

Consultation Paper on amendments to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, with the objective of enhancing ease of doing business and increasing the participation of retail investors in public issue

1. Objective

1.1. This consultation paper seeks comments / suggestions from the public on the following proposals relating to amendments to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('**ICDR Regulations**') with the objective of enhancing ease of doing business and increasing the participation of retail investors in public issue:

1.1.1. Review of the requirement of lock-in of shares at the time of Initial Public Offer ('**IPO**').

1.1.2. Review of the requirement of Abridged Prospectus.

Part A - Review of the requirement of lock-in of shares at the time of IPO

2. Background

2.1. The ICDR Regulations require that the pre-issue capital held by promoters and persons other than the promoters to be locked-in for the period as specified under the Regulations. The existing system of the depositories does not allow lock-in of certain shares such as those under pledge. This creates challenges for the issuer at the time of IPO.

3. Present Provisions in ICDR

3.1. As per Regulation 17, the entire pre-issue capital held by persons other than the promoters, except shares held by certain specified categories of shareholders, shall be locked-in for a period of six months from the date of allotment in the IPO.

4. Need for review

- 4.1. SEBI has received representations from the market participants highlighting challenges faced by the issuers in complying with the lock-in requirements pertaining to pre-issue capital held by persons other than the promoters, particularly in cases where pledges have been created prior to the IPO.

5. Rationale

- 5.1. Considering that the shares of an issuer are freely transferable, the existing shareholders may create pledge over such shares at any time prior to such shares being subjected to lock-in. This often creates practical challenges for issuers at the time of IPO, as they may face difficulties in complying with the lock-in requirements pertaining to pre-issue capital held by persons other than the promoters. In case of certain issuers, where the number of shareholders is large or such shareholders are untraceable or unwilling to cooperate, the challenges are further compounded due to the prescribed timelines in the IPO process.
- 5.2. The existing framework requires modification to address situations where depositories are unable to create lock-in on pledged shares. The proposed framework will enhance ease of doing business, while safeguarding the interest of lenders.

6. Proposed Framework

- 6.1. The ICDR Regulations provide an enabling framework for pledge of locked-in shares held by the promoters. Further, in cases where shares held by the promoters are under pledge prior to the IPO, the promoters, with the consent of concerned lenders, are able to ensure the release of pledge for the purpose of initiating lock-in as required under ICDR Regulations.
- 6.2. It is proposed to introduce an enabling framework to address the issue of lock-in of pledged shares held by persons other than the promoters. This framework will include (a) Appropriate enabling provisions in the ICDR Regulations, (b) Incorporation of suitable clauses in the Articles of Association ('**AoA**') of the

issuer, and (c) Mandating the issuer to provide necessary intimations to the concerned lenders / pledgees.

- 6.3. The issuer intending to undertake a public issue shall, at the time of seeking approval from its Board of Directors, take necessary steps to amend its AoA to incorporate suitable provisions to enable the following:

6.3.1. Equity shares, if pledged, shall be treated as locked-in for the applicable period as specified under ICDR.

6.3.2. In case of invocation of pledge, equity shares shall be locked-in, in the account of the pledgee for the balance period of lock-in.

6.3.3. In case of release of pledge, equity shares shall be locked-in, in the account of pledger for the balance period of lock-in.

- 6.4. Pursuant to the amendments in the AoA, the issuer will issue appropriate notice to all existing lenders / pledgees informing them of the changes made to the AoA. Similar notice may again be sent at the time of filing of the draft offer document with SEBI. Further, the aforesaid provisions of the AoA will be prominently disclosed in the Draft Red Herring Prospectus (**'DRHP'**) and Red Herring Prospectus (**'RHP'**) (collectively referred to as **'offer document'**). Such disclosure will clearly state that any shares received by lenders / pledgees, upon invocation of the pledge will remain under lock-in for the balance period as required under the ICDR Regulations.

- 6.5. The depositories through their system will ensure that, subsequent to the invocation or release of pledge, the shares in the account of the beneficiary (pledger or pledgee) will automatically be locked-in for the balance period, as required under the ICDR Regulations.

- 6.6. The proposal has been discussed with select Non-Banking Financial Companies (**'NBFCs'**) engaged in the business of extending loans against unlisted shares. These NBFCs have expressed their concurrence.

7. Proposal

- 7.1. **Proposal 1:** In order to facilitate implementation of the proposed framework by the depositories and enable the pledged shares to be treated as locked-in for the purpose of compliance, the following proviso to Regulation 17 of ICDR may be inserted:

“Provided further that, in cases where lock-in of the specified securities cannot be created, the depositories, upon receipt of instructions from the issuer, shall record such securities as ‘non-transferable’ for the duration of the applicable lock-in period.”

