

Product Disclosure Statement for Non deliverable Forward Contracts

Purpose

The primary intent of this product disclosure statement (the “**Product Disclosure Statement**”) is to document the key features and risks of this specific over-the-counter (“**OTC**”) derivative (“**OTC Derivative**”) product offered by Goldman Sachs (India) Capital Markets Private Limited (“**Market Maker**”) to assist you, as a user, to understand the features of this OTC Derivative and to assess if this OTC Derivative meets your requirements, and to assist you in comparing this OTC Derivative with various other available derivative products.

You, as user, are advised to read and understand this Product Disclosure Statement and all other disclosure documents in relation to this OTC Derivative in full before taking a decision to undertake transactions in this OTC Derivative (each, a “**Transaction**”).

Description

A Non-Deliverable Forward (NDF) is a customised Over-the-Counter (OTC) foreign exchange derivative contract in which two parties agree to buy or sell a notional amount of one currency against another at a pre-agreed exchange rate for settlement on a future date, without physical delivery of the underlying currencies.

Features

An NDF is cash-settled at maturity, with settlement based on the net difference between the contracted forward rate and the prevailing reference exchange rate. The contract is customisable to meet hedging requirements and is commonly used to hedge foreign exchange risk arising from underlying exposures.

The key parameters that affect the valuation of this contract are -

- a) Onshore Outright Forward Rate for the Relevant Maturity.
The onshore forward rate is determined by the following factors:
 - i. Prevailing spot exchange rate
 - ii. Interest rate differential between the two currencies
 - iii. Time to maturity of the contract
 - iv. Currency basis, driven by demand and supply for forward dollars
- b) Basis, which can be at a premium or discount to the onshore rate and is a function of demand/supply

Benefits

A Non-Deliverable Forward (NDF) enables the counterparty to hedge underlying or anticipated foreign currency exposures (payables or receivables) against adverse movements in exchange rates without physical delivery of the foreign currency. The transaction is cash-settled at maturity in the agreed settlement currency, based on the difference between the contracted NDF rate and the prevailing reference rate, in accordance with the terms of the contract.

Risks

There are significant risks associated with the Transaction above including, but not limited to, interest rate risk, price risk, liquidity risk, and credit risk. Counterparties should consult their own financial, legal, accounting, and tax advisors about the risk associated with this Transaction, and utilize the appropriate tools to analyze the Transaction and the suitability of the Transaction depending on their particular circumstances.

- a) **Liquidity Risk:** There is no public market for the Transaction and, therefore, it may be difficult or impossible to liquidate an existing position on favorable terms.
- b) **Counterparty Credit Risk:** Because Goldman Sachs may be obligated to make substantial payments to you as a condition of the Transaction, you must evaluate the credit risk of doing business with Goldman Sachs or its affiliates.
- c) **Market risk:** the risk of loss due to adverse changes in the market value (the price) of an instrument or portfolio of instruments or Product or the Transaction, as applicable. Such exposure occurs with respect to derivative instruments when changes occur in market factors such as underlying interest rates, exchange rates, equity prices, and commodity prices or in the volatility of these factors.
- d) **Operational risk:** the risk of loss occurring as a result of inadequate systems and control, deficiencies in information systems, human error, or management failure. Derivatives activities can pose challenging operational risk issue because of the complexity of certain products and transactions (including the Transaction) and their continual evolution.
- e) **Legal risk:** the risk of loss arising from contracts which are not legally enforceable (e.g. if a party does not have the power or authority to enter into a particular type of derivatives transaction) or documented correctly.
- f) **Regulatory risk:** the risk of loss arising from failure to comply with regulatory or legal requirements.

Cost & Fees

Transactions are concluded at an all-inclusive price based on prevailing market conditions, incorporating the applicable spot/forward rate, bid-offer spread, interest rate differential, and other relevant cost components. Pricing may include adjustments for factors such as liquidity, tenor, credit risk, capital costs, and transaction handling. Statutory levies, duties, or taxes, if any, shall be recovered separately, as applicable from time to time.

Illustration

1. Currency pair: USD/INR
2. Notional value: USD 1 million

3. Spot reference: INR 82.5

4. Contracted rate: 85

Illustration of possible scenarios

If USD/INR spot rate is below 85.00

For example if USD/INR rate is 82.50, the forward contract is out of money.

Counterparty will have to pay difference between prevailing rate and contracted rate of 85 and has a notional loss

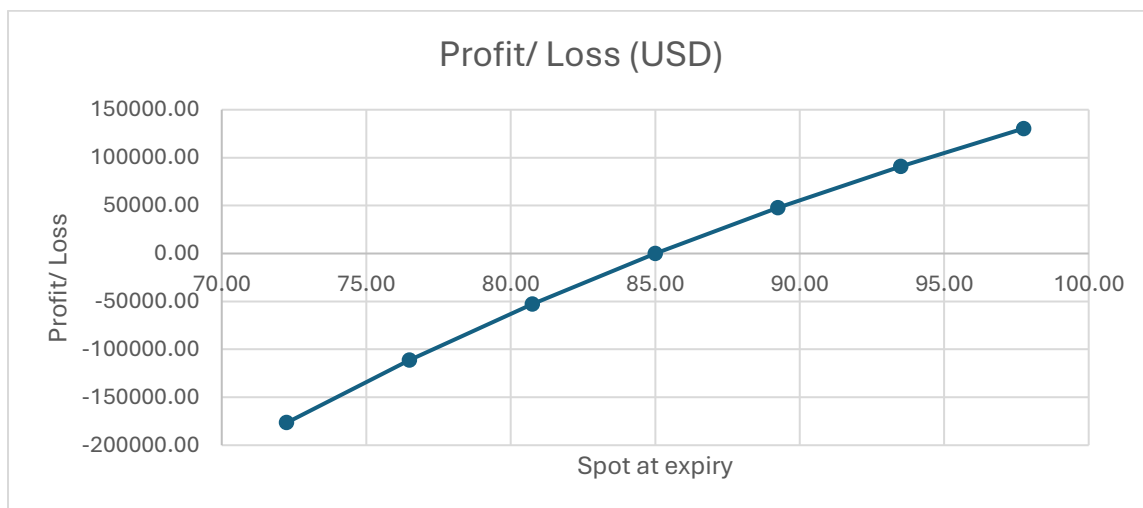
If USD/INR spot rate is at higher than 85.00

