



भारतीय प्रतिभूति और विनिमय बोर्ड  
Securities and Exchange Board of India

CIRCULAR

SEBI/HO/CFD/SSEP/CIR/P/2022/14

February 04, 2022

To

All Recognized Stock Exchanges (except Commodity Exchanges)

All Recognized Depositories

Issuer Companies

Merchant Bankers and Brokers registered with SEBI

Registrars to an Issue

Dear Sir / Madam,

**Sub: Disclosures in the abridged prospectus and front cover page of the offer document**

**I. Disclosures in the Abridged Prospectus**

1. Section 2(1) of the Companies Act, 2013 ("**Companies Act**") defines an abridged prospectus as *a memorandum containing such salient features of a prospectus as may be specified by the Securities and Exchange Board India by making regulations in this behalf.*
2. In terms of Regulation 34(1) SEBI (Issue of Capital and Disclosure Requirements), 2018 ("**ICDR Regulations**"), abridged prospectus shall contain the disclosures as specified in Annexure I of Part E of Schedule VI of ICDR Regulations.
3. Further, Section 33(1) of the Companies Act stipulates that that every application form for the purchase of any securities of a company shall be accompanied by an abridged prospectus.
4. In order to further simplify, provide greater clarity and consistency in the disclosures across various documents and to provide additional but critical information in the abridged prospectus, the format for disclosures in the abridged prospectus has been revised and is placed at Annexure A of this Circular.



# भारतीय प्रतिभूति और विनियम बोर्ड Securities and Exchange Board of India

## II. Disclosures in the front cover page of the offer document

1. Clause 1(a) of Part A - Schedule VI of the ICDR Regulations, specifies information to be disclosed on the front outside cover page of offer document.
2. Upon review of the aforesaid disclosure requirement, it was felt that due to the multitude of information which is required to be disclosed, the look and text on the front page appears to be crowded.
3. In connection to above, it may be noted that the amendments to Part A of Schedule VI including the disclosure requirements for front outside cover page were notified in the Official Gazette on Jan 14, 2022.
4. With regard to above, a format for disclosure on front outside cover page shall be as per the format placed at Annexure B of this Circular.

## III. General Instructions

1. **Applicability of this Circular:** This Circular shall be applicable for all issues opening after the date of this Circular. While the disclosures in the abridged prospectus shall be as per Annexure A of this Circular instead of Annexure I of Part E of Schedule VI of ICDR Regulations, the disclosure on front outside cover page shall be as per Annexure B of this Circular.
2. A copy of the abridged prospectus shall be made available on the website of issuer company, lead managers, registrar to an issuers and a link for downloading abridged prospectus shall be provided in price band advertisement.
3. The Issuer Company / Merchant Bankers (MBs) shall ensure that the disclosures in the abridged prospectus are adequate, accurate and does not contain any misleading or mis-statement.
4. Furthermore, the Issuer Company/MBs shall ensure that the qualitative statements in the abridged prospectus shall be substantiated with Key Performance Indicators (KPIs) and other quantitative factors. Also, no qualitative statement shall be made which cannot be substantiated with KPIs.



# भारतीय प्रतिभूति और विनियम बोर्ड Securities and Exchange Board of India

5. Further, the issuer company/ MBs shall insert a Quick Response (QR) code on the front page of the documents such as front outside cover page, abridged prospectus, price band advertisement, etc. as deemed fit by them. The scan of QR code shall lead to downloading of prospectus, abridged prospectus and price band advertisement as applicable.
6. The recognized stock exchanges are directed to bring the provisions of this circular to the notice of the listed companies and also to disseminate the same on their website.
7. This circular is issued in exercise of powers conferred by Section 11(1) of the Securities and Exchange Board of India Act, 1992 and Regulation 299 read with Regulation 34(1) and 131(1) of ICDR Regulations to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
8. A copy of this circular is available on SEBI website at [www.sebi.gov.in](http://www.sebi.gov.in) under the categories "Legal Framework/Circulars".

Yours faithfully,

**Yogita Jadhav**  
**General Manager**  
**Corporation Finance Department**  
**+91 22 2644 9583**  
Email - [yogitag@sebi.gov.in](mailto:yogitag@sebi.gov.in)

This is an abridged prospectus containing salient features of the Red Herring Prospectus (the “RHP”). You are encouraged to read greater details available in the RHP (Link to download RHP).

