



# SME LISTING PROCEDURE & BENEFITS OF LISTING

Presented by:

**Mr. Swapnilsagar Vithalani**

*Co- Founder & Director*

*Cumulative Capital Private Limited*



# TABLE OF CONTENTS



- 1 Introduction to IPOs
- 2 Small Medium Enterprises (SMEs)
- 3 SME IPO Market
- 4 Candidature & Eligibility Requirements for SMEs
- 5 Miscellaneous Points for SME IPO
- 6 Critical Points to be kept in mind before going for IPO
- 7 Role of CAs in SME IPO
- 8 IPO Process
- 9 About us- Cumulative Capital





# Introduction to IPOs



# INTRODUCTION

For many companies, an initial public offering (IPO) is a significant achievement that symbolizes value for founders, employees, and customers—but risk and challenges can arise if you are unprepared. In this ultimate IPO guide, you will find the importance of IPO readiness ahead of ringing that bell.



## WHAT IS AN IPO?

- An IPO, or initial public offering, is when a company decides to sell its shares to the public for the first time. It's like the company is saying, "Hey everyone, now you can buy a piece of our company and become an owner!"
- When people buy shares during an IPO, they become shareholders of the company. In return, the company raises funds that it can use for various purposes, such as expanding its business, paying off debts, or investing in new projects. Overall, an IPO is a way for a company to raise money and become publicly traded, which means its shares can be bought and sold by anyone on the stock market.
- There are 2 types of IPO- Main Board IPO & SME IPO





## MAINBOARD IPO VS SME IPO

Particulars	MainBoard IPO	SME IPO
<b>Meaning</b>	IPO of large and established companies	IPO of small and medium enterprises
<b>Post-issue paid-up capital</b>	Not less than ₹10 crore	Less than ₹25 crore
<b>Listing Platform</b>	Securities listed and traded on NSE/BSE platform	Securities listed and traded on NSE EMERGE/ BSE SME platform
<b>IPO application size</b>	Near about ₹15,000	Not less than ₹1,00,000
<b>Underwriting</b>	No underwriting is needed	Mandatory 100% Underwritten, with MerchantBanker underwriting 15%
<b>Market Making</b>	Not mandatory	Mandatory
<b>Observation of Offer Document</b>	By SEBI	By Exchange
<b>Lot Size</b>	1 Lot = 1 Share	Shares sold in lot only
<b>Reporting requirements</b>	Quarterly report mandatory	Half-yearly report mandatory
<b>Minimum number of allottees</b>	1000	200





## FIXED PRICE ISSUE

- In a Fixed Price IPO, the company **sets a fixed price** at which its shares will be offered to investors in advance of the issue.
- **Key Features:**
  1. The price is decided before the issue opens.
  2. Investors know the exact price they will pay.
  3. The demand for shares is known only after the issue closes.
  4. Investors must pay the full amount upfront when applying.
- **Example:** If a company decides to offer shares at ₹100 each, every investor will pay ₹100 per share regardless of demand.

## BOOK BUILDING ISSUE

- In a Book Building IPO, the company does not fix a single price. Instead, it provides a **price range (band)**, and investors bid within that band.
- **Key Features:**
  1. Investors place bids stating how many shares they want and at what price within the band.
  2. The final price (called the cut-off price) is determined after analyzing all the bids.
  3. The issue is generally more market-driven and transparent.
  4. Often used in larger or more popular IPOs.
- **Example:** If many investors bid at ₹105, the final issue price might get fixed at ₹105.



## FIXED PRICE IPO VS BOOK BUILDING IPO (1/2)

Particulars	Fixed Price IPO	Book Building IPO
<b>Price Disclosure</b>	Fixed and mentioned in the prospectus before opening	A price band is provided (e.g., ₹100–₹120); final price is determined through bidding
<b>Price Determination</b>	Decided solely by the issuer and merchant banker	Discovered based on demand from investors (book building process)
<b>Demand Visibility</b>	Known only after the issue closes	Visible throughout the bidding process
<b>Bidding System</b>	No bidding; single price applies to all	Investors bid at or above the floor price within the price band
<b>Allotment Price</b>	Same for all investors	Based on cut-off price; may vary for different categories
<b>Subscription Period</b>	Usually 3–10 working days	Typically open for 3–7 working days
<b>Market Transparency</b>	Fully transparent upfront but less flexible	Dynamic and demand-driven, more efficient price discovery
<b>Issue Size Flexibility</b>	Less flexible due to fixed pricing	Highly flexible as pricing can adapt to demand
<b>Listing Price Gap</b>	Higher chance of significant listing gains or losses	Generally narrower listing gap due to price discovery



## FIXED PRICE IPO VS BOOK BUILDING IPO (2/2)

Particulars	Fixed Price IPO	Book Building IPO
<b>Investor Participation</b>	Mostly retail-focused	Attracts QIBs, NIIs, and retail investors
<b>Popularity in India</b>	Less common today	Most widely used IPO method post-SEBI reforms
<b>QIB Allocation</b>	Not allowed to participate	Up to 50% of the issue size reserved
<b>NII Allocation</b>	Eligible – 50% reservation (after retail)	15% of the issue size reserved
<b>Retail Allocation</b>	Minimum 50% of net offer reserved	Minimum 35% of the issue size reserved
<b>Anchor Investors</b>	Not applicable	Allowed (within QIB quota, up to 60%)
<b>Employee / Shareholder Reservation</b>	Optional but allowed	Optional but allowed
<b>Prospectus Info</b>	Full pricing and number of shares disclosed in advance	Only price band, total issue size and bidding details disclosed initially
<b>Price Discovery</b>	No market input; issuer decides	Price based on actual demand from various investors



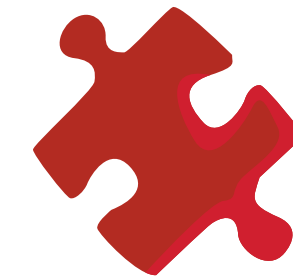


# Small Medium Enterprises (SME)





## CHALLENGES FACED BY SME



- Absence of adequate and timely finance.
- Lack of information and awareness about funding sources.
- Absence of Skilled & Professional Manpower.
- Ineffective marketing and identification of new markets.
- Unavailability of suitable technology.
- Constraints on modernization and expansions.
- Low production capacity
- Lack of required support from Governments which make SMEs ineffective competitor in International markets



# FINANCING OPTIONS FOR SME



## Debt Funding

- Requirement of Collateral / Security
- Fixed Interest Obligation
- Fixed repayment schedule
- No dilution of control & ownership

## Venture Funding

- No requirement of Collateral, however desired
- Investing more than money – business / networking opportunity
- Dilution of shareholding
- Expected Return to VC
- Exit through Repayment or IPO

## Private Equity

- No requirement of Collateral, however desired
- Investing more than money – Expertise
- Dilution of shareholding
- Participation in Management
- Expected return to PE Investor
- Exit through sale or IPO