Query 1: *Whether you agree with the proposal to amend the ICDR Regulations to include the above proviso to enable the pledged shares to be treated as locked-in for the purpose of compliance of Regulation 17 of ICDR.*

- 7.2. The proposal is based on the recommendations of the Primary Markets Advisory Committee of SEBI and internal discussions.
- 7.3. A comparison of the existing and proposed provisions of the ICDR is given at [Annexure - I.](#)

Part B - Review of the requirement of Abridged Prospectus

8. Background

- 8.1. SEBI has consistently undertaken measures to strengthen the disclosure framework in the capital markets with the objective of ensuring that information disclosed to investors is timely, relevant and meaningful, thereby facilitating informed decision making by investors.
- 8.2. The ICDR Regulations mandate comprehensive disclosures in the offer document. Further, the draft offer document is required to be placed in the public domain for at least 21 days for comments.
- 8.3. The ICDR Regulations require that each bid application in relation to an issue shall be accompanied by a copy of abridged prospectus. Thus, there is a requirement of abridged prospectus at the time of RHP but not at the time of DRHP.

9. Present Provisions in ICDR

- 9.1. Part A of Schedule VI of ICDR prescribes the disclosures to be made in the offer document / letter of offer, including Offer Document Summary.
- 9.2. The Regulations 25, 59(C), 123 and 246 of ICDR prescribes the requirement of filing of offer document with SEBI.
- 9.3. The Regulations 34, 131 and 255 of ICDR prescribes that each bid application for an issue be accompanied by a copy of abridged prospectus.
- 9.4. Part E of Schedule VI of ICDR, specifies the disclosures to be made in an abridged prospectus.

10. Need for review

- 10.1. The offer document is often voluminous and complex, which may not be easy to comprehend, particularly for retail investors. This complexity can make it difficult

for the investors to effectively analyze the offer document and gather relevant information for informed decision making.

- 10.2. The voluminous nature of the offer document may deter retail investors from reviewing such documents, thereby leading to lack of engagement and participation in the IPO process, including providing comments on the disclosures.

11. Rationale

- 11.1. The offer document typically comprises of detailed disclosures across various sections such as industry overview, business, financials, pending litigations, management discussion, offer procedure and articles of association. These sections often contain detailed legal, financial and technical information. The offer document provides comprehensive disclosures pertaining to all material aspects of the public issue and serves as the primary document for regulatory review and public scrutiny. However, due to its size and complexity, key disclosures relating to the public issue such as major risk factors, financial highlights, objects of the issue and key performance indicators are dispersed across multiple sections. Enhanced focus on key disclosures can increase investor understanding. Mandating a focused, concise and standardized summary of offer document can enhance investor comprehension, improve information accessibility and may lead to increase in the engagement of retail investors in the IPO process.
- 11.2. Further, it has been observed that the retail investors often rely on secondary and unregulated sources of information such as grey market trends and unverified social media for making investment decisions. As information provided by these sources are not accurate, the same may not be a desirable input to the investors and reliance on such information is not appropriate for the orderly growth of the capital markets. The availability of focused and summarized disclosures from the issuer can reduce reliance on such sources.
- 11.3. Despite the mandated 21-day period for public comments under Regulation 26(1) of the ICDR Regulations, as well as similar provisions for pre-filled offer

documents (updated Draft Red Herring Prospectus-I), Further Public Offers ('FPOs') and SME IPOs, public comments on draft offer document remain negligible. This lack of participation is inconsistent with the regulatory intent, which seeks to encourage scrutiny of the offer document by both institutional and retail investors.

11.4. In view of the above, the disclosures in the Offer Document Summary may be rationalized to make it a focused and concise document. Further, the Summary may also be made available separately from the offer document to increase the engagement of the retail investors.

11.5. With the availability of Offer Document Summary, the requirement to prepare an abridged prospectus may be dispensed with, which will rationalize documentation requirements and streamlining the public issue process, thereby enhancing the ease of doing business for issuers.

12. Proposal

12.1. **Proposal 2:** The Regulations 25(2), 59(C), 123(2) and 246, pertaining to Main Board IPO, Pre-filled IPO, FPO and SME IPO respectively, of the ICDR Regulations may be suitably amended to prescribe that the Offer Document Summary will be submitted along with the draft offer document and offer document; and will be hosted on the website of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.

Query 2: *Whether you agree with the proposal to amend ICDR Regulations to make Offer Document Summary available separately from the draft offer document and offer document and hosted on the website of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.*

- 12.2. **Proposal 3:** The format of Offer Document Summary as prescribed under Item (4) of Part A of Schedule VI of ICDR may be rationalized as per the amendments proposed at [Annexure -II](#).

***Query 3:** Whether you agree with the proposal to amend the ICDR Regulations to rationalize the disclosures made in the Offer Document Summary.*

- 12.3. **Proposal 4:** With the availability of Offer Document Summary, the Regulations 34, 131, 255 and Part E of Schedule VI of the ICDR Regulations may be amended to dispense with the requirement of abridged prospectus.

***Query 4:** With the availability of the Offer Document Summary, whether you agree with the proposal to amend the ICDR Regulations to dispense with the requirement of abridged prospectus.*

- 12.4. The above proposals are based on the recommendations of the Primary Markets Advisory Committee of SEBI and internal discussions.

