

AIBI GUIDELINES ON AUDIO VISUAL VIDEOS FOR MAINBOARD PUBLIC ISSUES

Background:

The Securities and Exchange Board of India (“SEBI”) vide circular dated May 24, 2024 has mandated 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 (“SEBI Circular”). 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. In addition to issuing the AV in the mandatory English and Hindi (text in Devanagari script) languages, issuer companies also have the flexibility to issue the AV in other languages.

The guidelines relating to structure, sections, preparation etc. of the AV and release to AIBI for upload on AIBI’s website are given below. These guideline should be read together with the SEBI Circular.

Guidelines:

1. Availability of AV:

- (a) In terms of the SEBI Circular, 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 the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the AV shall be made available within 5 working days of filing the Updated Draft Red Herring Prospectus-I, as defined under Regulation 59A of the SEBI ICDR Regulations.
- (b) 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.

- (c) The AV shall be updated with information disclosed in the 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). The AV published at the DRHP/ Updated Draft Red Herring Prospectus-I stage as per paragraph 1(a) above, shall removed when the updated AV is uploaded.

2. Submission of AV to AIBI and upload on AIBI website:

The AV can be submitted to AIBI in the following manner:

- (a) **Physical submission** of a pen drive containing copy of the AV (English, Hindi, other languages) with a covering letter in the form given in **Annexure A** signed by all the Lead Managers. The aforementioned physical submission can be made between 10.00 am and 3.00 pm during working days at the following office address of AIBI:

Attention: Dr. Milind Dalvi

Association of Investment Bankers of India

A / 302, Kanakia Zillion, LBS Marg,

Kurla West, Mumbai 400 070, India.

AVs submitted physically before 3.00 pm shall be uploaded on the same working day; If submitted post 3.00 pm shall be uploaded on the next working day.

- (b) **Electronic submission:** The Lead Managers can also send links that allow for download of the AV (English, Hindi, other languages) to the e-mail address of AIBI: info@aibi.org.in and ceo@aibi.org.in. The e-mail from the coordinating Lead Manager should be in the form given in **Annexure B**.

For complete electronic submissions made to AIBI before 3.00 pm of a working day, the AVs shall be uploaded on the same working day; If complete electronic submissions are made post 3.00 pm of a working day, the AVs shall be uploaded on the next working day.

For the purposes of this clause “working day” will mean any working day of SEBI.

Please contact Ms. Vrushali Parab (Mobile No: 87792 04921) in case of any queries.

3. Indicative scripts:

Please refer to the annexures below for indicative scripts for the AV:

- **Annexure C**: Indicative script for English AV to be uploaded within 5 working days of the filing of DRHP/ Updated Draft Red Herring Prospectus -I.
- **Annexure D**: Indicative script for English AV to be uploaded on the date of publication of the price band advertisement or the date of filing of prospectus (in case of fixed price issues).

The issuer company shall ensure that each English AV has a corresponding Hindi version where the voice over is in Hindi and the Hindi version shall contain text in Devanagari script. While translating the text into Hindi, matters such as financials, name of regulators, website/ e-mail addresses etc. maybe in English.

In addition to issuing the AV in the mandatory English and Hindi (text in Devanagari script) languages, issuer companies also have the flexibility to issue the AV in other languages.

The text in the AV should be in a clear readable font (preferably Times New Roman not smaller than font size 11 (with 1.0 line spacing))

4. QR code in AV:

A scan-able QR code should be included in the AV that gives access to the website of the left lead Lead Manager where a copy of: (i) the DRHP/ Updated Draft Red Herring Prospectus -I can be viewed, for AVs uploaded at the DRHP/ Updated Draft Red Herring Prospectus -I stage, (ii) the offer documents, price band advertisement etc. (as applicable) can be viewed, for AVs uploaded on the date of publication of the price band advertisement or the date of filing of prospectus (in case of fixed price issues).

5. Disclaimer:

The AV shall start with the following disclaimer 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 finfluencers. Investors are advised to rely only on the information

contained in the offer document and price band advertisement for making investment decision.”

6. Duration and Distribution:

- (a) The duration of each bilingual version of the AV shall be approximately 10 minutes.

