

**ADD**TP: Rs 130 | ▲ 9%

### **ALLCARGO LOGISTICS**

Logistics

18 September 2020

## Multiple one-offs, Gati consolidation boosts performance

Amid a tumultuous demand climate, Allcargo Logistics (AGLL) reported strong 14% YoY revenue growth in Q1FY21 led by consolidation of the newly acquired Gati (5.4% ex-Gati) and healthy topline growth in the MTO (+9%) and CFS (+8%) segments. Despite Gati's losses, EBIT fell by only 32% YoY (+21% ex-Gati), aided by one-offs. AGLL has received board approval for voluntary delisting and expects to complete the shareholder approval process by Oct'20. We raise FY21/FY22 EPS by 12%/13% and roll over to a Sep'21 TP of Rs 130 (vs. Rs 100). ADD.

Sayan Das Sharma research@bobcaps.in

One-offs boost performance: Though MTO volumes fell 12% YoY, revenue rose 9% as higher global shipping rates amidst an acute supply crunch lifted realisation by 24%. Similarly, CFS realisation (+84% YoY) surged, stemming from higher ground rent as container dwell time increased due to evacuation challenges – this negated the impact of lower volumes (-42% YoY) on revenue (+8% YoY) and drove higher CFS EBIT (+39% YoY). MTO EBIT (+30% YoY) was aided by a ~Rs 130mn government grant. Freight rates and container dwell times are likely to normalise through Q2 as supply challenges are resolved.

**Consolidation of Gati:** Conclusion of the open offer in April endowed AGLL with a majority stake (46.9%) and management control of Gati, enabling it to consolidate the entity from Q1FY21. Gati posted a 64% YoY decline in revenue and an EBIT loss of Rs 458mn given lockdown woes. Per management, demand is on the mend and utilisation has picked up to ~75% in July-August.

**Retain ADD:** We raise our FY21/FY22 EPS estimates by 12%/13%, factoring in a robust Q1 performance, and roll to a Sep'21 TP of Rs 130 (vs. Rs 100) set at an unchanged 9x P/E multiple for the core business. We have not included Gati in our projections as the consolidated balance sheet is not yet available. We continue to value the Gati investment at market value. Retain ADD.

#### **KEY FINANCIALS**

Y/E 31 Mar	FY19A	FY20A	FY21E	FY22E	FY23E
Total revenue (Rs mn)	68,949	73,462	74,362	84,667	97,330
EBITDA (Rs mn)	4,485	5,035	5,283	6,636	7,805
Adj. net profit (Rs mn)	2,478	2,010	1,924	2,691	3,479
Adj. EPS (Rs)	10.1	7.3	7.8	11.0	14.2
Adj. EPS growth (%)	42.5	(27.5)	7.1	39.8	29.3
Adj. ROAE (%)	12.5	8.7	8.7	11.5	13.8
Adj. P/E (x)	11.8	16.3	15.3	10.9	8.4
EV/EBITDA (x)	7.0	6.3	7.2	6.4	5.4

Source: Company, BOBCAPS Research

Ticker/Price	AGLL IN/Rs 120
Market cap	US\$ 399.9mn
Shares o/s	246mn
3M ADV	US\$ 0.7mn
52wk high/low	Rs 140/Rs 49
Promoter/FPI/DII	70%/13%/4%

