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Securities and Exchange
Board of India

SEBI/HO/CFD/DIL2/OW/P/2023/007196/1
February 21, 2023

HDFC Bank Limited
Investment Banking Group,
Unit No. 401 & 402, 4th Floor, Tower B,
Peninsula Business Park,
Lower Parel, Mumbai 400 013
Maharashtra, India

Kind Attention: Mr. Ashwani Tandon /Mr. Kunal Thakkar/ Mr.Dhruv Bhavsar

Dear Sir,

Sub: Proposed IPO of IRM Energy Limited (the Company / Issuer)

With reference to the draft offer document in respect of captioned issue, clarifications sought by SEBI and the replies submitted therein, it is stated that on scrutiny of the same, deficiencies / instances of non-compliance of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as SEBI (ICDR) Regulations, 2018) and instructions have been observed which are required to be rectified/complied with by you before filing the offer document with the Stock Exchange and / or ROC. Observations on the captioned issue and other conditions to be complied with are indicated in Annexure 'I' and 'II'. It may be noted that the deficiencies / requirement of additional disclosures listed in the Annexure are merely illustrative and not exhaustive. It is your responsibility to ensure full and true disclosure.

1. As Book Running Lead Manager (LM), you shall ensure that all changes are effected based on the observations / conditions contained in the Annexure before you file the offer document with the stock Exchange / ROC. A letter confirming these changes and explaining, in seriatim, the manner in which each observation / condition has been dealt with along with your comments should be submitted to us before you file the final offer document with ROC / Stock Exchange. **NO FURTHER CHANGES SHOULD BE EFFECTED WITHOUT SPECIFIC WRITTEN CONSENT OF SEBI.**
2. It is to be distinctly understood that submission of offer document to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of any scheme or the project for which the issue is proposed to be made or for the correctness of the statements made or opinions expressed in the offer document. The LMs have certified that the disclosures made in the offer document are generally adequate and are in conformity with SEBI regulations for disclosures and investor protection in force for the time being. The LMs are advised to ensure the same with respect to SEBI (ICDR)

सेबी भवन, प्लॉट सं. सी 4-ए, "जी" ब्लॉक, बांद्रा-कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400 051.
दूरभाष : 2644 9950 / 4045 9950 (आई.बी.आर.एस.), 2644 9000 / 4045 9000 फैक्स : 2644 9019 से 2644 9022 वेब : www.sebi.gov.in



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3. Regulations, 2018. This requirement is to facilitate investors to take an informed decision for making investment in the proposed issue.
4. It should also be clearly understood that while the Issuer Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in the offer document, the LMs are expected to exercise Due Diligence to ensure that the Company discharges its responsibility adequately in this behalf and towards this purpose, the LMs have furnished to SEBI a Due Diligence Certificate dated December 14, 2022, in accordance with SEBI (Merchant Bankers) Regulations, 1992.
5. The filing of offer document does not, however, absolve the company from any liabilities under Section 34 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the proposed issue. SEBI further reserves the right to take up, at any point of time, with the LMs any irregularities or lapses in offer document.
6. Any publicity materials / advertisements should not contain matters extraneous to the information contained in the draft offer document. **Attention is specifically drawn to the provisions of Section 36 of the Companies Act, 2013.**
7. The LMs are advised to ensure that a detailed calculation of filing fees in relation to the captioned issue in terms of regulation 25(1) and Schedule III of the SEBI (ICDR) Regulations, 2018 is submitted to SEBI within seven days of filing the Prospectus with ROC / within seven days of filing the Letter of Offer with the stock exchange, as the case may be, along with details of filing fees paid till date.

If filing fees paid by you is less than the actual fees required to be paid, the LMs are advised to ensure and confirm compliance with the provisions of Schedule III of the said Regulations in regard to payment of the balance fees to SEBI. If filing fees paid by you are more than the actual fees required to be paid, you are advised to inform SEBI about the amount to be refunded, along with detailed calculation of amount refundable and name of the person in whose favor, the cheque may be issued by SEBI.

8. The proposed issue can open for subscription within a period of 12 months from the date of issuance of this observation letter.