- (b) The total duration of the AV shall be equitably distributed to cover material disclosures made under various sections of the DRHP and RHP (as applicable) 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.

7. Compliance with Regulations:

AV shall be in compliance with the advertisement code including provisions regarding “Public communications and publicity materials” prescribed under Schedule IX of the SEBI ICDR Regulations.

8. Factual, Non-Repetitive, Non-Promotional:

The content of the AV must be factual, non-repetitive, non-promotional and shall not be misleading in any manner.

- All information presented in the AV should be accurate and from the DRHP/ Updated Draft Red Herring Prospectus - I/ RHP/ Prospectus/ price band advertisements/ any corrigendum-addendums thereto (as applicable). Misleading statements or omissions that could misinform potential investors should be removed.

- The AV should present information in a clear and understandable manner, avoiding jargon or overly technical language that may confuse viewers. In case an industry report is being quoted, the AV should mention in the voice over and the text, the name of the entity that has issued the report and that the industry report is commissioned and paid for by the issuer company, as applicable.

- The AV should clearly state that the AV is for information purposes only, and is not a promotional video and does not constitute an invitation or offer to acquire, purchase or subscribe to the equity shares of the issuer company.

9. Risk disclosures:

The AV should clearly disclose the key risks (at-least the top 5 risk factors) associated with investing in the company's IPO.

10. Professionalism and Integrity:

The AV should maintain a professional demeanour throughout its duration, and avoid making exaggerated claims or promises about the company's prospects.

Certain do's and don'ts are summarised in [Annexure E](#). These guidelines should be read in conjunction with the SEBI Circular.

Annexure A

Association of Investment Bankers of India

A / 302, Kanakia Zillion, LBS Marg,
Kurla West, Mumbai 400 070, India.

Attention: Dr. Milind Dalvi

Dear sir,

Subject: Physical submission of AV (Pen Drive) content to Association of Investment Bankers of India (AIBI) for DRHP/ RHP filed by [Issuer].

In terms of the SEBI circular dated May 24, 2024 (“**SEBI Circular**”), we are writing to you to submit the Audio Visual (AV) with AIBI. Enclosed is the pen drive containing the copy of the AVs created in terms of the SEBI Circular and the guidelines issued by AIBI.

We request you to kindly make available the AVs on the website of AIBI and digital/ social media platforms of AIBI. Should you require further clarification or assistance regarding the content provided, please reach out to the following:

S.No.	Name and Designation	Mobile No.	Email

Sincerely,

Name and signature of all the Lead Managers

Annexure B

Subject: Electronic submission of AV content to AIBI for DRHP/ RHP filed by [Issuer]

Dear sir/ madam,

In terms of the SEBI circular dated [-] (“**SEBI Circular**”), we are writing to you to submit the Audio Visual (AV) with the Association of Investment Bankers of India (AIBI). In this regard please find below a link(s) containing the copy of the AVs created in terms of the SEBI Circular and the guidelines issued by AIBI dated [-]:

[Link 1]

[Link 2]

We request you to kindly make available the AVs on the website of AIBI and digital/ social media platforms of AIBI. Should you require further clarification or assistance regarding the content provided, please reach out to the following:

S.No.	Name and Designation	Mobile No.	Email

Sincerely,

[Name and designation of employee of the coordinating lead manager]

[Please copy the email addresses of the other lead managers on the email]

Annexure C

Indicative Script for English AV to be released at DRHP stage.

Indicative script for English AV to be uploaded within 5 working days of the filing of DRHP/ Updated Draft Red Herring Prospectus –I

Voice Over (VO): Welcome to the official Video Overview for the IPO of ABC Limited. [One line of what the Company does]

VO: **Caution:** 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.

SUPER/ POPUP

Caution: 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.

SUPER/POPUP: INITIAL PUBLIC OFFER (IPO) OF ABC LIMITED

VO: Investors are advised to read the Draft Red Herring Prospectus dated [-] (DRHP).