Source: NSE

#### STOCK PERFORMANCE



Source: NSE





FIG 1 - CONSOLIDATED QUARTERLY PERFORMANCE

Y/E Mar (Rs mn)	Q1FY21	Q1FY20	Y <sub>0</sub> Y (%)	Q4FY20	Q <sub>0</sub> Q (%)
Total revenues	20,776	18,153	14.4	18,710	11.0
Operating expenses	15,338	13,174	16.4	13,741	11.6
% of sales	73.8	72.6	125bps	73.4	38bps
Employee expenses	2,946	2,735	7.7	2,789	5.6
% of sales	14.2	15.1	(89bps)	14.9	(73bps)
Other expenses	1,182	838	41.0	1,117	5.8
% of sales	5.7	4.6	107bps	6.0	(28bps)
Total expenditure	19,465	16,747	16.2	17,646	10.3
EBITDA	1,311	1,406	(6.8)	1,063	23.3
EBITDA margin (%)	6.3	7.7	(144bps)	5.7	63bps
Depreciation	727	547	33.1	602	20.9
EBIT	583	859	(32.1)	462	26.4
Interest expenses	385	117	228.5	293	31.3
Other income	161	63	154.9	177	(9.2)
PBT	359	805	(55.4)	345	4.0
PBT margin (%)	1.7	4.4	(271bps)	1.8	(12bps)
Extraordinary income/(expense)	(35)	-	NM	273	(112.8)
Income tax	32	175	(82.0)	112	(71.8)
Effective tax rate (%)	8.8	21.8	(1,300bps)	32.4	(2,363bps)
Reported PAT – pre-share of profit from associates and JVs	293	630	(53.5)	507	(42.3)
Profit/(loss) from associates and JVs	6	15	(62.7)	34	(83.4)
Reported PAT – after share of profit from associates and JVs	298	645	(53.8)	541	(44.8)
Adjustment	35	-	NM	(273)	NM
Adjusted PAT	333	645	(48.3)	267	24.7
Adjusted PAT margin (%)	1.6	3.6	(195bps)	1.4	18bps
Adjusted EPS	1.4	2.6	(48.3)	1.1	24.7

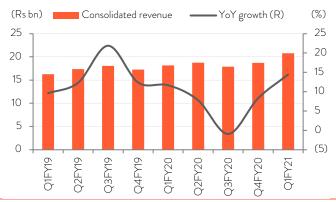
Source: Company, BOBCAPS Research

## FIG 2 - SEGMENT-WISE PERFORMANCE

Y/E Mar (Rs mn)	Q1FY21	Q1FY20	Y <sub>0</sub> Y (%)	Q4FY20	Q <sub>0</sub> Q (%)
Multi-modal transport operations (MTO) segment					
Volumes (teu)	1,61,991	1,84,342	(12.1)	1,82,528	(11.3)
Realisation (Rs/teu)	1,07,237	86,746	23.6	92,746	15.6
Revenue	17,371	15,991	8.6	16,929	2.6
EBIT	788	605	30.2	634	24.3
EBIT margin (%)	4.5	3.8	75bps	3.7	79bps
EBIT/teu (Rs)	4,862	3,281	48.2	3,472	40.0
Container freight station (CFS) segment					
Volumes (teu)	49,581	85,004	(41.7)	73,377	(32.4)
Realisation (Rs/teu)	25,718	13,955	84.3	13,621	88.8
Revenue	1,275	1,186	7.5	1,000	27.6
EBIT	510	366	39.4	229	122.7
EBIT margin (%)	40.0	30.8	915bps	22.9	1,707bps
EBIT/teu (Rs)	10,280	4,301	139.0	3,120	229.5
Project and Engineering (P&E) segment					
Revenue	639	1,171	(45.5)	883	(27.6)
EBIT	(139)	84	(265.3)	(102)	NM
EBIT margin (%)	(21.7)	7.2	(2,888bps)	(11.6)	(1,012bps)
Express distribution (Gati)					
Revenue	1,643	-	-	-	-
EBIT	(458)	-	-	-	-
EBIT margin (%)	(27.9)	-	-	-	-
Logistics park					
Revenue	88	18	385.1	109	(19.3)
EBIT	28	(38)	(172.8)	12	NM
EBIT margin (%)	31.3	(208.8)	24,016bps	11.2	2,011bps
C POPCADC D			·		'

