

SEBI/HO/CFD/CFD-TPD-1/P/CIR/2024/55

May 24, 2024

To

**Recognized Stock Exchanges
Registered Merchant Bankers
Association of Investment Bankers of India (AIBI)**

Dear Sir / Madam,

Sub: Audiovisual (AV) presentation of disclosures made in Public Issue Offer Documents

1. In order to create awareness among investors to not rely on unauthorized/unsolicited information about public issues, a draft of this circular on the captioned subject was placed on SEBI website for public comments on March 19, 2024.
2. Based on comments received from various stakeholders, it has been decided that salient disclosures made in the Draft Red Herring Prospectus (DRHP), Red Herring Prospects (RHP) and Price Band Advertisement for public issues shall also be made available in Audio Visual format (AV) for ease in understanding the features of public issues. Such AV shall be prepared and placed in the public domain for all main board public issues. The same shall initially be in bilingual format i.e. *English* and *Hindi*. The Hindi version shall contain text in Devanagari script.
3. The contents of the AV shall be as per the following guidelines –
 - 3.1. AV to be in compliance with the provisions regarding “Public communications and publicity materials” prescribed under Schedule IX of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - 3.2. It shall contain the following disclosure to investors –

“Investors are advised not to rely on any other document, content or information provided in respect to the public issue on the internet/online websites/social media platforms/micro-blogging platforms by influencers.”

Investors are advised to rely only on the information contained in the Offer document and Price Band Advertisement for making investment decision.”

- 3.3. The duration of each bilingual version of the AV shall be approximately 10 minutes.
- 3.4. The total duration of the AV shall be equitably distributed to cover material disclosures made under various sections of the DRHP and RHP viz. about the company, risk factors, capital structure, objects of the offer, business of the issuer, promoters, management, summary of financial information, litigations, material developments and terms of the offer etc.
- 3.5. The content of the AV must be factual, non-repetitive, non-promotional and shall not be misleading in any manner.
4. The AV shall be uploaded on the website of the Issuer and Association of Investment Bankers of India (AIBI) within 5 working days of the filing of DRHP with SEBI. In case of pre-filing of draft offer document under CHAPTER IIA of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the AV shall be made available within 5 working days of filing Updated Draft Red Herring Prospectus -I, as defined under Clause 59A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
5. The AV shall also be made available on digital/social media platforms of the Issuer and AIBI. The web link of the said AV shall be made available on the websites of the Stock Exchanges and the Lead Managers to the issue. The AV shall be made accessible through QR code (as made available in offer related documents) pertaining to the public issue.
6. The AV shall be updated with information disclosed in RHP/ Prospectus and price band advertisement including details of the issue opening/closing date, price/ price-band etc., and uploaded on the date of publication of the price band advertisement or the date of filing of prospectus (in case of fixed price issues).
7. The Issuer and all Lead Managers to the public issue shall be responsible for the content and information made available in the AV.

Applicability of this circular

8. The provisions of this circular shall be made applicable to all DRHP filed with SEBI-
- i. On or after July 01, 2024 on Voluntary basis;
 - ii. October 01, 2024 onwards on Mandatory basis;

9. This Circular is being issued in exercise of the powers conferred under Section 11 and Section 11A of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
10. This circular is available on SEBI website at www.sebi.gov.in under the category: 'Legal → Circulars'.

Yours faithfully,

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