- 12.5. A comparison of the existing and proposed provisions of the ICDR is given at [Annexure - I](#).

13. Submission of Public Comments:

- 13.1. Considering the implications of the aforementioned matters on the market participants including issuer companies and investors, public comments are invited on the proposals mentioned at paragraphs 7 and 12 above.

- 13.2. **Through Online web-based form** - The comments / suggestions should be submitted latest by December 4, 2025, through the following link:

<https://www.sebi.gov.in/sebiweb/publiccommentv2/PublicCommentAction.do?doPublicComments=yes>

13.3. **Through Email** - In case of any technical issue in submitting your comment through web based public comments form, you may send your comments through e-mail to consultationcfcd@sebi.gov.in with the subject "Consultation Paper on amendments to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, with the objective of enhancing ease of doing business and increasing the participation of retail investors in public issue".

Issued on: November 13, 2025

Part A - Review of the requirement of lock-in of shares at the time of IPO

Sr. No.	Existing Provisions of ICDR	Proposed Provisions of ICDR
1	<p><i>Lock-in of specified securities held by persons other than the promoters</i></p> <p><i>17. The entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of six months from the date of allotment in the initial public offer.</i></p>	<p><i>Lock-in of specified securities held by persons other than the promoters</i></p> <p><i>17. The entire pre-issue capital held by persons other than the promoters shall be locked-in for a period of six months from the date of allotment in the initial public offer.</i></p> <p>.....</p> <p><u><i>“Provided further that, in cases where lock-in of the specified securities cannot be created, the depositories, upon receipt of instructions from the issuer, shall record such securities as “non-transferable” for the duration of the applicable lock-in period.”</i></u></p>

Part B - Review of the requirement of Abridged Prospectus

Sr. No.	Existing Provisions of ICDR	Proposed Provisions of ICDR
1	<p><i>Filing of the draft offer document and offer document</i></p> <p><i>25. (1) ...</i></p> <p><i>(2) The lead manager(s) shall submit the following to the Board along with the draft offer document:</i></p> <p><i>a) a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s);</i></p>	<p><i>Filing of the draft offer document and offer document</i></p> <p><i>25. (1) ...</i></p> <p><i>(2) The lead manager(s) shall submit the following to the Board along with the draft offer document:</i></p> <p><i>a) a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s);</i></p>

	<p>b) a due diligence certificate as per Form A of Schedule V;</p> <p>c) in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per Form B of Schedule V;</p>	<p>b) a due diligence certificate as per Form A of Schedule V;</p> <p>c) in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per Form B of Schedule V;</p> <p>d) <u>An offer document summary, as prescribed under Item (4) Part A of Schedule VI, shall be submitted along with draft offer document and offer document; and shall be hosted on the website of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.</u></p>
2	<p>Abridged prospectus</p> <p>34. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus.</p>	<p>Abridged prospectus Application Form</p> <p>34. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus. shall include a QR code and link to access the RHP, the Offer Document Summary (as updated at the RHP stage) and the Price Band Advertisement, as required.</p>
3	<p>Pre-filing of draft offer document with the Board and Stock Exchanges</p> <p>59(C). (1)...</p> <p>....</p>	<p>Pre-filing of draft offer document with the Board and Stock Exchanges</p> <p>59(C). (1)...</p> <p>....</p>

	<p>(9) The updated draft red herring prospectus-I shall be made public for comments, if any, for a period of at least twenty one days from the date of publication of the public announcement under sub-regulation (10), by hosting it on the websites of the issuer, the Board, the stock exchanges where the specified securities are proposed to be listed and that of the lead manager(s) associated with the issue:</p>	<p>(9) The updated draft red herring prospectus-I shall be made public for comments, if any, for a period of at least twenty one days from the date of publication of the public announcement under sub-regulation (10), by hosting it on the websites of the issuer, the Board, the stock exchanges where the specified securities are proposed to be listed and that of the lead manager(s) associated with the issue:</p> <p><u>(9A) An offer document summary, as prescribed under Item (4) Part A of Schedule VI, shall be submitted along with updated draft red herring prospectus-I and offer document; and shall be hosted on the website of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.</u></p>
4	<p>Filing of the draft offer document and offer documents</p> <p>123.(1) ...</p> <p>(2) The lead manager(s) shall submit the following to the Board along with the draft offer document:</p> <ul style="list-style-type: none"> a) a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s) b) a due diligence certificate as per Form A of Schedule V; c) in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per Form B of Schedule V; d) a certificate confirming compliance of the conditions specified in Part C of Schedule VI. 	<p>Filing of the draft offer document and offer documents</p> <p>123.(1) ...</p> <p>(2) The lead manager(s) shall submit the following to the Board along with the draft offer document:</p> <ul style="list-style-type: none"> a) a certificate, confirming that an agreement has been entered into between the issuer and the lead manager(s) b) a due diligence certificate as per Form A of Schedule V; c) in case of an issue of convertible debt instruments, a due diligence certificate from the debenture trustee as per Form B of Schedule V; d) a certificate confirming compliance of the conditions specified in Part C of Schedule VI.