PLACE: MUMBAI


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Annexure I

OBSERVATIONS

1. Please refer to our letter/email dated December 22, 2022 & January 07, 2023 and your letter/email dated December 29, 2022 & January 12, 2023 and all other correspondences exchanged. LM is advised to ensure compliance with the same.
2. With regard to above, LM is advised to ensure that the changes made pursuant to our clarifications are duly incorporated in the updated DRHP and RHP and Abridged Prospectus.
3. Draft offer document and the offer document, shall not contain any information where no responsibility is taken by the BRLMs or the Issuer Company/ Expert. The Issuer Company / BRLMs shall ensure that the "Industry Overview" section represents a fair and true view of the comparable industry scenario and the same is neither exaggerated nor any underlying assumptions have been omitted for investors to make an informed decision.
4. Sequencing of the chapters in the offer document shall be strictly in terms of the Schedule VI of SEBI (ICDR) Regulations, 2018 and the industry report disclaimers (if any) shall be removed from all places of the offer document.
5. LM is advised to include the industry report in the list of material documents for inspection and also provide a link in the offer document for online access of industry report.
6. LM shall ensure to disclose the price at which specified securities were acquired in the last 3 years, by each of the promoters, promoter group, selling shareholders, shareholders entitled with right to nominate directors or any other rights. The following details may be disclosed for such transactions in tabular format – name of acquirer, date of acquisition, number of shares acquired and acquisition price per share.
7. LM is advised to disclose the Outstanding Litigations information in the Summary of the Offer Document section of UDRHP/RHP as per the below format.
8. Risk Factors – Every Risk Factor shall be provided with a cross-reference to the detailed description of the facts/reasons in the DRHP, wherever applicable.

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9. LM is advised to file UDRHP along with KPIs justifying basis of issue price is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.
10. LM is advised to ensure compliance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2022 including disclosure of KPIs, basis of offer price etc.
11. LM is advised to disclose Market Cap to Revenue (on Cap and Floor Prices), Market Cap to Earnings (on Cap and Floor Prices) and EV/EBITDA (on Cap and Floor Price) in the Price Band Advertisement.
12. LM is advised to ensure that the company is in compliance of Regulation 17(1A) of SEBI (LODR) Regulations, 2015 and submit an undertaking to this effect along with UDRHP.
13. LM is advised to disclose the details of allotment of securities in violation of the provisions of the Companies Act in updated Red Herring Prospectus ("UDRHP") / Red Herring Prospectus ("RHP").
14. LM shall ensure that the main/sub – headings in the DRHP shall not have any abbreviations. The Main/sub-headings shall be in fully expanded form with its abbreviations in brackets.
15. LM shall confirm whether there has been a change in auditor(s) before completion of the appointed term (in any of the past five fiscal years), and the reasons thereof.
16. The risk factors, to the extent possible, should disclose the specific as well as financial/economic impact on the company rather than being generic.
17. Where Risk Factors portray possible occurrences of certain events or situations, such Risk Factors should also indicate whether such events or situations have actually taken place in the past. If not, it should be clearly mentioned that no such events had happened in the past.
18. LM is advised to add a Risk Factor relating to Related Party Transactions (RPT's), Provide below mentioned details: -
 - i. Confirm whether all RPTs are done on arm's length basis.



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- ii. Confirm whether RPTs taken together for last three fiscal year is more than 10% (for all 3 FYs) of the total transactions of similar nature.
- iii. If any loan/advances given by issuer/subsidiaries to related parties and guarantees given/securities provided to related parties, mention Risk Factor on recoverability and its effect on the financials of the issuer/subsidiaries.

| Name of Entity | Criminal Proceeding | Tax Proceeding | Statutory or Regulatory Proceeding | Disciplinary actions by the SEBI or Stock Exchanges against our Promoters | Material Civil Litigation | Aggregate amount involved (Rs in million) |
|--|---------------------|----------------|------------------------------------|---|---------------------------|---|
| Company | | | | | | |
| By the Company | | | | | | |
| Against the Company | | | | | | |
| Directors | | | | | | |
| By our Directors | | | | | | |
| Against the Directors | | | | | | |
| Promoters | | | | | | |
| By Promoters | | | | | | |
| Against Promoters | | | | | | |
| Subsidiaries | | | | | | |
| By subsidiaries | | | | | | |
| Against Subsidiaries | | | | | | |
| *For further details of the outstanding litigation proceedings, see "Outstanding Litigation and Material Developments" | | | | | | |

19. The table of pending litigations should be arranged giving priority to those litigations having material impact on the financials. Also include the details of whether provisioning has been done by the company for the probable liabilities, if any arising out of outstanding litigations and also the quantum of the same, where quantifiable.