SUPER/POPUP

- ***DRAFT RED HERRING PROSPECTUS DATED [-] (DRHP) IS AVAILABLE ON WEBSITES OF:***
 - ***SEBI (www.sebi.gov.in)***
 - ***NSE (www.nseindia.com); BSE (www.bseindia.com)***
 - ***Lead Managers: Merchant Banker 1 (www.mb1.com); Merchant Banker 2 (www.mb2.com)***

– ***[Issuer Company (www.xyz.com)]***

VO: ABC's IPO consists of a fresh issue of upto Rs. [-] crores and an offer for sale of upto [-] crore equity shares, with an employee reservation of upto [-] equity shares and shareholders reservation of upto [-] equity shares. The Offer for Sale involves the sale of equity shares held by the promoters and certain shareholders in the IPO, and proceeds of the Offer for Sale will not be received by the Company.

SUPER/POPUP:

- ***FRESH ISSUE: RS. [-] CRORES***
- ***OFFER FOR SALE: SALE OF UPTO [-] EQUITY SHARES BY PROMOTER AND NON-PROMOTER SHAREHOLDERS***
- ***EMPLOYEE RESERVATION: UPTO [-] EQUITY SHARES***
- ***SHAREHOLDERS RESERVATION: UPTO [-] EQUITY SHARES***

VO- Incorporated in [-] with its registered office in [-]

SUPER/POPUP:

- ***INCORPORATION: [-]***
- ***REGISTERED OFFICE: [-]***

VO- [Include top 1-2 positioning statements of the Company; In case industry information/ market share data is being provided please mention the name of the industry report, entity that has prepared and specifically mention that the report has been commissioned and paid for by the Company]

- ***[-] (Source: [-] Report, Commissioned and paid for by the Company and prepared by PQR).***

VO: [Mention any key facilities/ customers of the Company, as per the DRHP]

SUPER/POPUP: AREA OF APPROXIMATELY [-] SQ.FT

- ***~[-] SQ. FT LICENSED PREMISES***
- ***IN-HOUSE DESIGN AND DEVELOPMENT WITH [-] EMPLOYEES***

- ***[-] PENDING PATENT APPLICATIONS – [-] INTERNATIONAL & [-] INDIA.***

VO: Investors should note the following important risks: [Give top 5 risk factors]

- 1) [Risk Factor 1]
- 2) [Risk Factor 2]
- 3) Risk Factor 3]

SUPER/POPUP:

Key Risks:

- 1) [Risk Factor 1]***
- 2) [Risk Factor 2]***
- 3) Risk Factor 3]***

VO:

- 4) [Risk Factor 4]
- 5) [Risk Factor 5]

Please read the risk factors beginning on page [-] of the DRHP.

SUPER/POPUP

Key Risks (Continued):

- 4) [Risk Factor 4]***
- 5) [Risk Factor 5]***

Please read “Risk Factors” beginning on page [-] of the DRHP.

VO- ABC is promoted by X, Y and Z, who together hold [-]% of the Company.

SUPER/POPUP:

- ***PROMOTERS ARE X, Y AND Z***
- ***PROMOTERS HOLDING: [-]% of pre-issue capital***
- ***Please refer to page [-] of the DRHP for details of Promoter and Promoter Group.***

VO- [-]% of the Company is held by public shareholders.

SUPER/POPUP:

- **TOP 5 PUBLIC SHAREHOLDERS:**
 - **Investor A**
 - **Investor B**
 - **Investor C**
 - **Investor D**
 - **Investor E**

VO- [-]% of the Company is held by the Selling Shareholding, who are selling upto [-] equity shares or [-]% of the pre-issue capital as part of the offer for sale.

SUPER/POPUP:

- **TOP 5 SELLING SHAREHOLDERS:**

S.No.	Selling Shareholder	Pre-issue no. of equity shares	%age of pre-issue capital	No. of equity shares offered for sale as part of the issue

- **Please refer to page [-] of the DRHP for details of Selling Shareholders.**

VO- The Board of Directors of the Company consists of [-] directors, [-] of which are independent directors.

SUPER/POPUP:

Name	Designation	Period of Directorship

VO: ABC's revenues from operations stood at Rs. [-] crores with an EBITDA margin of approximately [-]% in FY [-]. The Company registered a PAT of approximately Rs. [-] crores reflecting a PAT margin of approximately [-]% in FY [-]. Investors are advised to read the DRHP including pages beginning [-], [-], [-] and [-] for further information on financials and related information of ABC.