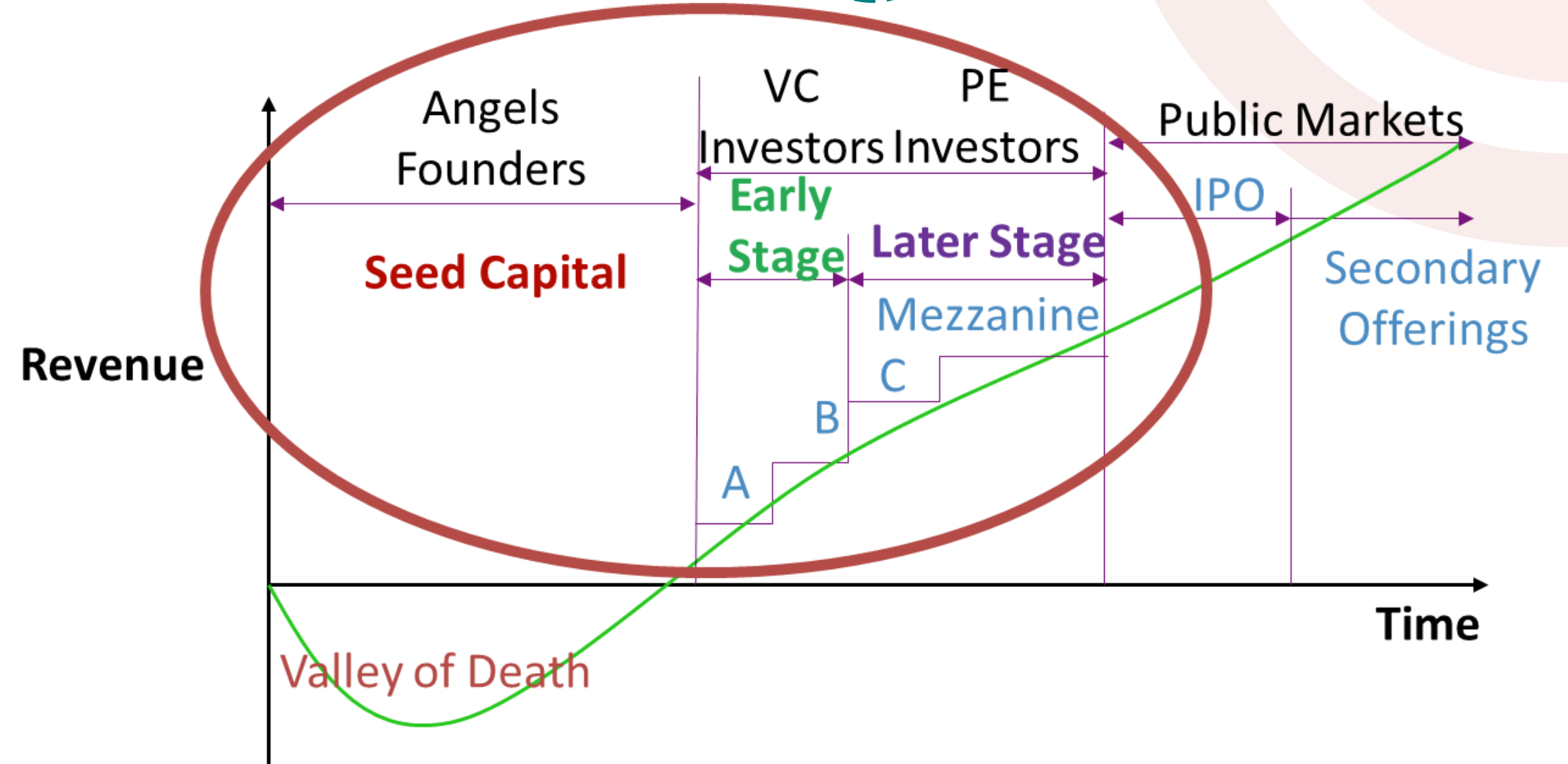
## Public offering

- Access to public capital
- Dilution of control
- Regulatory Compliances
- Expected Return to investors
- No repayment during lifetime of Business
- Listing benefits





# EQUITY FUNDING CYCLE



**Seed or Start-up**: Market research and product development.

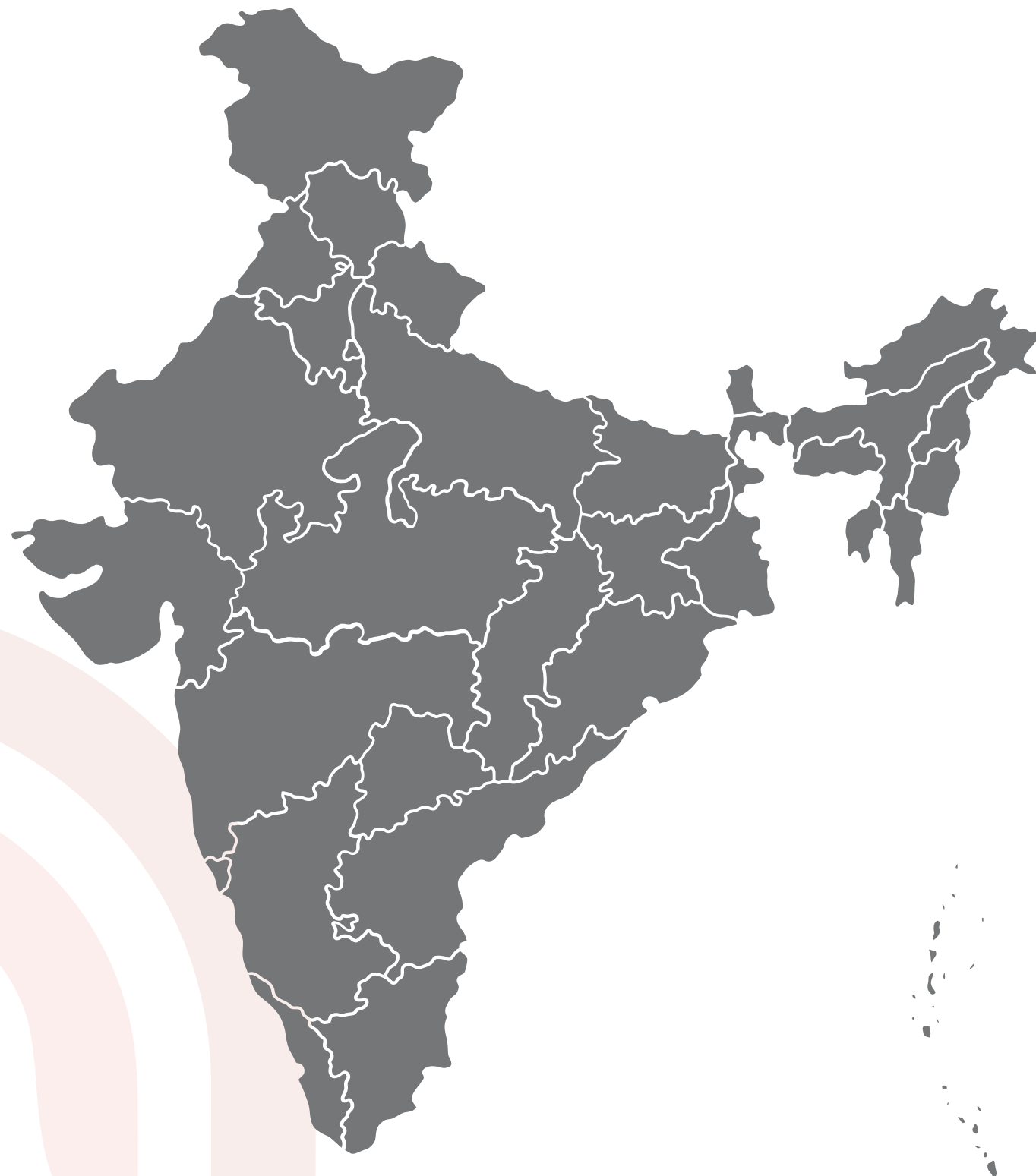
**Early Stage**: Funding full-scale operations and selling products/services;  
Not yet profitable.