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Mention the amount reflected as Contingent Liabilities with respect to the outstanding litigations, if any. Also, disclose contingent liabilities as a percentage of net worth.

20. When disclosing the status of government approvals in the Risk Factors, LM is advised to include a cross reference with specific page numbers to other sections where the disclosures are made. If approval has a validity, the same shall be mentioned. Consequences of withdrawal of licenses/approval shall be provided.
21. Mention a separate Risk Factor, if any rent, interest, royalty or such other amount payable/paid by the issuer company/subsidiaries to Promoter/Promoter Group/Directors or amount payable under any material agreement, if any, etc. in last three FY and stub period.
22. In Risk Factor relating to existing financing arrangements, confirm whether the company has violated any of the restrictive covenants/events of default or undergone rescheduling for repayment of loans in the past three fiscal years with respect to the debt financing that the company has availed.
23. LM is advised to confirm whether any instance of promoter's personal guarantees and/or company guarantees have been invoked in the past 3 fiscal years and/or loan defaults.
24. Provide details and specific disclosures with respect to the adverse remarks/ qualifications/ matter of emphasis/ statements by the Statutory Auditor in reports to financial statements, in the Risk Factor. Further, provide the current status of such adverse remarks/ qualifications/ matter of emphasis/ statements by the Statutory Auditor.
25. With respect to acquisitions/slump sale/business transfer agreement made by/entered into by the issuer company//subsidiaries, mention whether an independent valuation report was obtained for the same. If so, the same may be disclosed and included as a material document for inspection. If not, a Risk factor to this effect may be stated along with the fact whether the consideration paid is higher than the valuation obtained, if so, reason thereof. If such transaction happened with related party, same may be stated so. Also, provide details of unsuccessful instances of strategic investment, if any, in past 3 years and effect of the same on profit shall be disclosed.
26. Incorporate an undertaking that the net proceeds from the issue if utilized for repayment of Borrowings / Loans are not being indirectly routed to promoters, promoter group, group companies, and associates.

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27. LM is advised to make consistent usage of the term BRLM; and also include quantitative/financial information in tabular form, wherever possible.
28. LM is advised to ensure that no discrepancies be present in the quantitative data provided in the DRHP/RHP/UDRHP/LM's reply and other key documents.
29. LM is advised to ensure all quantitative information be provided in tabular form and free from discrepancies/errors in all sections for the ease of reading. LM may provide with certainty all the relevant information sought by SEBI till the issue of this observation letter, in the offer document/UDRHP/RHP.
30. LM is advised to provide an organizational structure including subsidiaries (brief business operations of the issuer and the subsidiaries), compliment with business contribution and distribution of each of the associated entity as per organizational structure. This should be added on the 1st page of the mentioned sections: Summary of the Offer Document, Summary of Financial Information, Our Business.
31. LM is advised to take an undertaking from the issuer Company that in case majority of proceeds (including GCP/) is used for capital expenditure then the lock-in will be extended to 3 years & 1 year on the remaining and give copy of the undertaking to monitoring agency. Increased lock-in period in the depository system to be monitored by monitoring agency.
32. LM is advised to maintain uniformity w.r.t. names of the centres/GA/facilities, verticals of the facilities, products manufactured by them in the offer document.
33. LM is advised to provide organizational structure along with details of Subsidiary and facilities under company/subsidiary in the "Our Business" section.
34. LM is advised to provide a simple and concise summary about the business of the company and nature of products in the first page of "Our Business section". LM is advised to refrain from replicating the same information from the industry report sponsored by the company in the "Our Business" section to avoid duplication.
35. LM is advised to mention the operational KPIs for the past 3 years in the relevant section.
36. LM is advised to give a brief description of "NG trading" & its inclusion as a source of revenue contrary to solely providing the full form of the term on page 12 of the DRHP:

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37. RISK FACTORS :

- i. RF 1: LM is advised to mention the total no. of suppliers in the risk factor. LM may mention in the title that top 10 suppliers contribute 99.08% to total supply.
- ii. LM is advised to refer page 8-9 of its reply dated January 12, 2023 and is advised to move the risk factor in top 15 risk factor. Further, LM may mention the contingent amount for tax litigations pertaining to promoters in the risk factor itself.