**THIS ABRIDGED PROSPECTUS CONSISTS ‘XY’ PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.**

**NAME OF THE ISSUER COMPANY**

CIN: XXXXX , Date of Incorporation: XXX

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website

**NAMES OF PROMOTER(S) OF THE COMPANY**

**Details of Offer to Public**

Type of Issue (Fresh/ OFS/ Fresh & OFS)	Fresh Issue Size (by no. of shares or by amount in Rs)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size (by no. of shares or by amount in Rs)	Issue Under 6(1)/ 6(2)	Share Reservation		
					QIB	NII	RII

These equity shares are proposed to be listed on (to be specified) (designated stock exchange) and (to be specified).

OFS: Offer for Sale

**Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders)**

Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity	Name	Type	No of Shares offered/ Amount in Rs	WACA in Rs per Equity

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis

**Price Band, Minimum Bid Lot & Indicative Timelines**

Price Band*	Rs Xx To Rs Xx Per Equity Share of Face Value of Rs X Each
Minimum Bid Lot Size	XX Equity Shares
Bid/Offer Open On	
Bid/Closes Open On	
Finalisation of Basis of Allotment	
Initiation of Refunds	
Credit of Equity Shares to Demat accounts of Allottees	
Commencement of trading of Equity Shares	

\*For details of *price band* and *basis of offer price*, please refer to price band advertisement and page xx of RHP.

**Details of WACA of all shares transacted over the trailing eighteen months from the date of RHP**

Period	Weighted Average Cost of Acquisition (in Rs.)	Upper End of the Price Band is ‘X’ times the WACA	Range of acquisition price Lowest Price- Highest Price (in Rs.)
Trailing Eighteen Month from the date of RHP			

WACA: Weighted Average Cost of Acquisition shall be calculated on fully diluted basis for the trailing eighteen months from the date of RHP.

**RISKS IN RELATION TO THE FIRST OFFER**

The face value of the Equity Shares is ₹ x. The Floor Price, Cap Price and Offer Price determined by our Company and the Selling Shareholders, in consultation with the BRLM’s, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page xx should not be considered to be indicative of the market price of the Equity Shares after listing. No assurance can be given regarding frequency of trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISKS**

Investment in equity & equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Issue. For taking an investment decision, investors must rely on their own examination of the Issuer and this Issue, including the risks involved. The Equity Shares have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does, SEBI guarantee the accuracy or adequacy of the contents of the RHP. Specified attention of the investors is invited to the section titled “Risk Factors” at page XXX of the RHP and on page XX of this Abridged Prospectus.

**PROCEDURE**

You may obtain a physical copy of the Bid-cum-Application Form and the RHP from the stock exchange, syndicate members, registrar to the issue, share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, investors’ associations or Self Certified Syndicate Banks.

If you wish to know about processes and procedures applicable to this issue, you may request for a copy of the RHP and/or the General Information Document (GID) from the BRLM’s or download it from the websites of the Stock Exchanges i.e. [www.nseindia.com](http://www.nseindia.com); [www.bseindia.com](http://www.bseindia.com); and the BRLMs (websites to be specified).

**PRICE INFORMATION OF BRLM’S\***

Issue Name	Name of Merchant Banker	+/- % change in closing price, (+/- % change in closing benchmark)- 30th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark)- 90th calendar days from listing	+/- % change in closing price, (+/- % change in closing benchmark) - 180th calendar days from listing
		+1% (+5%)	-2% (-5%)	

\* Disclosures subject to recent 7 issues (initial public offerings) in current financial year and two preceding financial years managed by each Merchant Banker with common issues disclosed once.