**Later Stage**: Funding expansion and new products; Near break-even or  
Profitable



# GOVERNMENT INITIATIVES FOR SME SECTOR IN INDIA

The key initiatives taken by the Indian government to promote start-ups and SME IPOs in the country are:



- 1 Start-up India Initiative
  - 2 Start-up India Seed Fund Scheme (SISFS)
  - 3 Credit Guarantee Scheme for Start-ups (CGSS)
  - 4 Atal Innovation Mission (AIM)
  - 5 Software Technology Parks of India (STPI)
  - 6 Pradhan Mantri Mudra Yojana (PMMY)
  - 7 Ebiz Portal
  - 8 Dairy Processing and Infrastructure Development Fund (DIDF)
  - 9 Market Access Promotion Scheme (MAPS)
- 

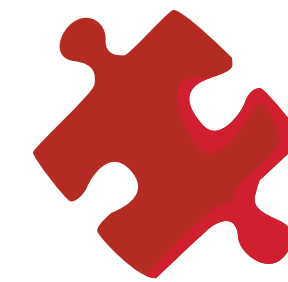


# SME IPO Market





# SME IPO MARKET IN INDIA



The SME IPO market in India is vibrant and evolving, presenting numerous opportunities for both businesses and investors. With continued regulatory support and increasing awareness, it is poised for further growth in the coming years.

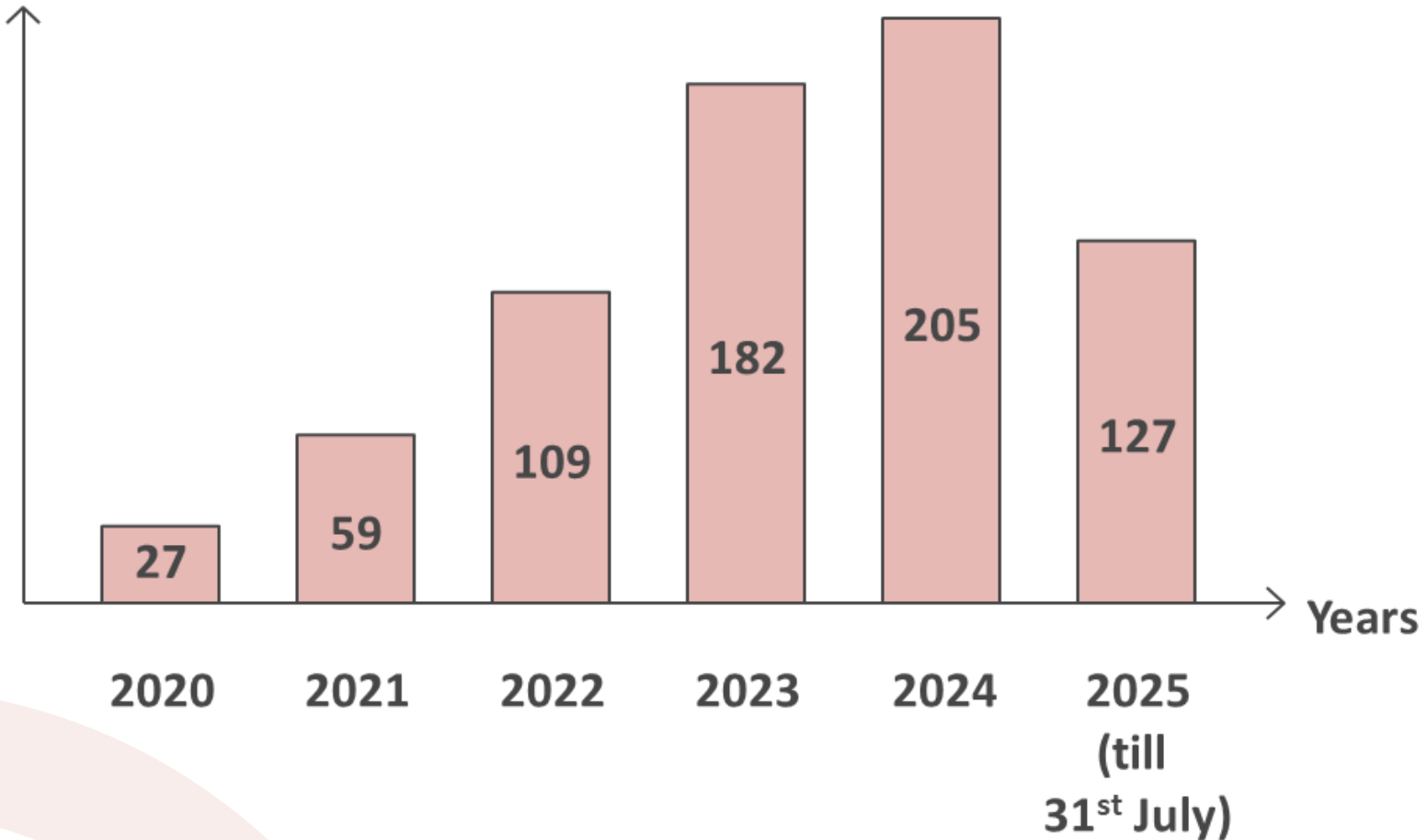
## Here are some key points regarding the SME IPO landscape in India:

- Continued Growth The SME IPO market is poised for further expansion, supported by favorable government policies and increasing investor interest
- Increasing Number of Listings The number of SME IPOs has surged, reflecting confidence among SMEs in the public markets
- Access to Capital Going public provides SMEs with a platform to raise funds while enhancing their visibility and credibility in the market
- Growing Retail Participation Retail investors are increasingly attracted to SME IPOs due to their high growth potential