38. OUR BUSINESS: LM is advised to disclose additional qualitative factors such as demographic details and demand potential with respect to each of the existing Geographical Areas and the proposed Geographical Area, in this section.

39. ADDITIONAL RISK FACTORS:

- i. LM is advised to include an additional risk factor in top 10 risk factors pertaining to disclosure of when revenue generation at each region started. RF should also state reasons for substantial increase in revenue 2020 to 2022.
- ii. LM is advised to include an additional risk factor in top 15 risk factors pertaining to increase in borrowings in Sept 2022 and reasons for the same.
- iii. LM is advised to include an additional risk factor for sudden increase in revenue contribution for PNG segment in last 3 years and cite the reasons thereof.
- iv. LM is advised to include an additional risk factor in top 20 risk factors pertaining to complaints against the company, (if any) from various stakeholders of the company and may include litigations against the promoters and outstanding regulatory proceedings with suitable cross-referencing.
- v. LM may include a risk factor pertaining to increase in cost of material consumed/cost drivers of the company/subsidiaries and operational risks to subsidiaries.
- vi. LM is advised to include a risk factor stating that :
 - a. The present offer details of OFS and Fresh Issue.



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- b. The company is offering OFS ___'X'___ times of Fresh issue along with selling shareholders' details in tabular form such as Pre-issue holding, Acquisition cost, Present offer for sale.
 - c. And that the company is only going to receive funds from fresh issue to be deployed in stated objectives. LM may keep this risk factor in top 10 risk factors category.
- vii. LM is advised to provide a risk factor on the performance of all subsidiaries. LM is advised to provide all financial metrics of the subsidiaries.

40. OBJECTS OF THE OFFER:

- a. LM is advised to refer page 99, Quotation table with, LM is advised to write in the table itself that Venuka Polymers Private Limited is the associate company of the Issuer.
- b. LM is advised to disclose the date of facility agreement pertaining to each of the loan repayment proposed to be paid in the objects of the offer. LM is further advised to mention the approximate amount of pre-payment penalty to be incurred, in the updated offer document.
- c. LM is advised to disclose capital expenditure incurred in past in existing Geographical Areas in this section.

41. OFFER DOCUMENT SUMMARY:

- a) LM is advised to refer page 16 and may provide the Key Performance Indicators (KPIs) in the "Issue Document Summary" section.
- b) LM is advised to provide the organizational chart in this section and the pie-chart for sources of revenue contribution.

42. OUR SUBSIDIARY: LM is advised to refer page 209 and ensure that tabular details of subsidiary be present in terms of key financial parameters including operation cost and revenue from operations.

43. GENERAL INFORMATION: LM is advised to remove the reference of legal counsel to the BRLM and selling shareholders.



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44. LEGAL AND OTHER INFORMATION :

- i. LM is advised to identify and include risk factor for material litigation which may adversely affect the company.
- ii. LM shall update the details of the status of litigation with the latest/ updated position of litigations against promoter/ promoter group entities/ company and the companies promoted by the issuer.
- iii. LM is advised to confirm that the existing litigations are not so major that the issuer's survival is dependent on the outcome of the pending litigation.
- iv. LM is advised to ensure the disclosures of all actions taken by the statutory and regulatory authority

45. GOVERNMENT AND OTHER APPROVALS: LM is advised to disclose any material approval/ license which is going to expire in near future and will require renewal.

46. LM is advised to update peer comparison details in the offer documents including both quantitative and qualitative comparison of listed peers.

47. LM is advised to disclose the reasons for increase in revenue from operations in each of the Geographical areas in the relevant section.

48. LM is advised to ensure that post-listing, considering the business model of the Company, the issuer should disclose relevant metrics indicating its performance against the objects for which funds have been raised, on a quarterly basis along-with the financial results. The above disclosures may be made at least till the proceeds of the objects have been fully utilized.

