



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

CIRCULAR

CIR/CFD/DIL/7/2015

October 30, 2015

To

All Registered Merchant Bankers

Dear Sir / Madam,

**Sub.: Disclosures in the Abridged Prospectus and Price Information of past
issues handled by Merchant Bankers**

1. SEBI has prescribed the disclosure requirements in the abridged prospectus in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Companies Act, 2013.
2. It has been observed that the abridged prospectus has become voluminous and thereby defeats the very purpose of abridged prospectus. With a view to address the issue, the disclosure requirements in the abridged prospectus have been rationalized in consultation with Investor Associations and market participants. The revised abridged prospectus improves the readability and contains relevant information for the investor to take well informed investment decision. Also, the investor has the option to obtain full prospectus from the market intermediaries associated with the public issue and can also download from the websites of stock exchanges, merchant bankers and SEBI.
3. The revised format of abridged prospectus as per Regulation 58 (1) and Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is placed at Annexure I.

4. Further, the format for disclosure of price information of past issues handled by the merchant bankers as specified vide SEBI Circular no. CIR/CFD/DIL/5/2011 dated September 27, 2011, has been revised and is placed at Annexure II. Pursuant to applicability of this Circular, the aforesaid SEBI Circular dated September 27, 2011 shall stand rescinded.
5. This Circular shall be applicable on issues opening for subscription from December 1, 2015 and a copy of abridged prospectus shall be filed with SEBI.
6. This Circular is issued in exercise of the powers conferred under Section 11 and Section 11A of the Securities and Exchange Board of India Act, 1992 read with Regulation 58(1) of SEBI (ICDR) Regulations, 2009 and Section 33 read with Section 2(1) of the Companies Act, 2013.
7. This Circular is available on SEBI website at www.sebi.gov.in under the categories “Legal Framework” and “Issues and Listing”.

Yours faithfully,

Narendra Rawat

Deputy General Manager

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Annexure I

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

THIS ABRIDGED PROSPECTUS CONTAINS 'XYZ' PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

You may obtain a physical copy of the Bid-cum-Application form and the RHP from stock exchange/s, syndicate members, registrar to issue, share transfer agents, depository participants, stock brokers, underwriters, bankers to the issue, investors' associations or Self Certified Syndicate Banks. You may also download the RHP from the websites of SEBI, Book Running Lead Managers and Stock Exchanges that is www.sebi.gov.in; www.nseindia.com; www.bseindia.com; websites of BRLM's (to be specified).

NAME OF THE ISSUER COMPANY

Registered Office and Corporate Office:

Contact Person:

Telephone:

E-mail:

Website:

CIN:

NAMES OF PROMOTER OF THE COMPANY

ISSUE DETAILS, LISTING AND PROCEDURE

This is an **initial public offering (IPO)** of equity shares or convertible securities of face value Rs [.] each of the company and we plan to raise (amount to be specified) by issuing equity shares or convertible securities at offer price of Rs. [.] each including a premium of Rs. [.] each. **These equity shares are proposed to be listed on (to be specified) (designated stock exchange) and (to be specified).**

The price band and the minimum Bid lot size for the IPO shall be advertised at least five (5) working days prior to bid/issue opening date in English national daily (to be specified), Hindi national daily (to be specified) and regional daily (to be specified). Details about the basis for the Issue Price will be available on the websites of BSE and NSE.

Procedure:

If you wish to know about processes and procedures applicable to public issues, you may request for a copy of the General Information Document from Book Running Lead Managers (BRLMs) or download it from the websites of (stock exchanges to be specified along with website address) and the BRLMs (websites to be specified).

ELIGIBILITY FOR THE ISSUE - Regulation 26(1) / 26 (2) of SEBI (ICDR) Regulations, 2009

Whether the company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers - **Yes / No**

INDICATIVE TIMETABLE

Bid Opening Date		Initiation of Refunds	
Bid Closing Date		Credit of Equity Shares to demat accounts of Allotees	
Finalisation of basis of allotment with the Designated Stock Exchange		Commencement of trading of Equity Shares on the Stock Exchanges	

* The company may consider participation by Anchor Investors. The Anchor Investors shall Bid during the Anchor Investor Bidding Period, i.e., one Working Day prior to the Bid Opening Date.

GENERAL RISKS

Investments in equity and 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 Red Herring Prospectus. Specific attention of the investors is invited to the section titled “Risk Factors” at page XXX of the Red Herring Prospectus and on page XX of this Abridged Prospectus.

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.

Names of Book Running Lead Manager/s and contact details (telephone and email id) of each BRLM	
Names of Syndicate Members	
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 http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries
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 XXX of the Red Herring Prospectus
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)	

PROMOTERS OF ISSUER COMPANY

Details of promoter/s in not exceeding 1000 words explaining their experience and names of top 5 largest listed group companies as per Part A, Schedule VIII, Regulation 2, Item (IX) (C) (2) SEBI (ICDR) Regulations, 2009

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY

500 word limit in total.

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time / Executive / Nominee)	Experience including current / past position held in other firms (20 - 40 words for each Director)
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

OBJECTS OF THE ISSUE

Details of means of finance -

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

Sr. No.	Objects of the Issue	Total estimated 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					
	Total					

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, 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 & Promoter Group		
2.	Public		
	Total		100%

Number / amount of equity shares proposed to be sold by selling shareholders - if any

RESTATED AUDITED FINANCIALS

Standalone

	Latest Stub period	FY 5 (Last audited financial year prior to issue opening)	FY 4	FY 3	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.)						

Consolidated

	Latest Stub period	FY 5 (Last audited financial year prior to issue opening)	FY 4	FY 3	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

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 / Group companies 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 regulations issued there under, as the case may be. We further certify that all statements in the Red Herring Prospectus are true and correct.

Annexure II

Format for Disclosure of Price Information of Past Issues Handled By Merchant Banker(s)

TABLE 1

Sr. No.	Issue Name	Issue Size (Rs. Cr.)	Issue Price (Rs.)	Listing Date	Opening Price on listing date	+/- % 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

TABLE 2: SUMMARY STATEMENT OF DISCLOSURE

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Cr.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
20..-20..														
20..-20..														

Note:

1. Disclosures to be given for three financial years (current financial year and two financial years preceeding the current financial year)
2. Disclosures are subject to maximum 10 issues (initial public offerings) managed by Merchant Banker in Table 1
3. In Table 1, percentage change for benchmark indices to be provided in brackets with positive or negative sign, as applicable
4. Separate table for each merchant banker responsible for pricing the Issue