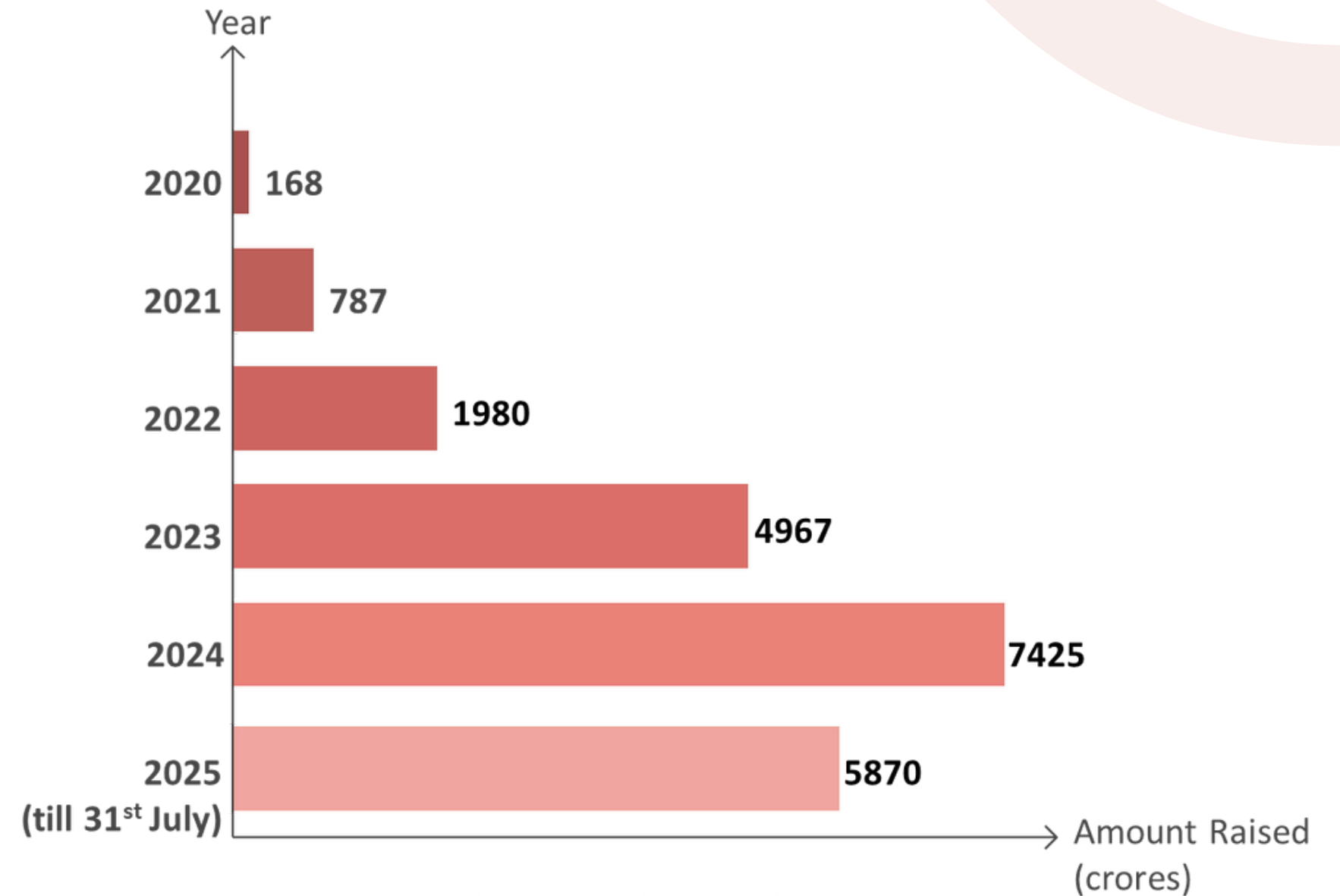




Number of IPOs



Number of SME IPOs Over the Years

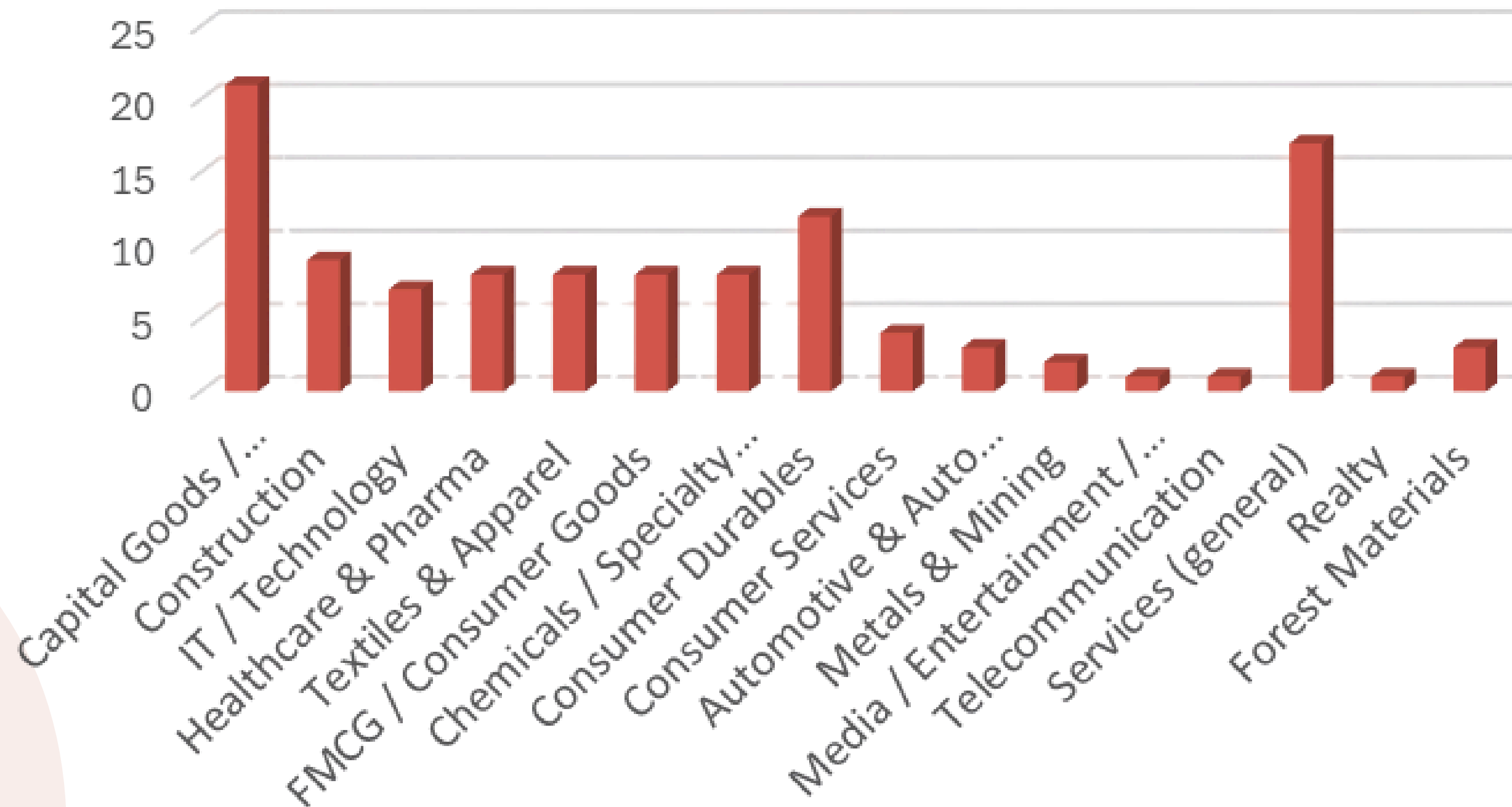


Funds Raised Over the Years



# INDUSTRY-WISE SME IPO OF 2025 (TILL 31ST JULY)

No. of IPOs



# CITY/STATE-WISE DISTRIBUTION OF SME IPOs



## Key Insights

- **Concentration:** Maharashtra (70 IPOs) and Gujarat (55 IPOs) dominate the SME IPO space in 2025.
- **Strong Regions:** Delhi-NCR and Uttar Pradesh not only have high IPO counts but also among the best average listing returns (~86–92%), indicating strong investor appetite in these regions.
- **Sectoral Leadership:** Capital goods & engineering lead with 21 listings, reflecting investor focus on infrastructure and industrial SMEs.
- **Moderate Contributors:** Healthcare, IT, textiles, FMCG, chemicals—each sector saw 7–12 IPOs.
- **Underperformers:** Commodities such as metals, realty, auto components had fewer IPOs and tended to deliver weak listing returns (<0%).



State / Region	No. of SME IPOs	Avg Listing Return (%)	Total Funds Raised (₹ Cr)
Maharashtra	70	42.9	2,428.78
Gujarat	55	58.9	1,994.30
New Delhi (NCR)	28	86	1,059.16
Uttar Pradesh	19	92	1,098.12
West Bengal	17	71.3	582.22
Rajasthan	14	74.6	540.01
Tamil Nadu	13	58.9	735.25
Haryana	7	60.7	231.54
Madhya Pradesh	7	69.8	279.78
Telangana	6	32	245.51
Punjab	4	5.7	122.26
Karnataka	3	69.6	100.18
Chhattisgarh	2	13.9	94.8
Kerala	2	6.3	53.61
Himachal Pradesh	1	99.5	53.9
Orissa	1	59.4	18.08