SUPER/POPUP:

<i>Key Financial Metrics (in Rs. crores, unless mentioned otherwise)</i>	<i>Fiscal [-]</i>	<i>Fiscal [-]</i>	<i>Fiscal [-]</i>
<i>Revenue from operations</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>
<i>Growth in revenue from operations (%)</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>
<i>Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>
<i>EBIDA Margin (%)</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>
<i>Profit After Tax (PAT)</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>
<i>PAT Margin (%)</i>	<i>[-]</i>	<i>[-]</i>	<i>[-]</i>

[The above VO and line items are indicative.]

VO: There are outstanding legal proceedings involving the Company, Promoters, Directors. Any adverse outcome in such legal proceedings may affect our business, results of operations and financial condition.

Please read Outstanding Litigations and Material Developments beginning on page [-] of the DRHP.

SUPER/POPUP

[Take from Risk Factor providing a summary of outstanding litigation and provide a cross reference to the section on Outstanding Litigations and Material Developments]

VO: The net proceeds of the fresh issue are proposed to be used for repayment/ prepayment of certain indebtedness availed by the Company, funding the working capital gap, Investment in product development and general corporate purposes.

SUPER/POPUP:

USE OF NET PROCEEDS:

- ***REPAYMENT/ PAYMENT OF DEBT: Rs. [-] CRORES***
- ***FUNDING WORKING CAPITAL GAP: RS. [-] CRORES***
- ***PRODUCT DEVELOPMENT: RS. [-] CRORES***
- ***GENERAL CORPORATE PURPOSES***

VO: IPO will be conducted through book building with allotment of not less than 75% of the Net Offer to QIBs, not more than 15% to Non-Institutional Investors and not more than 10% to Retail Individual Bidders. The equity shares will be listed on the BSE and NSE. Merchant Banker 1 and Merchant Banker 2 are the Book Running Lead Managers.

SUPER/POPUP:

- ***OFFER STRUCTURE: BOOK BUILDING (75% QIBS, 15% NII, 10% RETAIL INDIVIDUALS)***
- ***LISTING VENUE: BSE, NSE***
- ***LEAD MANAGERS: MERCHANT BANKER 1, MERCHANT BANKER 2***
 - ***The Lead Managers associated with the Offer have handled [-] public issues in the past three years, out of which [-] issues closed below the offer price on listing date:***

<i>Name of Lead Manager</i>	<i>Total Issues</i>	<i>Issues that closed below IPO price as on listing date</i>
<i>Merchant Banker 1</i>	<i>[-]</i>	<i>[-]</i>
<i>Merchant Banker 2</i>	<i>[-]</i>	<i>[-]</i>
<i>Total</i>	<i>[-]</i>	<i>[-]</i>

(PLEASE SEE PAGE [-] OF THE DRHP FOR PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS)

VO: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Please read the Draft Red Herring Prospectus dated [-], and any corrigendum or addendums thereto.

SUPER/POPUP

FOR FURTHER INFORMATION PLEASE READ:

- ***DRAFT RED HERRIING PROSPECUS DATED [-] (DRHP) AVAILABLE ON WEBSITES OF:***
 - ***SEBI (www.sebi.gov.in)***
 - ***NSE (www.nseindia.com); BSE (www.bseindia.com)***
 - ***LEAD MANAGERS: Merchant Banker 1 (www.mb1.com); Merchant Banker 2 (www.mb2.com)***
 - ***[Issuer Company (www.xyz.com)]***

- ***Potential investors should rely on the RHP to be filed with the Registrar of Companies for making any investment decision.***

- ***FOR RISK FACTORS PLEASE REFER TO PAGE [-] OF THE DRHP***
- ***FOR FINANCIAL INFORMATION PLEASE REFER TO PAGE [-] OF THE DRHP***
- ***FOR OUTSTANDING LITIGATIONS PLEASE REFER TO PAGE [-] OF THE DRHP***

VO for Disclaimer: Neither the Company nor the Promoters and Selling Shareholders are seeking an investment from you based on this video. This is a video for information purposes only, and is not a promotional video and does not constitute an invitation or offer to acquire, purchase or subscribe to the equity shares of the Company. Potential investors should wait for the Red Herring Prospectus to be filed in relation to the Offer for making any investment decision.