		<p>e) <u>An offer document summary, as prescribed under Item (4) Part A of Schedule VI, shall be submitted along with draft offer document and offer document; and shall be hosted on the website of the issuer, the Board, stock exchanges where specified securities are proposed to be listed and lead manager(s) associated with the issue.</u></p>
5	<p>Abridged prospectus</p> <p>131. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus.</p>	<p>Abridged prospectus Application Form</p> <p>131. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus. shall include a QR code and link to access the RHP, the Offer Document Summary (as updated at the RHP stage) and the Price Band Advertisement, as required.</p>
6	<p>Filing of the offer document</p> <p>246. (1) The issuer shall file a copy of the offer document with the Board through the lead manager(s), immediately upon filing of the offer document with the Registrar of Companies:</p> <p>(2) The Board shall not issue any observation on the offer document.</p> <p>(3) The lead manager(s) shall submit a due-diligence certificate as per Form A of Schedule V to which the site visit report of the issuer prepared by the lead manager(s) shall also be</p>	<p>Filing of the offer document</p> <p>246. (1) The issuer shall file a copy of the offer document with the Board through the lead manager(s), immediately upon filing of the offer document with the Registrar of Companies:</p> <p>(2) The Board shall not issue any observation on the offer document.</p> <p>(3) The lead manager(s) shall submit a due-diligence certificate as per Form A of Schedule V to which the site visit report of the issuer prepared by the lead manager(s)</p>

	<p>annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.</p> <p>(4) The offer document shall be displayed from the date of filing in terms of sub-regulation (1) on the websites of the issuer, the Board, the lead manager(s) and the SME exchange(s).</p> <p>(5) The offer documents shall also be furnished to the Board in a soft copy.</p>	<p>shall also be annexed, including additional confirmations as provided in Form G of Schedule V along with the draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed.</p> <p>(4) The offer document shall be displayed from the date of filing in terms of sub-regulation (1) on the websites of the issuer, the Board, the lead manager(s) and the SME exchange(s).</p> <p>(5) The offer document <u>along with an offer document summary, as prescribed under Item (4) Part A of Schedule VI</u> shall also be furnished to the Board in a soft copy.</p> <p><u>(6) An offer document summary, as prescribed under Item (4) Part A of Schedule VI, shall be submitted along with draft offer document to the SME Exchange(s), where the specified securities are proposed to be listed and shall be hosted on the website of the issuer, SME exchange(s), where specified securities are proposed to be listed and lead manager(s) associated with the issue.</u></p>
7	<p>Abridged prospectus</p> <p>255. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus.</p>	<p>Abridged prospectus Application Form</p> <p>255. (1) The abridged prospectus shall contain the disclosures as specified in Part E of Schedule VI and shall not contain any matter extraneous to the contents of the offer document.</p> <p>(2) Every application form distributed by the issuer or any other person in relation to an issue shall be accompanied by a copy of the abridged prospectus. shall include a QR code and link to access the RHP, the Offer</p>

		<i>Document Summary (as updated at the RHP stage) and the Price Band Advertisement, as required.</i>
8	<i>Part E of Schedule VI of ICDR</i> <i>Disclosures in an abridged prospectus</i>	<i>To be deleted</i>
9	<i>Consequential amendments to Item (4) in Part A of Schedule VI in ICDR to incorporate changes for revised disclosure requirements in the Offer Document Summary as per Annexure -II.</i>	
10	<i>Consequential amendments in Part A of Schedule VI in ICDR to incorporate disclosures presently forming part of Offer Document Summary and are proposed to be moved to the Offer Document, as per Annexure -II.</i>	
11	<i>Other consequential amendments in ICDR to (i) remove the reference to abridged prospectus; and (ii) include references to the Offer Document Summary in place of abridged prospectus, as applicable, relating to Main Board IPO, pre-filed IPO, FPO and SME IPO.</i>	
12	<i>Consequential changes in SEBI Circulars where the requirement of abridged prospectus has been specified.</i>	

SUMMARY OF THE [DRHP/ UDRHP-I] [RHP][PROSPECTUS]

(The outer cover page of the DRHP/ RHP shall serve as the first page of the Offer Document Summary)

The following is a general summary of certain disclosures and the terms of the Offer and is not exhaustive, nor does it purport to contain a summary of all the disclosures in the Draft Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in the Draft Red Herring Prospectus(DRHP) / Red Herring Prospectus (RHP), which is available at the websites of SEBI at [●], the stock exchange(s) at [●] and [●], respectively, the Company at [●] and the BRLMs at [●] and [●], respectively. References below to page numbers are to page numbers of the [DRHP/ RHP]. [QR code and Link will be included here for access to the DRHP/ RHP]