49. LM is advised to include the following disclosures under section "Monitoring of Utilization of funds"

- a. The proceeds of the issue shall be monitored by the Audit Committee till utilization of the proceeds.
- b. Audit Committee of the Parent Company to certify the utilization of proceeds by subsidiaries towards organic/inorganic growth initiatives.
- c. Investment in foreign subsidiaries towards repayment of loan, organic/inorganic growth initiatives to be in compliance with FEMA guidelines and other applicable laws.

50. LM to disclose all the complaints received, under material documents available for inspection along with the replies provided.

51. With respect to all the complaints received by LM/Company and complaints forwarded by SEBI, LM is advised to ensure that there is adequate redressal of the complaint and



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relevant disclosures, if required, are made in the Red Hearing Prospectus and other Offer related material along with the disclosures of the Financial Impact of the same, if any. Further, LM is advised to incorporate a prominent Risk Factor, if required, for such complaints received.

52. LM is advised to update the RHP in respect to all pending litigations including for any legal notices where the Company is in receipt of such notices post filing of DRHP.
53. LM is advised to mention the complaints received on the DRHP in the updated offer documents in risk factor section.
54. LM is advised to ensure that the details of all the criminal matters initiated against the company, group companies, directors, subsidiaries which are at FIR stage and no/some cognizance has been taken by court is incorporated in the RHP along with appropriate risk factors in this regard.
55. LM is advised that it is categorically disclosed in the DRHP under section "History and Certain Corporate Matters" of the offer document that none of the special rights available to the Promoters / Shareholders (except for nominee/nomination rights and information rights) would survive post listing of the Equity Shares of the Company and same shall cease to exist or shall expire / waived off immediately before or on the date shares are allotted to public shareholders in IPO, without requiring any further action.
56. LM is advised to make disclosures if special rights for nominee/nomination rights and information rights are available to certain Promoters / Shareholders that would continue post listing and if yes, then details of the same may be clearly disclosed under section "History and Certain Corporate Matters".
57. Further, LM shall specifically disclose that special rights, post listing shall be subject to approval of the Shareholders by way of a special resolution, in the first general meeting of the Company held post listing of the Equity Shares.
58. LM is advised to ensure that special rights which will continue post listing are not prejudicial or adverse to the interest of the minority / public shareholders.
59. LM is advised that inter-se agreements/ arrangements between the shareholders are disclosed under section "History and Certain Corporate Matters".
60. LM is advised to ensure that the pre -placement offer may not breach the ICDR guidelines and is advised to adhere to ICDR Regulations pertaining to pre-placement amount.



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61. Please disclose the details of all profit sharing arrangements involving the Issuer, promoters, promoter group, directors and shareholders, if any.
62. LM is advised that a categorical statement from the Issuer Company/ Promoters / Shareholders, may be provided that there are no other inter-se agreements/ arrangements and clauses / covenants which are material and which needs to be disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders. Also that there are no other agreements, deed of assignments, acquisition agreements, SHA, inter-se agreements, agreements of like nature other than disclosed in the DRHP.
63. Further, the LMs shall also confirm to SEBI that they have gone through the inter-se agreements/ arrangements, if any, as disclosed in the DRHP and they also do not see any clauses / covenants which are material and need to be disclosed, which have not been disclosed and that there are no other clauses / covenants which are adverse / pre-judicial to the interest of the minority / public shareholders.
64. Ensure that details of the Directors in the section titled "Management" clearly depicts if any director is a nominee. If so, please also disclose the details who have nominated them. Similarly, such details to be disclosed for the KMPs as well. Please also confirm that apart from that disclosed in the offer document, there are no other nominee directors, KMPs or other persons etc. appointed on behalf any of the shareholders or any other person.
65. Please check and disclose if the name of the directors, promoter and promoter group persons is appearing in the list of directors of struck-off companies by ROC/ MCA. Please also check and disclose if the name of the promoter group companies and group companies is appearing in the list of struck-off companies by ROC/ MCA.
66. If adjectives such as "largest", "leader", "strong", "differentiated" are used, the same should be explained and substantiated. If not substantiated, these terms should not be used.
67. The top 10 risks identified post rearrangement may be included in the summary of the offer document.