SUPER/POPUP

[QR CODE]

(Please scan above QR code to access the DRHP)

Disclaimer: Neither the Company nor the Promoters and Selling Shareholders are seeking an investment from you based on this video. This is a video for information purposes only and is not a promotional video and does not constitute an invitation or offer to acquire, purchase or subscribe to the equity shares of the Company. Potential investors should wait for the Red Herring Prospectus to be filed in relation to the Offer for making any investment decision.

SUPER/POPUP

[QR CODE]

(Please scan above QR code to access the DRHP)

Disclaimer: ABC Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a draft red herring prospectus dated [-] with SEBI (the “DRHP”). The DRHP is available on the website of SEBI at www.sebi.gov.in as well as on the website of the Lead Managers i.e., Merchant Banker 1 at www.mb1.com and Merchant Banker 2 at www.mb2.com, the website of NSE at www.nseindia.com and the website of BSE at www.bseindia.com, [and the website of the issue company at www.xyz.com]. Any potential investor should note that investment in equity shares involves a high degree of risk and for details relating to such risks, please see the section titled “Risk Factors” beginning on page [-] of the DRHP. Potential investors should wait for the Red Herring Prospectus to be filed in relation to the Offer for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in “offshore transactions” as defined and in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the Unit.

Annexure D

Indicative Script for English AV to be released at with the Price Band Advertisement.

The below script is indicative and would need to be suitably customized by the Company in consultation with the Lead Managers and legal counsels.

Voice Over (VO): Welcome to the official Video Overview for the IPO of ABC Limited. [One line of what the Company does]

VO: **Caution:** 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.

SUPER/ POPUP

Caution: 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.

SUPER/POPUP: INITIAL PUBLIC OFFER (IPO) OF ABC LIMITED

VO: Investors are advised to read the Red Herring Prospectus dated [-] (RHP) and the price band advertisement dated [-] carefully, before taking an investment decision on the Offer.

SUPER/POPUP

- ***RED HERRING PROSPECTUS DATED [-] (RHP) IS AVAILABLE ON WEBSITES OF:***
 - ***SEBI (www.sebi.gov.in)***
 - ***NSE (www.nseindia.com); BSE (www.bseindia.com)***

- **LEAD MANAGERS: Merchant Banker 1 (www.mb1.com); Merchant Banker 2 (www.mb2.com)**
- **[Issuer Company (www.xyz.com)]**
- **PRICE BAND ADVERTISEMENT DATED [-] IS AVAILABLE ON: www.mb1.com**

VO: ABC's IPO consists of a fresh issue of upto Rs. [-] crores and an offer for sale of upto [-] crore equity shares, with an employee reservation of upto [-] equity shares and shareholders reservation of upto [-] equity shares. The Offer for Sale involves the sale of equity shares held by the promoters and certain shareholders in the IPO, and proceeds of the Offer for Sale will not be received by the Company.

SUPER/POPUP:

- **FRESH ISSUE: RS. [-] CRORES**
- **OFFFER FOR SALE: SALE OF UPTO [-] EQUITY SHARES BY PROMOTER AND NON-PROMOTER SHAREHOLDERS**
- **EMPLOYEE RESERVATION: UPTO [-] EQUITY SHARES**
- **SHAREHOLDERS RESERVATION: UPTO [-] EQUITY SHARES**

VO: The anchor investor bidding period will close on [-]. The offer will open on [-] and close on [-].

SUPER/POPUP:

- **ANCHOR INVESTOR BID/ OFFER PERIOD: [-]**
- **BID/ OFFER OPENS: [-]**
- **BID/ OFFER CLOSES: [-]**

VO- Incorporated in [-] with its registered office in [-]

SUPER/POPUP:

- **INCORPORATION: [-]**
- **REGISTERED OFFICE: [-]**

VO- [Include top 1-2 positioning statements of the Company; In case industry information/ market share data is being provided please mention the name of the industry report, entity

that has prepared and specifically mention that the report has been commissioned and paid for by the Company]

- ***[-] (Source: [-] Report, Commissioned and paid for by the Company and prepared by PQR).***

VO: [Mention any key facilities/ customers of the Company, as per the DRHP]