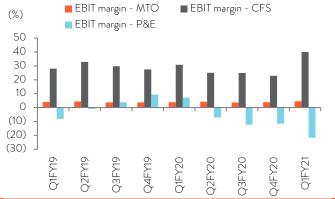


FIG 3 – CONSOLIDATED REVENUE GREW 14.4% YOY IN Q1FY21



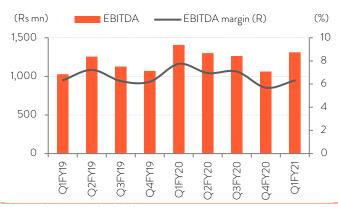
Source: Company, BOBCAPS Research

# FIG 5 – MTO, CFS EBIT MARGINS SURGED; P&E POSTED EBIT LOSSES DUE TO LOW UTILISATION



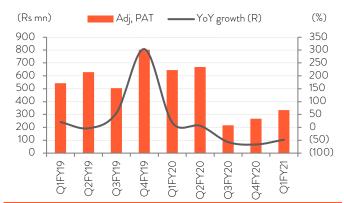
Source: Company, BOBCAPS Research

# FIG 4 – EBITDA FELL 7% YOY, EBITDA MARGIN CONTRACTED 144BPS



Source: Company, BOBCAPS Research

# FIG 6 – ADJ. PAT FELL 48% YOY AS DEPRECIATION, INTEREST ROSE ON GATI CONSOLIDATION





# Valuation methodology

Factoring in the above-expected Q1FY21 performance and likelihood of higher global shipping freight rates and ground rates for most of Q2, we raise our FY21/FY22 EPS estimates by 12%/13%. On rolling valuations forward to Sep'22, we move to a revised target price of Rs 130 (vs. Rs 100). Maintain ADD.

We continue to value AGLL's core business using a 9x multiple on TTM Sep'22E EPS. We raise our P/E multiple to value the stake in associate company ACCI to 15x from 11x as we move to Ind-AS 116 based projections – this lowers accounting profit, but economic value of the business remains unchanged, necessitating a multiple revision. Though AGLL has reported consolidated P&L for Q1FY21 including Gati's financials, we have not factored Gati into our projections as the consolidated balance sheet is yet to be made available. We continue to value AGLL's stake in Gati on the current market value.

On 24 Aug 2020, AGLL's promoters expressed their intention to voluntarily delist the company. Subsequently, the company received in-principle approval of the board and set the floor price for the reverse book building process at Rs 92.6/sh. It has currently started acquiring approval from shareholders through postal ballots, a process which should be concluded by end-October, as per the company.

FIG 7 - REVISED ESTIMATES

		FY21E			FY22E		FY23E
(Rs mn)	Old	New	Change (%)	Old	New	Change (%)	New
Revenues	71,576	74,362	3.9	82,041	84,667	3.2	97,330
EBITDA	4,780	5,283	10.5	6,050	6,636	9.7	7,805
EBITDA margin (%)	6.7	7.1	43bps	7.4	7.8	46bps	8.0
PAT	1,721	1,924	11.8	2,380	2,691	13.1	3,479
PAT margin (%)	2.4	2.6	8bps	2.9	3.2	10bps	3.6

Source: Company, BOBCAPS Research

#### FIG 8 - VALUATION SNAPSHOT

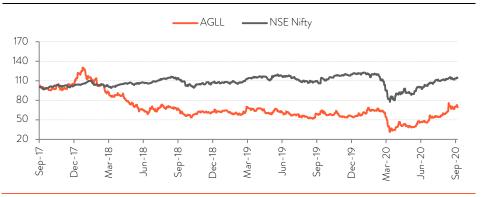
Particulars	Value
AGLL – core business	
TTM H1FY23E EPS (Rs) - before share of profit from associates	12.3
P/E multiple applied (x)	9
Value of core business (Rs per share) [A]	111
Value of stake in ACCI	
ACCI's TTM H1FY23E PAT (Rs mn) (IND-AS 116 adjusted)	133
P/E multiple applied (x)	15
Total equity value (Rs mn)	1,995
AGLL's stake in ACCI (%)	61%
Value of AGLL's stake (Rs per share) [B]	5



Va
ti
isation (Rs mn) 6,1
4
ke (Rs mn) 2,8
ke (Rs per share) [C]
LL (Rs per share) [A+B+C]*
LL (Rs per share) [A+B+C]*

Source: BOBCAPS Research  $\mid$  \*TP is rounded off

# FIG 9 - RELATIVE STOCK PERFORMANCE



Source: NSE

# Key risks

Key downside risks to our estimates are:

- a prolonged downturn in global trade,
- sustained slowdown in container traffic at addressable ports, and
- capex slowdown in key sectors for the P&E segment (coal, crude oil, natural gas, refinery products, fertilisers, steel, cement and power).