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68. In case of Issuer's consolidated financials contains significant contribution (10% and more) from its subsidiaries, disclose whether the balance sheets of the subsidiary is audited by peer reviewed auditor. In such cases, LM shall also disclose whether the corporate governance norms are being followed by the subsidiaries of the Issuer.
69. Detail of any individual and corporate guarantees provided by the promoters and directors in relation to loans availed by the Issuer.
70. With regard to the "Fees payable to the other advisors to the Offer", LM is advised to disclose the services offered by such advisors and consequent responsibilities, if any.
71. LM is advised to ensure that the processing fees for applications made by Retail Individual Bidders using the UPI Mechanism may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 02, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021."
72. LM is advised to ensure that the following paragraph (including content of similar nature) from any/all section(s) of DRHP is removed.
- "None among our company, the selling shareholders or any member of the Syndicate shall be liable for any failure in (i) uploading the bids due to faults in any software/ hardware system or otherwise; or (ii) the blocking of Bid Amount in the ASBA Account on receipt of instructions from the Sponsor Bank on account of any errors, omissions or non-compliance by various parties involved in, or any other fault, malfunctioning or breakdown in, or otherwise, in the UPI Mechanism."*
73. LM is advised to include a reference to the circulars CFD/DIL2/CIR/P/2018/22 dated Feb 15, 2018 and CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 at all applicable sections in DRHP.
74. LM is advised to adhere to the following conditions:
- UDRHP is filed with SEBI not less than seven working days prior to submission of the draft advertisement for announcement of price band advertisement.
 - UDRHP shall contain necessary updated disclosures justifying the offer price under Section – "Basis for offer price", "Risk Factors" etc., particularly emphasizing on appropriate Key Performance Indicators as applicable to the



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industry in which the issuer company operates in quantitative terms, (For illustration: P/E ratio, Market Cap / Total Revenue ratio, EV/EBITDA etc.), with corresponding suitable explanations so as to justify the offer price.

75. Price band advertisement:

- Price band Ad should contain risk factors related to business and financials.
- The portion pertaining to "Risks to Investors" shall constitute at least 33% of the price band advertisement space.
- Price band Ad may contain the top 5 risk factors under the Risks to Investors.
- The risks to investors shall include weighted average cost of acquisition of all shares transacted in last 3 years and 1 year, from the date of RHP, in the following format :

| <i>Period</i> | <i>Weighted Average Cost of Acquisition (in Rs.)</i> | <i>Cap Price is 'X' times the Weighted Average Cost of Acquisition</i> | <i>Range of acquisition price: Lowest Price - Highest Price (in Rs.)</i> |
|---------------------|--|--|--|
| <i>Last 1 year</i> | | | |
| <i>Last 3 years</i> | | | |

- The font size for price band and "Risk to investors" should be increased to match the font of BID/Offer Programme.
- Matters related to ASBA and UPI may be brought subsequent to Price Band, Risks to Investors, Bid/ Offer Programme and other offer details, and can be of smaller font.
- The portion pertaining to "BRLMs" shall not constitute more than 10% of the price band advertisement space.
- Mention market Value at Issue Price to Total Turnover and P.E. Ratio at issue price.

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76. Price band advertisement: The advertisement shall contain top 5 risk factors.
77. LM is advised to ensure following disclosures in the Issue advertisement for announcement of Price Band and all further advertisements as a box item below the price band:

"Risks to Investors:

- i. *The [to be disclosed] Merchant Bankers associated with the issue have handled [to be disclosed] public issues in the past three years out of which [to be disclosed] issues closed below the issue price on listing date."*
- ii. *Any adverse data in the basis for issue price should be disclosed. For example:*
 - *"The Price/Earnings ratio based on diluted EPS for [latest full financial year] for the issuer at the upper end of the Price band is as high as [to be disclosed] as compared to the average industry peer group PE ratio of [to be disclosed]."*
[if average industry peer group PE ratio is not available, then P/E of Nifty Fifty may be disclosed]
 - *"Average cost of acquisition of equity shares for the selling shareholders in IPO is [to be disclosed] and offer price at upper end of the price band is [to be disclosed]."*
 - *"Weighted Average Return on Net Worth for [last three full financial years] is [to be disclosed]%"*

The data on above disclosures shall be updated and disclosed prominently (in the same font size as the price band) in advertisements of Price Band and all further advertisements, website of the company and the stock exchange. Further, any adverse ratio / data in basis for issue price should be disclosed.