Name of BRLM and contact details (telephone and email id) of each BRLM	
Name of Syndicate Members	

In case of issues by Small and Medium Enterprises under Chapter IX, details of the market maker to be included

Name of Registrar to the Issue and contact details (telephone and email id)	
Name of Statutory Auditor	
Name of Credit Rating Agency and the rating or grading obtained, if any	
Name of Debenture trustee, if any.	
Self-Certified Syndicate Banks	The list of banks is available on <a href="https://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Intermediaries">https://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Intermediaries</a>
Non Syndicate Registered Brokers	You can submit Bid cum Application Forms in the Issue to Non Syndicate Registered Brokers at the Non Syndicate Broker Centres. For further details, see section titled “Issue Procedure” beginning at page XX of the RHP
Details regarding website address(es)/ link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable)	

<b>PROMOTERS OF THE ISSUER COMPANY</b>			
<b>Sr. No.</b>	<b>Name</b>	<b>Individual/Corporate</b>	<b>Experience &amp; Educational Qualification</b>
			<b>Experience:</b>  <b>Educational Qualification:</b>

Details of promoter/s should not exceed 500 words while explaining their experience and educational qualifications

<b>BUSINESS OVERVIEW AND STRATEGY</b>
<b>Company Overview:</b>
<b>Product/Service Offering:</b> <b>Revenue segmentation by product/service offering</b>
<b>Geographies Served:</b> <b>Revenue segmentation by geographies</b>
<b>Key Performance Indicators:</b>
<b>Client Profile or Industries Served:</b> <b>Revenue segmentation in terms of top 5/10 clients or Industries:</b>
<b>Intellectual Property, if any:</b>
<b>Market Share:</b>
<b>Manufacturing plant, if any:</b>
<b>Employee Strength:</b>

Note: (1) The quantitative statements shall be substantiated with Key Performance Indicators (KPIs) and other quantitative factors.

(2) No qualitative statements shall be made which cannot be substantiated with KPIs.

(3) Information provided in the table should not exceed 1000 words.

<b>BOARD OF DIRECTORS</b>				
Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience & Educational Qualification	Other Directorships
1				Indian Companies: Foreign Companies:
2				
3				
4				
5				

<b>OBJECTS OF THE ISSUE</b>
-----------------------------

**Details of means of finance -**

The find requirements for each of the objects of the Issue are stated as follows: (Rs. in crores)

Sr. No.	Objects of the Issue	Total estimate cost	Amount deployed till	Amount to be financed from Net Proceeds	Estimated Net Proceeds Utilization	
					Fiscal 20_	Fiscal 20_
1						
2						
3						
4						
5	General corporate purposes					
	<b>Total</b>					

**Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues / rights issue, if any, of the Company in the preceding 10 years.**

**Name of monitoring agency, if any**

**Terms of Issuance of Convertible Security, if any**

Convertible securities being offered by the Company	
Face Value / Issue Price per Convertible securities	
Issue Size	
Interest on Convertible Securities	
Conversion Period of Convertible Securities	
Conversion Price for Convertible Securities	
Conversion Date for Convertible Securities	
Details of Security created for CCD	

**Shareholding Pattern:**

Sr. No.	Particulars	Pre Issue number of shares	% Holding of Pre issue
1.	Promoter and Promoter Group		
2.	Public		
	Total		100.00%

**Number/amount of equity shares proposed to be sold by selling shareholders, if any.**



## RESTATED CONSOLIDATED AUDITED FINANCIALS

	Latest Stub period	FY 3 (Last audited financial year prior to issue opening)	FY 2	FY 1
Total income from operations (Net)				
Net Profit/(Loss) before tax and extraordinary items				
Net Profit / (Loss) after tax and extraordinary items				
Equity Share Capital				
Reserves and Surplus				
Net worth				
Basic earnings per share (Rs.)				
Diluted earnings per share (Rs.)				
Return on net worth (%)				
Net asset value per share (Rs.)				

**INTERNAL RISK FACTORS**

(Minimum 5 and maximum 10 risk factors to be specified)

The below mentioned risks are top 5 or 10 risk factors as per the RHP. (500 word limit in total)

**SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION**

A. Total number of outstanding litigations against the company and amount involved

Name of Entity	Criminal Proceedings	Tax Proceedings	Statutory or Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters	Material Civil Litigations	Aggregate amount involved (Rs in crores)
<b>Company</b>						
By the Company						
Against the Company						
<b>Directors</b>						
By our Directors						
Against the Directors						
<b>Promoters</b>						
By Promoters						
Against Promoters						
<b>Subsidiaries</b>						
By Subsidiaries						
Against Subsidiaries						

B. Brief details of top 5 material outstanding litigations against the company and amount involved

Sr. No.	Particulars	Litigation filed by	Current status	Amount involved

C. Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200 – 300 word limit in total)

D. Brief details of outstanding criminal proceedings against Promoters (200 - 300-word limit in total)

**ANY OTHER IMPORTANT INFORMATION AS PER BRLM / ISSUER COMPANY****DECLARATION BY THE COMPANY**

We hereby declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be have been complied with and no statement made in the Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulation issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.