## **FINANCIALS**

## Income Statement

Y/E 31 Mar (Rs mn)	FY19A	FY20A	FY21E	FY22E	FY23E
Total revenue	68,949	73,462	74,362	84,667	97,330
EBITDA	4,485	5,035	5,283	6,636	7,805
Depreciation	1,559	2,316	2,573	2,852	3,317
EBIT	2,926	2,719	2,709	3,783	4,488
Net interest income/(expenses)	(295)	(685)	(962)	(947)	(857)
Other income/(expenses)	338	413	630	576	737
Exceptional items	0	0	0	0	0
EBT	2,969	2,447	2,377	3,412	4,368
Income taxes	(542)	(711)	(313)	(759)	(961)
Extraordinary items	0	547	(35)	0	0
Min. int./Inc. from associates	52	61	(140)	38	72
Reported net profit	2,478	2,343	1,889	2,691	3,479
Adjustments	0	(333)	35	0	0
Adjusted net profit	2,478	2,010	1,924	2,691	3,479

## **Balance Sheet**

Y/E 31 Mar (Rs mn)	FY19A	FY20A	FY21E	FY22E	FY23E
Accounts payables	7,916	9,181	9,195	10,895	12,522
Other current liabilities	4,110	5,290	5,354	6,096	7,008
Provisions	604	456	462	526	605
Debt funds	6,319	16,360	16,110	15,610	14,610
Other liabilities	0	0	0	0	0
Equity capital	491	491	491	491	491
Reserves & surplus	19,703	21,232	22,320	23,914	25,996
Shareholders' fund	20,195	21,723	22,812	24,405	26,488
Total liabilities and equities	39,144	53,009	53,933	57,533	61,233
Cash and cash eq.	2,658	3,150	2,878	2,949	1,948
Accounts receivables	9,422	11,501	11,642	12,758	14,666
Inventories	89	78	79	89	103
Other current assets	4,562	8,145	8,252	8,776	10,088
Investments	2,586	5,353	5,353	5,353	5,353
Net fixed assets	11,368	14,125	17,741	19,389	20,572
CWIP	1,645	2,690	0	0	0
Intangible assets	4,161	5,232	5,232	5,232	5,232
Deferred tax assets, net	1,082	1,092	1,092	1,092	1,092
Other assets	1,571	1,644	1,664	1,895	2,179
Total assets	39,144	53,009	53,933	57,533	61,233



## Cash Flows

Y/E 31 Mar (Rs mn)	FY19A	FY20A	FY21E	FY22E	FY23E
Net income + Depreciation	4,038	4,112	4,498	5,543	6,796
Interest expenses	295	685	962	947	857
Non-cash adjustments	(152)	(10)	0	0	0
Changes in working capital	(727)	(3,428)	(185)	625	(900)
Other operating cash flows	0	0	0	0	0
Cash flow from operations	3,454	1,359	5,275	7,115	6,753
Capital expenditures	(3,486)	(7,188)	(3,500)	(4,500)	(4,500)
Change in investments	12	(2,767)	0	0	0
Other investing cash flows	0	0	0	0	0
Cash flow from investing	(3,474)	(9,955)	(3,500)	(4,500)	(4,500)
Equities issued/Others	0	0	0	0	0
Debt raised/repaid	1,519	10,040	(249)	(500)	(1,000)
Interest expenses	(295)	(685)	(962)	(947)	(857)
Dividends paid	(860)	(737)	(696)	(1,135)	(1,468)
Other financing cash flows	(1,222)	471	(140)	38	72
Cash flow from financing	(859)	9,089	(2,047)	(2,544)	(3,253)
Changes in cash and cash eq.	(879)	494	(272)	71	(1,000)
Closing cash and cash eq.	2,658	3,150	2,878	2,949	1,948