Proposed Section Headings and their Content	Proposed Amendment	Rational
<p>Summary of the primary business of the Company</p> <p>[●] [Note: Include a brief summary of the Company's business, not exceeding 500 words]</p> <p>The summary may include the following matters as relevant to the issuer company:</p> <ol style="list-style-type: none"> 1. The business overview (products/ services offered by the Company); 2. Description of industries served, typical customer/ clients of the Company; 3. Segment reporting details and their revenue contribution for the reporting periods in a tabular form (where applicable); 4. Key geographies served; 5. Revenue concentration among top 5 customers; 6. Key manufacturing or other facilities, 7. Business strengths and strategies <p>For further information, see “Business” beginning on page [●].</p>	<p>The existing limit of 100 words may be increased to 500 words and the summary may include the following matters as relevant:</p> <ol style="list-style-type: none"> 1. The business overview (products/ services offered by the Company); 2. Description of industries served, typical customer/ clients of the Company; 3. Segment reporting details and their revenue contribution for the reporting periods in a tabular form (where applicable); 4. Key geographies served; 	<p>The information relating to the business of the Company is relevant for the summary.</p>

Proposed Section Headings and their Content	Proposed Amendment	Rational
	5. Revenue concentration among top 5 customers; 6. Key manufacturing or other facilities, 7. Business strengths and strategies	
Summary of the industry in which the Company operates [●] [Note: Include a brief summary of the industry in which the Company operates, not exceeding 250 words] For further information, see “Industry Overview” beginning on page [●].	The existing limit of 100 words may be increased to 250 words.	The information relating to the industry is relevant for the summary.
Promoter(s) [Note: Include brief details such as name, nature of entity and corporate information (where applicable), experience and educational qualifications for each Promoter, not exceeding 100 words per entity] 1. [●]: and 2. [●]. For further information, see “Promoters and Promoter Group” beginning on page [●].	In addition to the names of the Promoters, the following information should be included about the Promoters: 1. Nature of entity and corporate information (where applicable), 2. Experience and 3. Educational qualifications, for each Promoter, with such details, not exceeding 100 words, per entity.	The information relating to the promoters is relevant for the summary.
Offer Size The following table summarizes the details of the Offer.	May be deleted.	The details regarding the size of the Offer, Fresh Issue and Offer

Proposed Section Headings and their Content		Proposed Amendment	Rational
Offer of Equity Shares	[●] Equity Shares of face value of ₹[●] each for cash at price of ₹[●] per Equity Share (including a premium of ₹[●] per Equity Share) aggregating to ₹[●] million.		for Sale and the names of the Selling Shareholders will be available in the cover page and can be deleted from the Offer Document Summary.
Of which:			
(i) Fresh Issue¹	[●] Equity Shares of face value of ₹[●] each aggregating to ₹[●] million.		
(ii) Offer for Sale	[●] Equity Shares of face value of ₹[●] each aggregating to ₹[●] million.		
The Offer comprises:			
Employee Reservation Portion	[●] Equity Shares of face value of ₹[●] each aggregating to ₹[●] million.		
Net Offer	[●] Equity Shares of face value of ₹[●] each aggregating to ₹[●] million.		
[*] Footnotes: Each of the Selling Shareholders has, severally and not jointly, authorised its respective participation in the Offer for Sale to the extent of its respective portion of the Offered Shares, are set out below:			However, on the cover page, the information can be rationalized to include: <ol style="list-style-type: none"> 1. Promoter selling shareholders' details individually; 2. Promoter group selling shareholders' details – with the aggregate OFS number and names of the promoter group members selling given separately; 3. Top 5 investor selling shareholders' details individually; and 4. Aggregate OFS number.
Selling Shareholder	Aggregate number of Equity Shares being offered in the Offer for Sale	Date of corporate approval/ authorisation	Date of consent letter
A	[●] Equity Shares of face value of ₹10 each		
B	[●] Equity Shares of face value of ₹10 each aggregating to ₹[●] million.		
Footnotes			