(Please scan this QR Code  
to view the DRHP/RHP)

**Draft Red Herring Prospectus**

Dated Feb XX, 2022

(Please read Section 32 of the Companies Act, 2013)

(This Draft Red Herring Prospectus will be

updated upon filing with the RoC)

**100% Book Built Offer**

**NAME OF THE ISSUER COMPANY**

Corporate Identity Number: XXXXXXXXXXXXXXX

Registered Office	Corporate Office	Contact Person	Email and Telephone	Website

**NAMES OF PROMOTER(S) OF THE COMPANY**

**DETAILS OF OFFER TO PUBLIC, PROMOTERS/ SELLING SHAREHOLDERS**

Type	Fresh Issue Size (by amount in Rs Million)	OFS Size (by no. of shares or by amount in Rs)	Total Issue Size	Eligibility – 6(1) / 6(2) & Share Reservation among QIB, NII & RII
Fresh Issue & OFS	₹ [•] Million	[•] Equity Shares aggregating up to ₹ [•] million	Up to ₹ [•] Million	The Offer is being made pursuant to Regulation 6(1)/6(2) of SEBI ICDR Regulations, as Company did not fulfil requirement under Regulation 6(1)(b) of having operating profit in each of the preceding 3 years.

OFS: Offer for Sale

**Details of OFS by Promoter(s)/ Promoter Group/ Other Selling Shareholders (upto a maximum of 10 selling shareholders)**

Name	Type	No. of Shares offered/ Amount in ₹	WACA in ₹ Per Equity Share	Name	Type	Shares offered/ Amount (upto)	WACA in ₹ Per Equity Share
		[•] Equity Shares aggregating up to ₹ [•] Million				[•] Equity Shares aggregating up to ₹ [•] Million	
		[•] Equity Shares aggregating up to ₹ [•] Million				[•] Equity Shares aggregating up to ₹ [•] Million	
		[•] Equity Shares aggregating up to ₹ [•] Million				[•] Equity Shares aggregating up to ₹ [•] Million	
		[•] Equity Shares aggregating up to ₹ [•] Million				[•] Equity Shares aggregating up to ₹ [•] Million	
		[•] Equity Shares aggregating up to ₹ [•] Million				[•] Equity Shares aggregating up to ₹ [•] Million	

P: Promoter; PG: Promoter Group; OSS: Other Selling shareholder; WACA: Weighted Average Cost of Acquisition on fully diluted basis

**RISKS IN RELATION TO THE FIRST OFFER** - The face value of the Equity Shares is ₹ [•]. The Floor Price, Cap Price and Offer Price determined by our Company and the Investor Selling Shareholders, in consultation with the Book Running Lead Managers, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under “*Basis for Offer Price*” on page [•] should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

**GENERAL RISK**

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to “*Risk Factors*” on page [•].

**ISSUER'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY**

The issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this offer document contains all information with regard to the issuer and the issue which is material in the context of the issue, that the information contained in the offer document is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which make this document as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. The selling shareholders accept responsibility for and confirm the statements made by them in this offer document to the extent of information specifically pertaining to them and their respective portion of the offered shares and assume responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

**LISTING**

The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges being [•] and [•]. For the purposes of the Offer, [•] is the Designated Stock Exchange.

**BOOK RUNNING LEAD MANAGERS**

Name of BRLM and logo	Contact person	Email and Telephone	Name of BRLM and logo	Contact person	Email and Telephone
BRLM 1		Tel: E-mail:	BRLM 5		Tel: E-mail:
BRLM 2		Tel: E-mail:	BRLM 6		Tel: E-mail:
BRLM 3		Tel: E-mail:	BRLM 7		Tel: E-mail:
BRLM 4		Tel: E-mail:			

**REGISTRAR TO THE OFFER**

Name of Registrar	Contact person	Email and Telephone

**BID/ OFFER PERIOD**

ANCHOR PORTION OFFER OPENS/CLOSES ON	[•]	BID/ OFFER OPENS ON	[•]	BID/OFFER CLOSES ON	[•]