For example if USD/INR rate is 87.50, the forward contract is in the money.

Counterparty will receive difference between prevailing rate and contracted rate of 85 and has a notional gain

Pay off profile

Spot rate	Profit/ Loss (USD)	Profit/ Loss (INR)
72.25	-176470.59	-12750000.03
76.50	-111111.11	-8500000.04
80.75	-52631.58	-4250000.04
85.00	0.00	-0.04
89.25	47619.05	4249999.96
93.50	90909.09	8499999.96
97.75	130434.78	12749999.95



Terms & Conditions

- a) Terms of the Transaction: To understand clearly the terms and conditions of the Transaction you may enter into, you should carefully review the underlying master agreements, including

any related schedules, credit support documents, addenda and exhibits, as well as relevant term sheets, confirmations and applicable disclosure statements. You should not enter into the Transaction unless you understand the terms of the Transaction you are entering into as well as the nature and extent of your risk exposure. You should also be satisfied that the Transaction is appropriate for you in light of your circumstances and financial condition. You may be requested to post margin or collateral to support the Transaction at levels consistent with the internal policies of The Goldman Sachs Group, Inc. ("**Goldman Sachs**").

- b) **Transfer Restrictions:** The Transaction entered into with one or more affiliates of Goldman Sachs cannot be assigned or otherwise transferred without its prior written consent and, therefore, it may be impossible for you to transfer the Transaction to a third party.
- a) **Conflict of Interests:** Goldman Sachs may from time to time be an active participant on both sides of the market for the underlying securities, commodities, futures, options or any other derivative or instrument identical or related to those mentioned herein in the context of the Transaction (together, "**the Product**"). Goldman Sachs at any time may have long or short positions in, or buy and sell Products (on a principal basis or otherwise) identical or related to those mentioned herein. Goldman Sachs hedging and trading activities may affect the value of the Products.
- b) **Pricing and Valuation:** The price of the Transaction is individually negotiated between Goldman Sachs and each counterparty and Goldman Sachs does not represent or warrant that the prices for which it offers the Transaction are the best prices available, possibly making it difficult for you to establish what is a fair price for the Transaction. The value or quoted price of the Product or Transaction, as applicable, at any time, however, will reflect many factors and cannot be predicted. If Goldman Sachs makes a market in the offered Product or Transaction, as applicable,, the price quoted by Goldman Sachs would reflect any changes in market conditions and other relevant factors, and the quoted price (and the value of the Product or Transaction, as applicable, that Goldman Sachs will use for account statements or otherwise) could be higher or lower than the original price, and may be higher or lower than the value of the Product or Transaction, as applicable, as determined by reference to pricing models used by Goldman Sachs. If at any time a third party dealer quotes a price to purchase the Product or enter into the Transaction, as applicable, or otherwise values the Product or Transaction, as applicable, that price may be significantly different (higher or lower) than any price quoted by Goldman Sachs. Furthermore, if you unwind the Transaction, you may be charged a commission for secondary market transactions in applicable circumstances, or the price will likely reflect a dealer discount. Goldman Sachs may conduct market making activities in the Product or in connection with the Transaction, as applicable. To the extent Goldman Sachs makes a market, any price quoted for the Transaction may differ significantly from (i) their value determined by reference to Goldman Sachs pricing models and (ii) any price quoted by a third party. The market price of the Transaction may be influenced by many unpredictable factors, including economic conditions, the creditworthiness of Goldman Sachs, the value of any underliers, and certain actions taken by Goldman Sachs.
- c) **Market Making, Investing and Lending:** Goldman Sachs engages in market making, investing and lending businesses for its own account and the accounts of its affiliates in the same or similar instruments underlying the Transaction (including such trading as Goldman Sachs deems appropriate in its sole discretion to hedge its market risk in the Transaction whether

between Goldman Sachs and you or with third parties) and such trading may affect the value of the Transaction.

- d) Early Termination Payments: The provisions of the Transaction may allow for early termination and, in such cases, either you or Goldman Sachs may be required to make a potentially significant termination payment depending upon whether the Transaction is in-the-money to Goldman Sachs or you at the time of termination.
- e) Indexes: Goldman Sachs does not warrant, and takes no responsibility for, the structure, method of computation or publication of any currency exchange rates, interest rates, indexes of such rates, or credit, equity or other indexes, unless Goldman Sachs specifically advises you otherwise.
- f) Hedging of risk arising from a barrier option or similar product may impact whether or not the relevant barrier is breached and the value of the Product or Transaction, as applicable. Contact your Goldman Sachs sales representative for further information.