Proposed Section Headings and their Content					Proposed Amendment	Rational																				
Objects of the Offer <div>(reporting units)</div> <table><tr><th>S. No.</th><th>Particulars</th><th>Estimated Amount</th></tr><tr><td>1.</td><td></td><td></td></tr><tr><td>2.</td><td></td><td></td></tr></table> <p>[Note: Include a brief for each Object, such that the summary for each object does not exceed, 100 words]</p> <p>For further details, see “Objects of the Offer” beginning on page [●].</p>					S. No.	Particulars	Estimated Amount	1.			2.			To be retained in the Offer Document Summary.	In addition to the list of objects, brief summaries may be included for each Object, such that the summary for each object does not exceed, 100 words.											
					S. No.	Particulars	Estimated Amount																			
					1.																					
2.																										
Aggregate pre Offer shareholding of our Promoter (also the Promoter Selling Shareholder), the Promoter Group and the Investor Selling Shareholder as percentage of our paid-up Equity Share capital The aggregate pre Offer shareholding of our Promoter (also the Promoter Selling Shareholder), Promoter Group and the Investor Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company is set out below:					May be deleted.	This information is available in the subsequent section.																				
<table><tr><th>Name of shareholder</th><th>Pre Offer Number of Equity Shares of face value of ₹10 each held</th><th>Percentage of pre Offer paid-up Equity Share Capital on a fully diluted basis (%)</th><th>Post Offer Number of Equity Shares of face value of ₹10 each^Δ</th><th>Percentage of the post Offer paid-up Equity Share Capital on a fully diluted basis (%)^Δ</th></tr><tr><td>Promoter</td><td></td><td></td><td></td><td></td></tr><tr><td>Promoter Group</td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr></table> <p>Footnotes, if any</p>							Name of shareholder	Pre Offer Number of Equity Shares of face value of ₹10 each held	Percentage of pre Offer paid-up Equity Share Capital on a fully diluted basis (%)	Post Offer Number of Equity Shares of face value of ₹10 each ^Δ	Percentage of the post Offer paid-up Equity Share Capital on a fully diluted basis (%) ^Δ	Promoter					Promoter Group									
Name of shareholder	Pre Offer Number of Equity Shares of face value of ₹10 each held	Percentage of pre Offer paid-up Equity Share Capital on a fully diluted basis (%)	Post Offer Number of Equity Shares of face value of ₹10 each ^Δ	Percentage of the post Offer paid-up Equity Share Capital on a fully diluted basis (%) ^Δ																						
Promoter																										
Promoter Group																										
Pre-Offer shareholding and post-Offer shareholding as at [date of DRHP/ RHP][Allotment] for Promoter(s), members of the Promoter Group and top 10 shareholders The aggregate shareholding, of each of the (i) Promoter(s), (ii) members of the Promoter Group and (iii) top 10 Shareholders (apart from the Promoter and Promoter Group) as at [date of the DRHP/ RHP and] and as at Allotment is set forth below:					In addition to the existing requirements, the following details should be included: 1. The number of shares and % stake held by other public shareholders should be disclosed in an aggregated manner. 2. Any outstanding convertible securities	The updated table provides consolidated shareholding of the issuer company.																				
<table><tr><th rowspan="3">S. No.</th><th colspan="3">Pre-Offer shareholding</th><th colspan="2">Post-Offer shareholding as at the date of Allotment</th></tr><tr><th rowspan="2">Name of the shareholder</th><th rowspan="2">Number of Equity Shares</th><th rowspan="2">Shareholding (in %)</th><th colspan="2">At Floor Price and At Cap Price</th></tr><tr><th>Number of Equity Shares</th><th>Shareholding (in %)</th></tr><tr><td colspan="6">Promoter(s)</td></tr></table>							S. No.	Pre-Offer shareholding			Post-Offer shareholding as at the date of Allotment		Name of the shareholder	Number of Equity Shares	Shareholding (in %)	At Floor Price and At Cap Price		Number of Equity Shares	Shareholding (in %)	Promoter(s)						
S. No.	Pre-Offer shareholding			Post-Offer shareholding as at the date of Allotment																						
	Name of the shareholder	Number of Equity Shares	Shareholding (in %)	At Floor Price and At Cap Price																						
				Number of Equity Shares	Shareholding (in %)																					
Promoter(s)																										

Proposed Section Headings and their Content						Proposed Amendment	Rational
1.	[●]	[●]	[●]	[●]	[●]	to be converted in accordance with Regulation 5 of the SEBI ICDR Regulations, can be described here (applicable at the DRHP stage).	
Promoter Group (who hold shares)							
1.	[●]	[●]	[●]	[●]	[●]		
2.	[●]	[●]	[●]	[●]	[●]		
Public Shareholders (top 10 Shareholders)							
1.	[●]	[●]	[●]	[●]	[●]		
2.	[●]	[●]	[●]	[●]	[●]		
3.	[●]	[●]	[●]	[●]	[●]		
4.	[●]	[●]	[●]	[●]	[●]		
5.	[●]	[●]	[●]	[●]	[●]		
6.	[●]	[●]	[●]	[●]	[●]		
7.	[●]	[●]	[●]	[●]	[●]		
8.	[●]	[●]	[●]	[●]	[●]		
9.	[●]	[●]	[●]	[●]	[●]		
10.	[●]	[●]	[●]	[●]	[●]		
Other Public Shareholders							
11.	-	[●]	[●]	[●]	[●]		
Total (aggregate)		[●]	100.00%	[●]	[●]		
Summary of Restated Consolidated Financial Information						In addition to the existing requirements, the following line-items should also be added:	The additional information is relevant for the summary.
The following details are derived from the Restated Consolidated Financial Information:							
[reporting unit]							
Particulars	Stub period(s), if any	Financial Year 1	Financial Year 2	Financial Year 3			
Equity share capital	[●]	[●]	[●]	[●]			
Total Income	[●]	[●]	[●]	[●]			
Revenue from operations	[●]	[●]	[●]	[●]			
EBITDA	[●]	[●]	[●]	[●]			
Profit After Tax	[●]	[●]	[●]	[●]			
Basic Earnings Per Equity Share (₹)	[●]	[●]	[●]	[●]			
Diluted earnings per equity share (₹)	[●]	[●]	[●]	[●]			
Total Borrowings	[●]	[●]	[●]	[●]		1. EBITDA;	
						2. Cash flow from operating activities;	
						3. Cash flow from investing activities	
						4. Cash flow from financing activities	