## BRIEF STATS SME IPOs



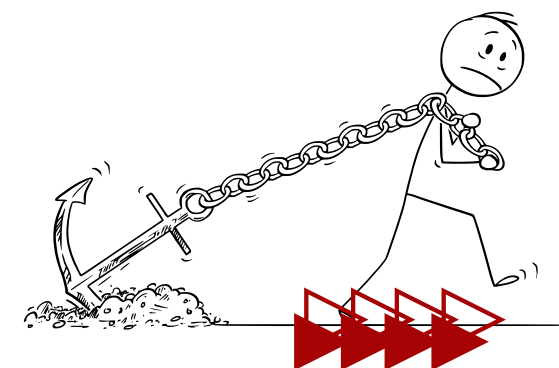
Metric	BSE SME	NSE Emerge	Total
No. of Companies Listed on SME till date	600	647	1,247
Market Cap of Companies Listed on SME (Rs Cr)	₹1,84,574Cr	₹2,10,359 Cr	₹3,94,933 Cr
Total Amount of Money Raised till Date (Rs Cr)	₹10,652 Cr	₹ 18,696 Cr	₹ 29,348 Cr
No. of Companies Migrated to Main Board	196	145	341
No. of Companies Listed as of Date	404	464	868





# TOP ANCHOR INVESTORS IN SME IPOs

Anchor Name	Total No. of IPOs invested	Total Investment (CR.)	Current Value (CR.)
Rajasthan Global Securities Private Limited	105	237.11	605.93
Saint Capital Fund	88	201.33	404.68
Nav Capital VCC	76	188.36	314.39
Vikasa India EIF I Fund - Incube Global Opportunities	67	141.58	316.08
Finavenue Growth Fund	57	93.05	192.12
Meru Investment Fund PCC	46	122.36	300.83
Persistent Growth Fund	45	116.33	295.52
Moneywise Financial Services Private Limited	40	69.31	126.82
Craft Emerging Market Fund - Citadel Capital Fund	36	71.22	98.99
LRSD Securities Private Limited	32	75.77	236.66
Aarth AIF	32	69.25	107.06





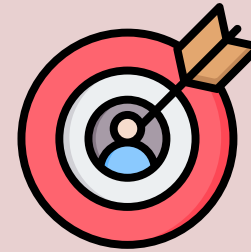
# Candidature & Eligibility Requirements for SME



# CANDIDATURE REQUIREMENTS



**A compelling, credible &  
Scalable Growth Story  
with a 5 years Business  
Plan**



**Niche Business segment  
and proven track record**



**Healthy Corporate  
Governance and  
stakeholder interest**



**Organisation and team  
to deliver**



**Valuation - Attractive  
Investment Opportunity  
for Investors**



# ELIGIBILITY CRITERIA FOR SME IPO (SEBI ICDR REGULATION 229)

## Post-Issue Paid-up Capital

Face value of the Post-issue Paid-up Capital should not exceed ₹25 crore.



## Promoter Requirements

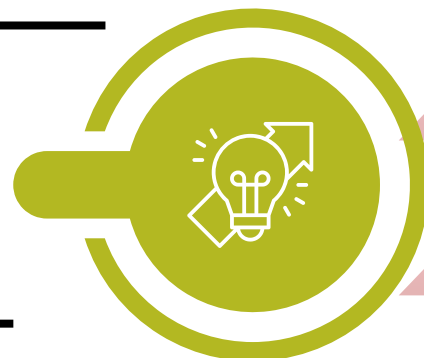
Promoters must have 3 years' experience in the business.

Must hold at least 20% post-issue, locked in for 3 years. Excess stake follows a staggered lock-in (50% after Year 1 & remaining after Year 2)



## Operating Performance

Minimum ₹1 crore EBITDA in at least 2 of the last 3 financial years



## Track Record & Legal Form

- Incorporated under Indian company law; operating for at least 3 years.
- Entities converted from proprietorship, partnership, LLP must operate as a company for a full financial year before DRHP filing



## Offer for Sale & Fund Usage

OFS capped at 20% of total issue; promoters can sell up to 50% of pre-IPO holding  
Proceeds cannot be used for repaying promoter-related loans

## Regulatory & Governance Compliance

No pending default, insolvency, bankruptcy or debarment of promoters.  
Financials must be audited by ICAI peer-reviewed auditors and comply with Schedule III of Companies Act



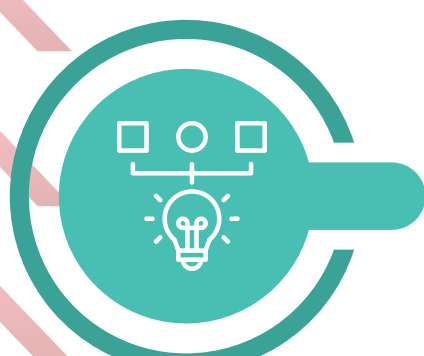
## Monitoring & Reporting

Appointment of a monitoring agency is mandatory if issue size exceeds ₹50 crores.



## Recent Enhancements (2024–2025 Amendments)

Stricter audit trail for IPO proceeds and ESOP/SAR adjustments.  
Enhanced public disclosure norms, including timely exchange notifications.  
Tightened usage of funds and strengthened governance mechanisms





# ELIGIBILITY CRITERIA – SME IPO (BSE SME & NSE EMERGE)

## (1/2)

Criteria	BSE SME	NSE Emerge
<b>Net Worth</b>	Atleast Rs. 1 crore for 2 preceding full financial years	Must be positive
<b>Net Tangible Assets</b>	Rs 3 crores in last preceding (full) financial year.	No such Rule
<b>Track Record</b>	Atleast 3 years . Where the applicant company has taken over a proprietorship concern/ registered partnership firm/ LLP, then the track record together with such proprietorship concern/ registered firm/ LLP should be atleast 3 years.	3 years of existence or promoters with industry experience
<b>Profitability Requirement</b>	The company/ proprietorship concern/ registered firm/ LLP should have operating profit (earnings before interest, depreciation and tax) from operations for 2 out of 3 latest financial years preceding the application date.	An issuer shall have an operating profit (earnings before interest, depreciation and tax) of INR 1 crore from operations for any 2 out of 3 previous financial years
<b>Track Record of Promoters</b>	No regulatory actions (suspension, delisting, or director disqualification/debarment) against promoters or companies promoted by them	1. No BIFR reference or insolvency proceedings: No proceedings under Insolvency and Bankruptcy Code against the issuer or promoting companies. 2. No winding up petitions: No admitted winding up petitions by NCLT/Court. 3. Clean regulatory record: No material regulatory or disciplinary actions by stock exchanges or regulatory authorities in the past 3 years.





# ELIGIBILITY CRITERIA – SME IPO (BSE SME & NSE EMERGE)

## (2/2)

Criteria	BSE SME	NSE Emerge
<b>Demat Shares</b>	100% of shares must be in demat form	100% of shares must be in demat form
<b>Free Cash Flow to Equity (FCFE)</b>	No such rule	Positive Free cash flow to Equity (FCFE) for at least 2 out of 3 financial years preceding the application
<b>Leverage Ratio</b>	Leverage ratio of not more than 3:1	No such rule
<b>Other Listing Conditions</b>	In case of name change within the last one year, at least 50% of the revenue calculated on a restated and consolidated basis for the preceding 1 full financial year has been earned by it from the activity indicated by its new name.	1. No repayment of loans to related parties: SME issues cannot use proceeds to repay loans from promoters, promoter group, or related parties. 2. The application of the applicant company should not have been rejected by the Exchange in last 6 complete months.
<b>IPO Underwriting</b>	100% underwriting mandatory, with 15% by Merchant Banker	Same
<b>Corporate Governance</b>	Board structure and disclosures as per SEBI ICDR & Companies Act	Same
<b>Minimum Allottees in IPO</b>	Minimum 200 allottees	Minimum 200 allottees
<b>Post-Issue Capital</b>	The post issue paid up capital of the company (face value) shall not be more than Rs. 25 crore.	Same
<b>Market Making</b>	Mandatory for 3 years post-listing	Same





