disclaimer: Sati Poly Plast Limited is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public issue of its Equity Shares and has filed the RHP with the Registrar of Companies, Patna on July 06, 2024 and thereafter with SEBI and the Stock Exchanges. The RHP is available on the websites of SEBI at www.sebi.gov.in, website of the Company at www.satipolyplast.in, the website of the BRLM to the Issue at www.beelinemb.com, the website of NSE i.e. www.nseindia.com, respectively. Any potential investors should note that investment in equity shares involves a high degree of risk and for details

REGISTRAR TO THE ISSUE



LINK INTIME INDIA
PRIVATE LIMITED

SEBI Registration Number: INF000004058
Address: C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai, Maharashtra, India - 400 083 | Tel. Number: +91 810 811 4949
Email Id: satipoly ipo@linkintime.co.in
Investors Grievance Id: satipoly ipo@linkintime.co.in
Website: www.linkintime.co.in
Contact Person: Ms. Shanti Gopalkrishnan
CIN: U67190MH1999PTC118368

relating to the same, please refer to the RHP including the section titled "Risk Factors" beginning on page 28 of the Red Herring Prospectus.

It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE."

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "Securities Act") or any state securities laws in the United States, and unless so registered, and may not be issued or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Equity Shares are being Offered and sold outside the United States in "offshore transactions" in reliance on Regulation S under the Securities Act and the applicable laws of each jurisdiction where such Offers and sales are made. There will be no public offering in the United States.