## Per Share

Y/E 31 Mar (Rs)	FY19A	FY20A	FY21E	FY22E	FY23E
Reported EPS	10.1	9.5	7.7	11.0	14.2
Adjusted EPS	10.1	7.3	7.8	11.0	14.2
Dividend per share	3.5	3.0	2.3	3.8	5.0
Book value per share	81.4	87.3	92.3	98.7	106.8

## Valuations Ratios

Y/E 31 Mar (x)	FY19A	FY20A	FY21E	FY22E	FY23E
EV/Sales	0.5	0.4	0.5	0.5	0.4
EV/EBITDA	7.0	6.3	7.2	6.4	5.4
Adjusted P/E	11.8	16.3	15.3	10.9	8.4
P/BV	1.5	1.4	1.3	1.2	1.1

# **DuPont Analysis**

Y/E 31 Mar (%)	FY19A	FY20A	FY21E	FY22E	FY23E
Tax burden (Net profit/PBT)	83.5	82.2	80.9	78.9	79.6
Interest burden (PBT/EBIT)	101.5	90.0	87.7	90.2	97.3
EBIT margin (EBIT/Revenue)	4.2	3.7	3.6	4.5	4.6
Asset turnover (Revenue/Avg TA)	2.7	2.3	1.9	2.1	2.4
Leverage (Avg TA/Avg Equity)	1.3	1.5	1.7	1.7	1.6
Adjusted ROAE	12.5	8.7	8.7	11.5	13.8

Source: Company, BOBCAPS Research | Note: TA = Total Assets

# **ALLCARGO LOGISTICS**



# Ratio Analysis

14.0	6.5	1.2	13.9	15.0
18.9	12.2	4.9	25.6	17.6
42.5	(27.5)	7.1	39.8	29.3
6.5	6.9	7.1	7.8	8.0
4.2	3.7	3.6	4.5	4.6
3.6	2.7	2.6	3.2	3.6
12.5	8.7	8.7	11.5	13.8
11.4	8.4	7.0	9.6	11.0
50	57	57	55	55
0	0	0	0	0
45	49	49	51	51
4.5	4.4	3.6	3.3	3.2
1.3	1.5	1.5	1.4	1.3
9.9	4.0	2.8	4.0	5.2
0.2	0.6	0.6	0.5	0.5
	18.9 42.5 6.5 4.2 3.6 12.5 11.4 50 0 45 4.5 1.3 9.9	18.9 12.2   42.5 (27.5)   6.5 6.9   4.2 3.7   3.6 2.7   12.5 8.7   11.4 8.4   50 57   0 0   45 49   4.5 4.4   1.3 1.5   9.9 4.0	18.9 12.2 4.9   42.5 (27.5) 7.1   6.5 6.9 7.1   4.2 3.7 3.6   3.6 2.7 2.6   12.5 8.7 8.7   11.4 8.4 7.0   50 57 57   0 0 0   45 49 49   4.5 4.4 3.6   1.3 1.5 1.5   9.9 4.0 2.8	18.9 12.2 4.9 25.6   42.5 (27.5) 7.1 39.8   6.5 6.9 7.1 7.8   4.2 3.7 3.6 4.5   3.6 2.7 2.6 3.2   12.5 8.7 8.7 11.5   11.4 8.4 7.0 9.6   50 57 57 55   0 0 0 0   45 49 49 51   4.5 4.4 3.6 3.3   1.3 1.5 1.5 1.4   9.9 4.0 2.8 4.0