Proposed Section Headings and their Content					Proposed Amendment	Rational
Net Worth	[●]	[●]	[●]	[●]		
Return on Equity/ NW	[●]	[●]	[●]	[●]		
Net Asset Value per Equity Share (₹)	[●]	[●]	[●]	[●]		
Cash flow from operating activities	[●]	[●]	[●]	[●]		
Cash flow from investing activities	[●]	[●]	[●]	[●]		
Cash flow from financing activities	[●]	[●]	[●]	[●]		
[Footnotes]						
For further details, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, “Basis for Offer Price-Comparison of Accounting Ratios with Listed Industry Peers” and “Restated Consolidated Financial Information” on page [●].						
Auditor qualifications which have not been given effect to in the restated financial statements					To be retained in the Offer Document Summary. A limit of 250 words may be prescribed.	For further details of any audit qualifications, a reference to be provided to the relevant page of the Examination Report.
[Note: Include a summary of the material auditor qualifications not given effect to in the restated financial statements, not exceeding 250 words, collectively.]						
For details of audit qualifications, please refer to “Restated Consolidated Financial Information” on page [●].						
Summary of Key Performance Indicators (“KPIs”) used to determine Basis for Offer Price (to the extent not included in the summary of financial information above)					Details of the KPIs that are used to determine the Basis for Offer Price (and are not already disclosed in the summary financial information above) to be included here.	Disclosure of KPIs is relevant for the summary.
Particulars	Stub period(s), if any	Financial Year 1	Financial Year 2	Financial Year 3		
[●]						
[●]						
[●]						
[●]						
[●]						
For comparison with the listed peer(s) and more detailed disclosure on such KPIs, please see “Basis for Offer Price” on page [●].						

Proposed Section Headings and their Content							Proposed Amendment	Rational
Summary of Outstanding Litigation A summary of outstanding litigation proceedings as on the date of this Draft Red Herring Prospectus as disclosed in the section titled “ <i>Outstanding Litigation and Material Developments</i> ” beginning on page [●].in terms of the SEBI ICDR Regulations in the indicative format as provided below:							To be retained in the Offer Document Summary.	
Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against the Promoter in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved (reporting units) ^		
<i>Company</i>								
By the Company								
Against the Company								
<i>Subsidiaries</i>								
By the Subsidiaries								
Against the Subsidiaries								
<i>Directors</i>								
By the Directors								
Against the Directors								
<i>Promoter</i>								
By the Promoter								
Against the Promoter								
<i>Key Managerial Personnel</i>								
By the Key Managerial Personnel								
Against the Key Managerial Personnel								

Proposed Section Headings and their Content							Proposed Amendment	Rational
Senior Management								
By members of the Senior Management								
Against members of the Senior Management								

Proposed Section Headings and their Content						Proposed Amendment	Rational
Summary of Related Party Transactions The following is the summary of transactions with related parties for the [stub period], [Financial Year 1], [Financial Year 2] and [Financial Year 3]:						May be deleted.	This information is not relevant for the summary, may be moved to the section “Summary of Financial Information.” of the offer document.
Party Name	Nature of transaction	Stub Period, if any	Financial Year 1	Financial Year 2	Financial Year 3		
{●}	{●}	{●}	{●}	{●}	{●}		
	{●}	{●}	{●}	{●}	{●}		
{●}	{●}	{●}	{●}	{●}	{●}		
	{●}	{●}	{●}	{●}	{●}		
{●}	{●}	{●}	{●}	{●}	{●}		
	{●}	{●}	{●}	{●}	{●}		
Particulars		Number of Equity Shares held as on date*	Weighted average cost of acquisition (“WACA”) per Equity Share (in ₹)*		Weighted average cost for Equity Shares acquired in last one year*	The existing disclosures need to be rationalized and simplified. 1. Average cost of acquisition per share should be renamed as WAC per share. 2. Weighted average price of specified securities acquired in the last one year should be renamed as WAC for specified securities acquired in the last one year.	The existing disclosures need to be rationalized and simplified.
Promoter(s)							
Promoter 1		{●}	{●}	{●}			
Promoter 2		{●}	{●}	{●}			
Selling Shareholder(s)							
Selling Shareholder 1		{●}	{●}	{●}			
Selling Shareholder 2		{●}	{●}	{●}			
*Calculated after taking into account conversion of CCPS.							