SUPER/POPUP: AREA OF APPROXIMATELY [-] SQ.FT

- ***~[-] SQ. FT LICENSED PREMISES***
- ***IN-HOUSE DESIGN AND DEVELOPMENT WITH [-] EMPLOYEES***
- ***[-] PENDING PATENT APPLICATIONS – [-] INTERNATIONAL & [-] INDIA***

VO: Investors should note the following important risks: [Give top 5 risk factors]

- 1) [Risk Factor 1]
- 2) [Risk Factor 2]
- 3) Risk Factor 3]

SUPER/POPUP:

Key Risks:

- 1) ***[Risk Factor 1]***
- 2) ***[Risk Factor 2]***
- 3) ***Risk Factor 3]***

VO:

- 4) [Risk Factor 4]
- 5) [Risk Factor 5]

Please read the risk factors beginning on page [-] of the RHP and the price band advertisement dated [-], for further information.

SUPER/POPUP

Key Risks (Continued):

- 4) ***[Risk Factor 4]***
- 5) ***[Risk Factor 5]***

Please read “Risk Factors” beginning on page [-] of the RHP and the price band advertisement dated [-].

VO- ABC is promoted by X, Y and Z, who together hold [-]% of the Company.

SUPER/POPUP:

- ***PROMOTERS ARE X, Y AND Z***
- ***PROMOTERS HOLDING: [-]% of pre-issue capital***
- ***Please refer to page [-] of the RHP for details of Promoter and Promoter Group.***

VO- [-]% of the Company is held by public shareholders.

SUPER/POPUP:

- ***TOP 5 PUBLIC SHAREHOLDERS:***
 - ***Investor A***
 - ***Investor B***
 - ***Investor C***
 - ***Investor D***
 - ***Investor E***

VO- [-]% of the Company is held by the Selling Shareholding, who are selling upto [-] equity shares or [-]% of the pre-issue capital as part of the offer for sale.

SUPER/POPUP:

- ***TOP 5 SELLING SHAREHOLDERS:***

S.No.	Selling Shareholder	Pre-issue no. of equity shares	%age of pre-issue capital	No. of equity shares offered for sale as part of the issue

- **Please refer to page [-] of the RHP for details of Selling Shareholders.**

VO- The Board of Directors of the Company consists of [-] directors, [-] of which are independent directors.

SUPER/POPUP:

Name	Designation	Period of Directorship

VO: ABC's revenues from operations stood at Rs. [-] crores with an EBITDA margin of approximately [-]% in FY [-]. The Company registered a PAT of approximately Rs. [-] crores reflecting a PAT margin of approximately [-]% in FY [-]. Investors are advised to read the RHP including pages beginning [-], [-], [-] and [-] for further information on financials and related information of ABC.

SUPER/POPUP:

Key Financial Metrics (in Rs. crores, unless mentioned otherwise)	Fiscal [-]	Fiscal [-]	Fiscal [-]
Revenue from operations	[-]	[-]	[-]
Growth in revenue from operations (%)	[-]	[-]	[-]
Earnings Before Interest, Tax, Depreciation and Amortization (EBITDA)	[-]	[-]	[-]
EBIDA Margin (%)	[-]	[-]	[-]
Profit After Tax (PAT)	[-]	[-]	[-]
PAT Margin (%)	[-]	[-]	[-]

[The above VO and line items are indicative.]

VO: There are outstanding legal proceedings involving the Company, Promoters, Directors. Any adverse outcome in such legal proceedings may affect our business, results of operations and financial condition.

Please read Outstanding Litigations and Material Developments beginning on page [-] of the RHP.

SUPER/POPUP

[Take from Risk Factor providing a summary of outstanding litigation and provide a cross reference to the section on Outstanding Litigations and Material Developments]

VO: ABC has completed a pre-IPO placement of Rs. [-] crores in [-] at Rs. [-] per equity share.

- ***PRE-IPO OF RS. [-] CRORES ON [-] AT RS. [-] PER EQUITY SHARE***
- ***KEY PRE-IPO INVESTORS:***
 - ***Investor 1***
 - ***Investor 2***
 - ***Investor 3***
 - ***Investor 4***

VO: The net proceeds of the fresh issue are proposed to be used for repayment/ prepayment of certain indebtedness availed by the Company, funding the working capital gap, Investment in product development and general corporate purposes.