## Disclaimer

#### Recommendations and Absolute returns (%) over 12 months

BUY - Expected return >+15%

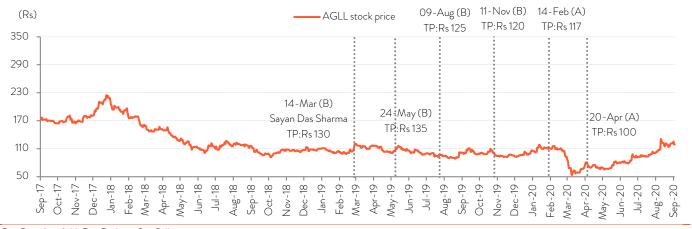
ADD - Expected return from >+5% to +15%

**REDUCE** - Expected return from -5% to +5%

SELL - Expected return <-5%

Note: Recommendation structure changed with effect from 1 January 2018 (Hold rating discontinued and replaced by Add / Reduce)

#### RATINGS AND TARGET PRICE (3-YEAR HISTORY): ALLCARGO LOGISTICS (AGLL IN)



B - Buy, A - Add, R - Reduce, S - Sell

#### Rating distribution

As of 31 August 2020, out of 100 rated stocks in the BOB Capital Markets Limited (BOBCAPS) coverage universe, 48 have BUY ratings, 21 have ADD ratings, 11 are rated REDUCE and 20 are rated SELL. None of these companies have been investment banking clients in the last 12 months.

#### **Analyst certification**

The research analyst(s) authoring this report hereby certifies that (1) all of the views expressed in this research report accurately reflect his/her personal views about the subject company or companies and its or their securities, and (2) no part of his/her compensation was, is, or will be, directly or indirectly, related to the specific recommendation(s) or view(s) in this report. Analysts are not registered as research analysts by FINRA and are not associated persons of BOBCAPS.

#### General disclaimers

BOBCAPS is engaged in the business of Institutional Stock Broking and Investment Banking. BOBCAPS is a member of the National Stock Exchange of India Limited and BSE Limited and is also a SEBI-registered Category I Merchant Banker. BOBCAPS is a wholly owned subsidiary of Bank of Baroda which has its various subsidiaries engaged in the businesses of stock broking, lending, asset management, life insurance, health insurance and wealth management, among others.

BOBCAPS's activities have neither been suspended nor has it defaulted with any stock exchange authority with whom it has been registered in the last five years. BOBCAPS has not been debarred from doing business by any stock exchange or SEBI or any other authority. No disciplinary action has been taken by any regulatory authority against BOBCAPS affecting its equity research analysis activities.

BOBCAPS has obtained registration as a Research Entity under SEBI (Research Analysts) Regulations, 2014, having registration No.: INH000000040 valid till 03 February 2020. BOBCAPS is also a SEBI-registered intermediary for the broking business having SEBI Single Registration Certificate No.: INZ000159332 dated 20 November 2017.

BOBCAPS prohibits its analysts, persons reporting to analysts, and members of their households from maintaining a financial interest in the securities or derivatives of any companies that the analysts cover. Additionally, BOBCAPS prohibits its analysts and persons reporting to analysts from serving as an officer, director, or advisory board member of any companies that the analysts cover.

Our salespeople, traders, and other professionals may provide oral or written market commentary or trading strategies to our clients that reflect opinions contrary to the opinions expressed herein, and our proprietary trading and investing businesses may make investment decisions that are inconsistent with the recommendations

#### **ALLCARGO LOGISTICS**



expressed herein. In reviewing these materials, you should be aware that any or all of the foregoing, among other things, may give rise to real or potential conflicts of interest. Additionally, other important information regarding our relationships with the company or companies that are the subject of this material is provided herein.

This material should not be construed as an offer to sell or the solicitation of an offer to buy any security in any jurisdiction where such an offer or solicitation would be illegal. We are not soliciting any action based on this material. It is for the general information of BOBCAPS's clients. It does not constitute a personal recommendation or take into account the particular investment objectives, financial situations, or needs of individual clients. Before acting on any advice or recommendation in this material, clients should consider whether it is suitable for their particular circumstances and, if necessary, seek professional advice.