# Miscellaneous Points for SME IPO



## WHY SME EXCHANGE



### Simplified Norms

Separate Regulations framed by SEBI for SME

### Benefits of Listed Company

Reduced Compliance & Costs and Quicker Listing process

### New Class of Investor

Platform will attract long term investors with high appetite

### Alternate Valuation

Benchmarking with SMEs at SME Exchange rather than matured Companies on Main Board

### Migration to Main Board

Simplified requirements for migration to Main Board





## 01

**Increased Funding Options**

- Access to capital market & future financing opportunities (Qualified Institutional Placement, Rights Issue, Further Public Offer)
- Equity financing lowers debt burden
- Improved D/E Ratio for further borrowings
- Avoid unlisted space discounting in valuation
- Increased prospects for M&A through use of listed shares as currency
- Entry / Exit platform for PE / other investor

## 02

**Taxation Benefits**

- Long Term Capital Gain Tax is 12.5% for listed shares.
- Short Term Capital Gain Tax at rate of 20%
- No tax on 'distress business' purchase

## 03

**Others**

- Visibility – Brand building & Brand Awareness
- Ability to issue ESOPs –Talent retention tool
- Liquidity for shareholders
- Governance – Internal systems
- Listing benefits
- Unlocking value thereby commanding premium on value of shares
- Listed shares can be given as a collateral for loans
- Better performance leads to higher market capitalisation
- Better Sales and Pricing Power
- Benefit of listing to shareholders, employees, customers and suppliers
- Reputation in community





# UNDER THE EXCHANGE'S LENS...



## Promoter Background

Details about the promoters' history and risk factors.

## Promoter Group Companies

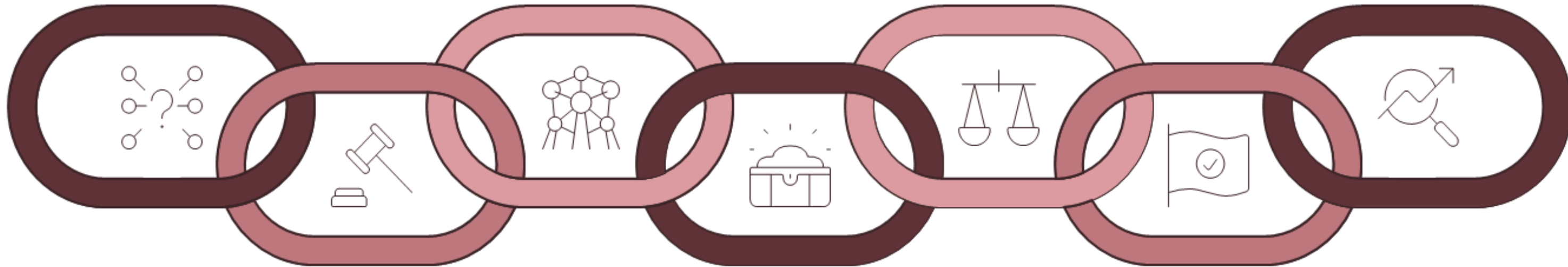
Information about companies associated with the promoters.

## Financial Statements

Restated financial records and accounting standards.

## Management Analysis

Discussion on operational and financial performance.



**Litigation Details**  
Information on legal issues involving the company and its leaders.

**Objects of the Issue**  
The intended use of funds raised through the issue.

**Government Approvals**  
Licenses and approvals required for operations.





# Critical Points to be kept in mind before going for IPO



# VALUATION DECISION

## Factors Influencing Valuation Decisions

### Internal Factors

Financial Performance  
Business Model  
USP / Strengths  
Expansion Plan  
Management Team