Proposed Section Headings and their Content					Proposed Amendment	Rational																																													
Details of price at which specified securities were acquired in the last three years preceding the date of this Draft Red Herring Prospectus by our Promoter (also the Promoter Selling Shareholder), members of the Promoter Group, the Investor Selling Shareholder and the Shareholders with rights to nominate directors or have other rights, are disclosed below:					May be deleted.	Please see comment above.																																													
<table><tr><th>Name of the acquirer / Shareholder</th><th>Date of acquisition of Equity Shares</th><th>Number of Equity Shares acquired</th><th>Face value per Equity Share (in ₹)</th><th>Acquisition price per Equity Share (in ₹)*</th></tr><tr><td colspan="5"><i>Promoter (also the Promoter Selling Shareholder)</i></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td colspan="5"><i>Promoter Group</i></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr><tr><td colspan="5"><i>Selling Shareholder</i></td></tr><tr><td></td><td></td><td></td><td></td><td></td></tr></table>							Name of the acquirer / Shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value per Equity Share (in ₹)	Acquisition price per Equity Share (in ₹)*	<i>Promoter (also the Promoter Selling Shareholder)</i>															<i>Promoter Group</i>															<i>Selling Shareholder</i>									
Name of the acquirer / Shareholder	Date of acquisition of Equity Shares	Number of Equity Shares acquired	Face value per Equity Share (in ₹)	Acquisition price per Equity Share (in ₹)*																																															
<i>Promoter (also the Promoter Selling Shareholder)</i>																																																			
<i>Promoter Group</i>																																																			
<i>Selling Shareholder</i>																																																			
Weighted average cost of acquisition of all shares transacted in one year, eighteen months and three years immediately preceding this Draft Red Herring Prospectus																																																			
<table><tr><th>Period</th><th>Weighted Average Cost of Acquisition (in ₹)^{△\$}</th><th>Cap/ Offer Price is ‘X’ times the Weighted Average Cost of Acquisition[△]</th><th>Range of acquisition price: Lowest Price – Highest Price (in ₹)^{△\$}</th></tr><tr><td>Last one year</td><td></td><td></td><td></td></tr><tr><td>Last eighteen months</td><td></td><td></td><td></td></tr><tr><td>Last three years</td><td></td><td></td><td></td></tr></table>					Period	Weighted Average Cost of Acquisition (in ₹) ^{△\$}	Cap/ Offer Price is ‘X’ times the Weighted Average Cost of Acquisition [△]	Range of acquisition price: Lowest Price – Highest Price (in ₹) ^{△\$}	Last one year				Last eighteen months				Last three years																																		
Period	Weighted Average Cost of Acquisition (in ₹) ^{△\$}	Cap/ Offer Price is ‘X’ times the Weighted Average Cost of Acquisition [△]	Range of acquisition price: Lowest Price – Highest Price (in ₹) ^{△\$}																																																
Last one year																																																			
Last eighteen months																																																			
Last three years																																																			
Issue of Equity Shares made in the last one year for consideration other than cash					May be deleted	This information is available in the “Capital Structure” section.																																													
<table><tr><th>Date of allotment</th><th>Number of Equity Shares allotted</th><th>Face value per equity share (in ₹)</th><th>Issue price per equity share (in ₹)</th><th>Reason for allotment</th><th>Benefits accrued to our Company</th></tr><tr><td></td><td></td><td></td><td></td><td></td><td></td></tr></table>							Date of allotment	Number of Equity Shares allotted	Face value per equity share (in ₹)	Issue price per equity share (in ₹)	Reason for allotment	Benefits accrued to our Company																																							
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Proposed Section Headings and their Content	Proposed Amendment	Rational																													
Split or consolidation of Equity Shares in the last one year [●]	May be deleted	Not relevant as all data is adjusted for split/ consolidation/ bonus.																													
Financing Arrangements [●]	May be deleted	Not relevant for the summary. This is also disclosed in the “ <i>Capital Structure</i> ” section.																													
Details of pre IPO placement [●]	May be deleted	This is already disclosed on the cover page.																													
Exemption from complying with any provisions of securities laws, if any, granted by SEBI	May be deleted	This is a factual matter that is not relevant for a summary.																													
<div>Board of Directors</div> <table><thead><tr><th>Name</th><th>Designation</th><th>Category</th></tr></thead><tbody><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td><td>[●]</td></tr></tbody></table> <div>Key Managerial Personnel</div> <table><thead><tr><th>Name</th><th>Designation</th></tr></thead><tbody><tr><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td></tr><tr><td>[●]</td><td>[●]</td></tr></tbody></table>	Name	Designation	Category	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	Name	Designation	[●]	[●]	[●]	[●]	[●]	[●]	May be added	The details of Board of Directors and KMPs is a relevant information.
Name	Designation	Category																													
[●]	[●]	[●]																													
[●]	[●]	[●]																													
[●]	[●]	[●]																													
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