The price and value of the investments referred to in this material and the income from them may go down as well as up, and investors may realize losses on any investments. Past performance is not a guide for future performance, future returns are not guaranteed and a loss of original capital may occur. BOBCAPS does not provide tax advice to its clients, and all investors are strongly advised to consult with their tax advisers regarding any potential investment in certain transactions — including those involving futures, options, and other derivatives as well as non-investment-grade securities —that give rise to substantial risk and are not suitable for all investors. The material is based on information that we consider reliable, but we do not represent that it is accurate or complete, and it should not be relied on as such. Opinions expressed are our current opinions as of the date appearing on this material only. We endeavour to update on a reasonable basis the information discussed in this material, but regulatory, compliance, or other reasons may prevent us from doing so.

We and our affiliates, officers, directors, and employees, including persons involved in the preparation or issuance of this material, may from time to time have "long" or "short" positions in, act as principal in, and buy or sell the securities or derivatives thereof of companies mentioned herein and may from time to time add to or dispose of any such securities (or investment). We and our affiliates may act as market makers or assume 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 advisory services for or relating to these companies and may also be represented in the supervisory board or any other committee of these companies.

For the purpose of calculating whether BOBCAPS and its affiliates hold, beneficially own, or control, including the right to vote for directors, one per cent or more of the equity shares of the subject company, the holdings of the issuer of the research report is also included.

BOBCAPS and its non-US affiliates may, to the extent permissible under applicable laws, have acted on or used this research to the extent that it relates to non-US issuers, prior to or immediately following its publication. Foreign currency denominated securities are subject to fluctuations in exchange rates that could have an adverse effect on the value or price of or income derived from the investment. In addition, investors in securities such as ADRs, the value of which are influenced by foreign currencies, effectively assume currency risk. In addition, options involve risks and are not suitable for all investors. Please ensure that you have read and understood the Risk disclosure document before entering into any derivative transactions.

In the US, this material is only for Qualified Institutional Buyers as defined under rule 144(a) of the Securities Act, 1933. No part of this document may be distributed in Canada or used by private customers in the United Kingdom.

No part of this material may be (1) copied, photocopied, or duplicated in any form by any means or (2) redistributed without BOBCAPS's prior written consent.

#### Company-specific disclosures under SEBI (Research Analysts) Regulations, 2014

The research analyst(s) or his/her relatives do not have any material conflict of interest at the time of publication of this research report.

BOBCAPS or its research analyst(s) or his/her relatives do not have any financial interest in the subject company. BOBCAPS or its research analyst(s) or his/her relatives do not have actual/beneficial ownership of one per cent or more securities in the subject company at the end of the month immediately preceding the date of publication of this report.

The research analyst(s) has not received any compensation from the subject company in the past 12 months. Compensation of the research analyst(s) is not based on any specific merchant banking, investment banking or brokerage service transactions.

BOBCAPS or its research analyst(s) is not engaged in any market making activities for the subject company.

The research analyst(s) has not served as an officer, director or employee of the subject company.

BOBCAPS or its associates may have material conflict of interest at the time of publication of this research report.

BOBCAPS's associates may have financial interest in the subject company. BOBCAPS's associates may hold actual / beneficial ownership of one per cent or more securities in the subject company at the end of the month immediately preceding the date of publication of this report.

BOBCAPS or its associates may have managed or co-managed a public offering of securities for the subject company or may have been mandated by the subject company for any other assignment in the past 12 months.

BOBCAPS may have received compensation from the subject company in the past 12 months. BOBCAPS may from time to time solicit or perform investment banking services for the subject company. BOBCAPS or its associates may have received compensation from the subject company in the past 12 months for services in respect of managing or co-managing public offerings, corporate finance, investment banking or merchant banking, brokerage services or other advisory services in a merger or specific transaction. BOBCAPS or its associates may have received compensation for products or services other than investment banking or merchant banking or brokerage services from the subject company in the past 12 months.