SUPER/POPUP:

USE OF NET PROCEEDS:

- ***REPAYMENT/ PAYMENT OF DEBT: Rs. [-] CRORES***
- ***FUNDING WORKING CAPITAL GAP: RS. [-] CRORES***
- ***PRODUCT DEVELOPMENT: RS. [-] CRORES***
- ***GENERAL CORPORATE PURPOSES***

VO: The price band for the IPO is Rs. [-] to Rs. [-] per equity share and there is a discount of Rs. [-] per equity share for the employee reservation portion.

SUPER/POPUP:

- ***PRICE BAND: RS. [-] TO RS. [-] PER EQUITY SHARE***
- ***DISCOUNT OF RS. [-] PER EQUITY SHARE FOR EMPLOYEE RESERVATION PORTION***
- ***WEIGHTED AVERAGE COST OF ACQUISITION OF SELLING SHAREHOLDERS: RS. [-] TO RS. [-] PER EQUITY SHARE***

VO: The minimum bid lot is [-] equity shares. Please read “Basis for Offer Price” beginning on page [-] of the RHP and price band advertisement dated [-] for further information.

SUPER/POPUP:

- ***MINIMUM BID LOT: [-] EQUITY SHARES***
- ***Please read “Basis for Issue Price” beginning on page [-] of the RHP and the price band advertisement dated [-].***

VO: IPO will be conducted through book building with allotment of not less than 75% of the Net Offer to QIBs, not more than 15% to Non-Institutional Investors and not more than 10% to Retail Individual Bidders. The equity shares will be listed on the BSE and NSE. Merchant Banker 1 and Merchant Banker 2 are the Book Running Lead Managers.

SUPER/POPUP:

- ***OFFER STRUCTURE: BOOK BUILDING (75% QIBS, 15% NII, 10% RETAIL INDIVIDUALS)***
- ***LISTING VENUE: BSE, NSE***
- ***LEAD MANAGERS: MERCHANT BANKER 1, MERCHANT BANKER 2***
 - ***The Lead Managers associated with the Offer have handled [-] public issues in the past three years, out of which [-] issues closed below the offer price on listing date:***

<i>Name of Lead Manager</i>	<i>Total Issues</i>	<i>Issues that closed below IPO price as on listing date</i>
<i>Merchant Banker 1</i>	<i>[-]</i>	<i>[-]</i>

Merchant Banker 2	[-]	[-]
Total	[-]	[-]

(PLEASE SEE PAGE [-] OF THE RHP FOR PRICE INFORMATION OF PAST ISSUES HANDLED BY THE LEAD MANAGERS)

VO: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Please read the Red Herring Prospectus dated [-], the price band advertisement dated [-] and any corrigendum or addendums thereto, before taking an investment decision in the Offer. Investors are advised not to rely on any other document or information for making their investment decision.

SUPER/POPOP

FOR FURTHER INFORMATION PLEASE READ:

- **RED HERRING PROSPECUS DATED [-] (RHP) AVAILABLE ON WEBSITES OF:**
 - **SEBI (www.sebi.gov.in)**
 - **NSE (www.nseindia.com); BSE (www.bseindia.com)**
 - **LEAD MANAGERS: Merchant Banker 1 (www.mb1.com); Merchant Banker 2 (www.mb2.com)**
 - **[Issuer Company (www.xyz.com)]**
- **PRICE BAND ADVERTISEMENT DATED [-] AVAILABLE ON: www.mb1.com**
- **PLEASE DO NOT RELY ON ANY OTHER DOCUMENT OR INFORMATION FOR MAKING YOUR INVESTMENT DECISION**
- **FOR RISK FACTORS PLEASE REFER TO PAGE [-] OF THE RHP**
- **FOR FINANCIAL INFORMATION PLEASE REFER TO PAGE [-] OF THE RHP**
- **FOR BASIS FOR OFFER PRICE PLEASE REFER TO PAGE [-] OF THE RHP**
- **FOR OUTSTANDING LITIGATIONS PLEASE REFER TO PAGE [-] OF THE RHP**

VO for Disclaimer: Neither the Company nor the Promoters and Selling Shareholders are seeking an investment from you based on this video. This is a video for information purposes only, and is not a promotional video and does not constitute an invitation or offer to acquire, purchase or subscribe to the equity shares of the Company. Potential investors should rely only on the disclosures made in the Red Herring Prospectus dated [-], the price band advertisement dated [-] and any addendums-corrigendums thereto, for taking an investment decision on the Offer.