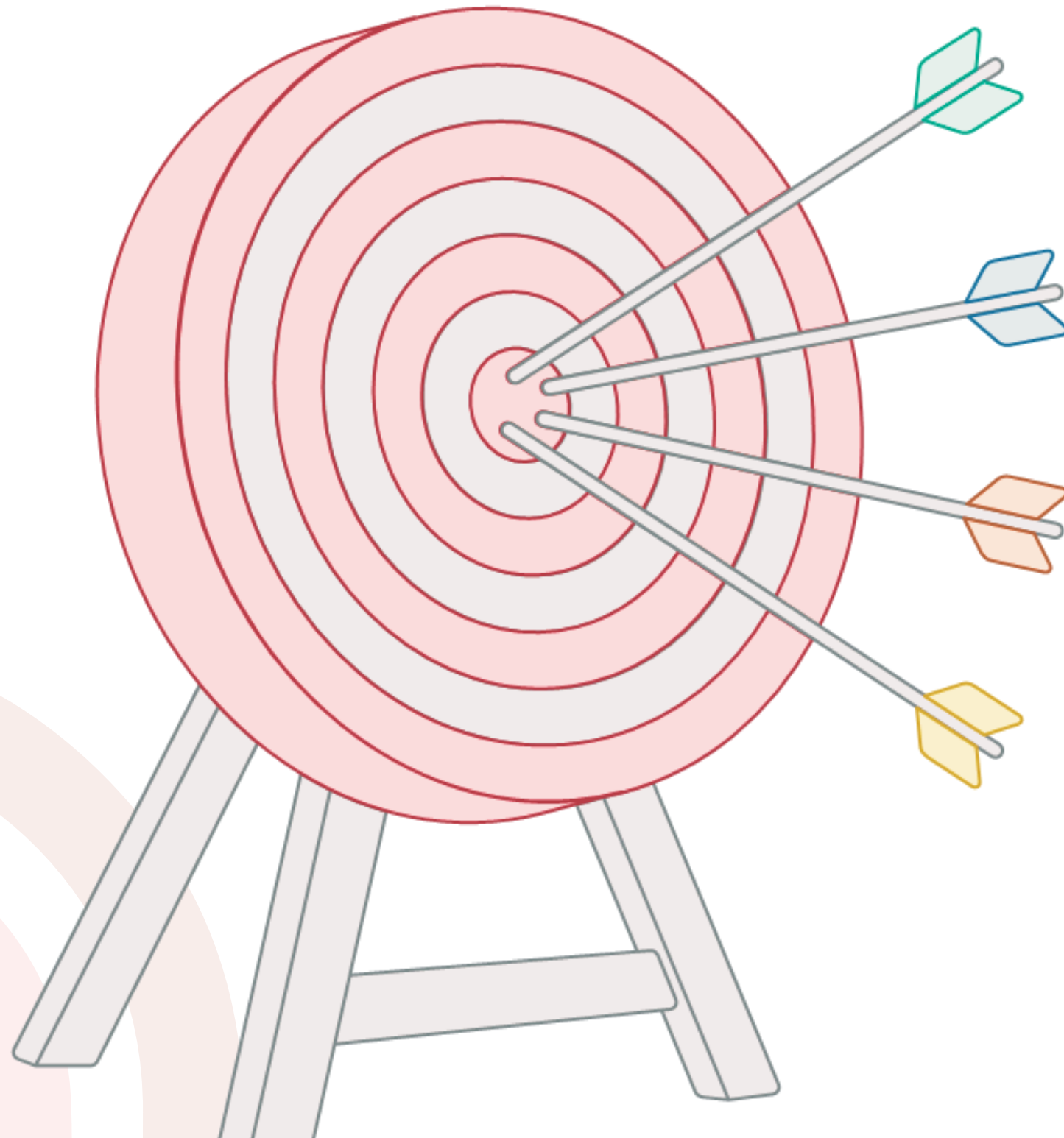
### External Factors

Economic Scenario  
Industry Outlook  
Market Position  
Market PE  
Recent IPOs





# OBJECTS OF IPO



## **CAPEX**

**Investments in long-term assets**



## **Loan Repayment**

**Paying back borrowed funds**



## **Acquisitions**

**Purchasing targets for growth**



## **Working Capital**

**Funds for daily operations**

**and many more.....**

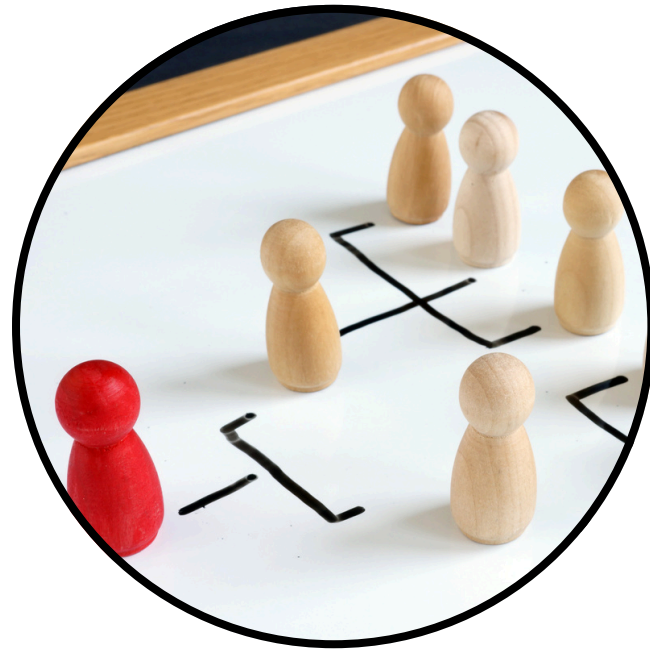






Sr. No	Object	Requirements/ Condition
1	<b>CAPEX</b>	<p>1.The quotations regarding the capex is to be taken from 2 different vendors for the same thing and the lowest quotation will be selected.</p> <p>2.The Vendors will have to provide the details such as Financials, KYC, Company website and vendor due diligence forms (Provided from MB)</p>
2	<b>Repayment of Loan</b>	<p>1.Repayment of loan used for Working Capital cannot be done if one of the object of the company is Using the funds for working capital.</p> <p>2.Loan needs to be older than one year for the repayment to be done. (Exceptional case is term loan renewing every year)</p> <p>3.CA Certificate certifying that the loan was used for the purpose same as in sanction letter and confirming the balance as on balance sheet date and nearest month date of DRHP.</p>
3	<b>Identified Acquisitions</b>	Details of the Specific Company to be acquired from the funds Along with the Valuation report of the company to be acquired
4	<b>Working Capital Requiremntts</b>	The CMA (Projections) of the company is required with valid justification regarding the factors considered for the projections. Further, the working capital days should not increase abnormally when compared to past trend.
6	<b>General Corporate Purpose</b>	₹10 crore or 15% of the total issue size whichever is lower

## PROMOTER CONTRIBUTION



- • Promoter shall hold at least 20% of Post issue capital.
- In case of shortfall AIF or FVCI or SCB or PFI or IC may contribute to meet the shortfall subject to maximum 10%
- • The promoter shall satisfy the requirement at least one day prior to the date of opening of the issue

## Securities ineligible for Promoter Contribution

### **1. Specified securities acquired during the preceding 3 years if :**

- Consideration other than cash and revaluation of assets or capitalization of intangible assets; or
- Bonus issue by utilization of revaluation reserves or unrealized profits or bonus issue against equity shares ineligible for minimum promoter contribution.

### **2. Specified securities acquired during preceding 1 year at a price lower than the IPO price** subject to certain exceptions provided such as payment of difference, shares acquired pursuant to scheme, etc

### **3. Specified securities during preceding one year at a price less than the issue price**, In case of an issuer formed by conversion of one or more partnership firm or LLP and there is no change in management.



# LOCK-IN REQUIREMENTS

- **Minimum Promoter Contribution** shall be locked in for a **period of 1 Year** from the date of Commencement of commercial production or date of allotment in IPO whichever is later.
- **50% of excess promoter contribution** shall be locked in for a **period of 2 Years** and remaining **for 1 year** from the date of allotment in IPO
- Pre issue capital held by persons **other than promoter** shall be locked in for a period of **1 Year** from the date of allotment
- **Exceptions**
  - Equity shares allotted to employee
  - Equity shares held by an Employee stock option trust
  - Equity shares held by VCF or AIF (C-I) or (C-II) or FVCI

*Note: Promoter Contribution shall include contribution by AIF or FVCI or SCB or PFI or IC or any non individual public shareholder holding at least 5 of the post issue capital or any entity (individual or non individual) forming part of promoter group other than the promoter(s)*





# PROMOTER CONTRIBUTION-

**EXAMPLE**

A company called **ABC Ltd** is launching an IPO with the following details:

- **Post-issue capital:** 1 crore shares
- **Promoter contribution:** 30 lakh shares (i.e., 30% of post-issue capital)

## ✓ Step 1: Minimum Promoter Contribution

- Required: 20% of 1 crore = 20 lakh shares
- Promoter holds: 30 lakh shares ⇒ ✓ Meets requirement

## ✓ Step 2: Lock-in Periods

- **Minimum 20 lakh shares:**
  - Locked in for 1 year from date of commercial production or IPO date of allotment, whichever is later
- **Excess 10 lakh shares:**
  - 5 lakh shares (50%) ⇒ Locked in for 2 years from IPO allotment
  - 5 lakh shares (remaining 50%) ⇒ Locked in for 1 year from IPO allotment

## ✓ Step 3: Pre-Issue Capital by Others

Let's say an early investor (not a promoter) owns 5 lakh shares before the IPO. These shares will be locked in for 1 year from the date of IPO allotment.

## ✗ No Lock-in for:

- Shares held by an employee under ESOP
- Shares held by an ESOP Trust
- Shares held by VCF / AIF (Cat I or II) / FVCI

## ✓ Summary Table (from the example):

Holder Type	No. of Shares	Lock-in Period
Promoter (Min 20%)	20 lakhs	1 year from later of production/IPO
Promoter (Excess 10%)	5 lakhs	2 years from IPO allotment
Promoter (Excess 10%)	5 lakhs	1 year from IPO allotment
Early Investor	5 lakhs	1 year from IPO allotment
ESOP Holder	[Any]	No lock-in
AIF/VCF/FVCI Holder	[Any]	No lock-in