78. LM is advised that Market Value at Issue Price to Total Turnover and P.E. Ratio at issue price can be added in Price Advertisement. LM is also advised to disclose the total market valuation of the company considering the higher and lower price bands.
79. LM shall submit the draft advertisement for announcement of Price Band with SEBI before its publication in the newspapers for our comments, if any.
80. LM is advised to ensure that in the Section: Summary of the Offer Document, simple conversational language is used and No abbreviations to be used.

Dr.



अनुवर्ती :
Continuation :

भारतीय प्रतिभूति
और विनिमय बोर्ड
*Securities and Exchange
Board of India*

81. LM is advised to ensure that in the Section: "Definitions and Abbreviations" for Technical, Company / Industry related Terms or Abbreviations, along with the expanded form, suitable meaning / explanation is provided in simple language.
82. LM is advised to ensure that the issuer shall be in compliance with minimum public shareholding requirements specified in the Securities Contracts (Regulation) Rules, 1957.

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अनुवर्ती :
Continuation :
Annexure II

General Observations

भारतीय प्रतिभूति
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1. LM is advised to ensure that prior to filing of RHP with Registrar of Companies, the Issuer Company has received crucial clearances / licenses / permissions / approvals from the required competent authority which are necessary for commencement of the activity for which the issue proceeds are proposed to be utilized.
2. LM is advised to ensure that the 'Observation Letter' issued by SEBI is included among the material contracts and documents for inspection.
3. LM is advised to ensure that prior to proceeding with the issue, "No Objection Certificates" are obtained from all the lenders with whom the company has entered into an agreement and the terms of such agreement require an approval to be taken.
4. LM is advised to ensure that adequate disclosures are made to disclose any material development which may have a material effect on the Issuer Company between the date of registering final prospectus or the red herring prospectus or the letter of offer, with the Registrar of Companies or designated stock exchange, as the case may be, and the date of allotment of specified securities, while ensuring compliance with Regulation 42 and Schedule IX of SEBI (ICDR) Regulations, 2018.
5. LM is advised to ensure that exact cross-referencing of page numbers is provided in the offer document instead of general cross-referencing.
6. In terms of Regulation 7.(1)(c) of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and Regulation 31.(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Issuer Company and the Lead Manger are advised to ensure compliance with the requirement pertaining to shareholding of promoter(s) and promoter group to be held in dematerialised form.
7. LM is advised to ensure that SCORES authentication is taken by the issuer company prior to listing.
8. In pursuance of Regulation 25 Sub-Regulation 9(a) of SEBI (ICDR) Regulations, 2018, LM is advised to certify while submitting the in-seriatim reply that all amendments, suggestions and observations advised by SEBI have been complied with and duly incorporated in the offer document, while also indicating the page number for the same.



अनुवर्ती :
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भारतीय प्रतिभूति
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9. ASBA:

- i) LM is advised to ensure that sufficient number of Physical ASBA forms are printed and dispatched directly to all designated branches of SCSBs which are located in places of mandatory collection centers as specified in Schedule XII of SEBI (ICDR) Regulations, 2018, Syndicate Members and Registered Brokers of Stock Exchanges, the Registrars to an Issue and Share Transfer Agents (RTAs) and Depository Participants (DPs) registered with SEBI, at least two days before the opening of the issue. This shall be in addition to ASBA forms which shall be sent to controlling branch of SCSBs for sending to designated branches other than those located in mandatory collection center.
- ii) LM is advised to ensure that the ASBA mode of payment is highlighted in bold in all the advertisement / communication informing about the issue. Further, LM is also advised to ensure that the following is suitably incorporated in all advertisements / communications regarding the issue issued by the issuer:

- a. The following may appear just below the price information of the issue as shown below:

“PRICE BAND: RS. xx TO RS. xx PER EQUITY SHARE OF FACE VALUE OF RS. xx EACH

THE FLOOR PRICE IS xx TIMES OF THE FACE VALUE AND THE CAP PRICE IS xx TIMES OF THE FACE VALUE

BID CAN BE MADE FOR A MINIMUM OF xx EQUITY SHARES AND IN MULTIPLES OF xx EQUITY SHARES THEREAFTER.

ASBA *

(APPLICATION SUPPORTED BY BLOCKED AMOUNT)

Simple, Safe, Smart way of Application !!!

Mandatory in public issue .No cheque will be accepted

Sh.