SUPER/POPUP

[QR CODE]

(Please scan above QR code to access the RHP and Price Band Advertisement)

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SUPER/POPUP

[QR CODE]

(Please scan above QR code to access the RHP and Price Band Advertisement)

Disclaimer: ABC Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to make an initial public offer of its Equity Shares and has filed a draft red herring prospectus dated [-] with SEBI (the “DRHP”), a red herring prospectus [-] (the “RHP”) with the Registrar of Companies, [-], and addendums and corrigendums thereto (the “Addenda and Corrigenda”) filed with SEBI. The RHP and Addenda and Corrigenda are available on the website of SEBI at www.sebi.gov.in as well as on the website of the Lead Managers i.e., Merchant Banker 1 at www.mb1.com and Merchant Banker 2 at www.mb2.com, the website of NSE at www.nseindia.com and the website of BSE at www.bseindia.com, [and the website of the issue company at www.xyz.com]. Any potential investor should note that investment in equity

shares involves a high degree of risk and for details relating to such risks, please see the section titled “Risk Factors” beginning on page [-] of the RHP. Potential investors should not rely on the DRHP for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined and in reliance on Regulation S and the applicable laws of each jurisdictions where such offers and sales are made. There will be no public offering of the Equity Shares in the United States.

Annexure E

Some Do's and Don'ts

Do's:

1. Ensure that each English AV has a corresponding Hindi version with text in Devanagari script.
2. Ensure that the text in the AV should be in a clear readable font (preferably Times New Roman not smaller than font size 11 (with 1.0 line spacing)).
3. Ensure that each AV has a scan-able QR code that gives access to the website of the left lead Lead Manager where a copy of: (i) the DRHP/ Updated Draft Red Herring Prospectus -I can be viewed, for AVs uploaded at the DRHP/ Updated Draft Red Herring Prospectus -I stage, (ii) the offer documents, price band advertisement etc. (as applicable) can be viewed, for AVs uploaded on the date of publication of the price band advertisement or the date of filing of prospectus (in case of fixed price issues).
4. Ensure that the duration of each bilingual version of the AV is approximately 10 minutes.
5. Ensure that the total duration of the AV is 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.
6. Ensure that the AV is in compliance with the advertisement code including the provisions regarding "Public communications and publicity materials" prescribed under Schedule IX of the SEBI ICDR Regulations.
7. Ensure the content of the AV is factual, non-repetitive, non-promotional and not misleading in any manner.
8. Ensure that the information presented in the AV is accurate and from the DRHP/ Updated Draft Red Herring Prospectus - I/ RHP/ Prospectus/ price band advertisements/ any corrigendum-addendums thereto (as applicable). Misleading statements or omissions that could misinform potential investors should be removed.
9. Ensure that in case an industry report is being quoted, mention the name of the entity that has issued the report and that the industry report is commissioned and paid for by the issuer company, as applicable.
10. Ensure that you clearly disclose the risks associated with investing in the company's public issue (at-least the top 5 risk factors).
11. Ensure that you adhere to the SEBI circular dated May 24, 2025 and AIBI guidelines on AV.
12. Ensure that the AV starts with the disclosure to investors as per the SEBI Circular.
13. Ensure that you adhere to the timelines and manner of availability of the AV as mentioned in the SEBI Circular and these AIBI guidelines.

Don'ts:

1. Ensure that there are no misleading/ non-factual/ promotional statements in the AV.
2. Ensure information in the AV is not outside of the DRHP/ Updated Draft Red Herring Prospectus - I/ RHP/ Prospectus/ price band advertisements/ any corrigendum-addendums thereto (as applicable).

3. Ensure that you do not make any exaggerated claims or promises about the company's prospects.
4. Avoid jargon or overly technical language.
5. Avoid sending the AV to AIBI outside the timing mention in these guidelines.