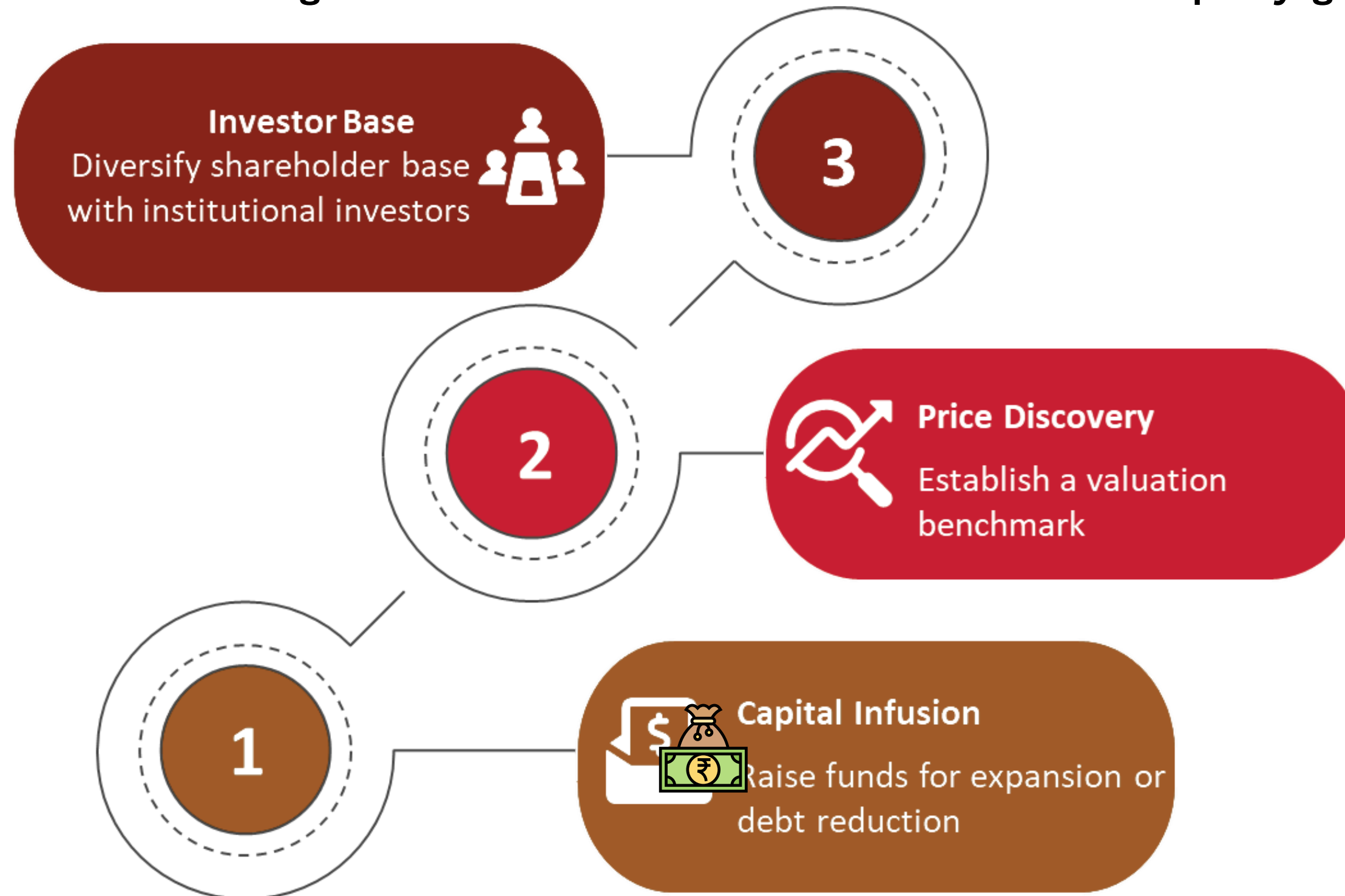




# FUND RAISING ACTIVITY BEFORE IPO/ PLACEMENTS BEFORE IPO



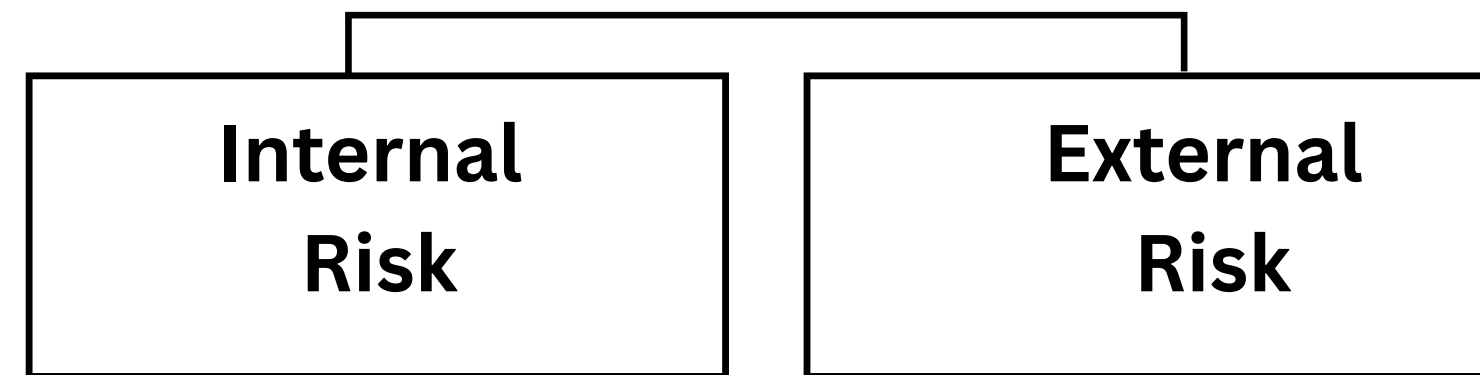
Before IPO placement refers to the private placement of shares to institutional investors or high net worth individuals before the company goes public



# RISK FACTORS

ICDR Regulations Issuer company is required to disclose all the material risk factors in the offer document that will help the Investors to make an informed decision.

**The Risk factors are broadly categorized under the following categories:**



**Consequences of Non Disclosure of Risk factors by the issuer company in the Offer document.**

**A.** Impact on Stock Price once the market becomes aware of undisclosed risks.

**B.** Increased scrutiny and oversight from regulatory bodies in future filings and disclosures.

**C.** Trust lose in the company, affecting its long term reputation and investor relations





# Role of CAs in SME IPO





# ROLE OF STATUTORY & INTERNAL AUDITORS IN IPO PREPARATION (1/2)



## 1. Ensuring Financial Reporting Readiness

- Statutory auditors ensure that the company's financial statements are clean, transparent, and compliant with applicable accounting standards (Ind AS/IGAAP).
- Audited financials are a mandatory requirement for DRHP (Draft Red Herring Prospectus) filing with SEBI and stock exchanges.
- They also certify restated financial statements for the last 3 years (or more) as per SEBI guidelines.

## 2. Restatement of Accounts

- Statutory auditors work with merchant bankers and IPO consultants to restate and reclassify accounts to meet IPO disclosure norms.
- This includes segregation of related party transactions, segmental reporting, and adjustments in revenue recognition, depreciation, etc.

## 3. Tax & Regulatory Compliance Checks

- Internal and statutory auditors verify that the company has no major pending tax issues, litigations, or compliance gaps.
- Any material defaults or contingent liabilities must be disclosed in the offer document—CAs ensure these are accounted for accurately.

## 4. Corporate Governance Hygiene

Auditors help ensure that the board structure, committees (Audit, Nomination & Remuneration), and related party disclosures are compliant with SEBI LODR and Companies Act.





# ROLE OF STATUTORY & INTERNAL AUDITORS IN IPO PREPARATION (2/2)



## 5. IPO Due Diligence Support

- Assist merchant bankers and legal counsel during the due diligence process by providing reports, certificates, and clarification.
- Help answer SEBI and exchange queries regarding accounting policies, provisioning, or operational metrics.

## 6. Internal Controls Review

- Internal auditors assess and strengthen the internal control systems, as investors expect strong governance practices.
- Suggestions are provided to build SOPs (Standard Operating Procedures), risk management policies, and financial discipline.

## 7. Valuation Support & Capital Structure Clarity

Auditors assist in rationalizing the capital structure, bonus/share splits, ESOPs, and ensure that valuation justification is supported with proper financials.

## 8. Investor Confidence

Clean audit reports, robust internal controls, and consistent financial disclosures build credibility with institutional investors, analysts, and regulators.



# UNDERSTANDING THE DIFFERENCE BETWEEN DRHP, RHP, PROSPECTUS



## Draft Red Herring Prospectus

- Initial document filed with regulatory bodies for IPO/public issue
- Contains essential information about company's business, operations, and financials
- Does not contain offer price and number of shares/securities
- SEBI-mandated for companies going public
- Stock Exchanges reviews DRHP for regulatory compliance and investor protection.

## Red Herring Prospectus

- Revised and finalized version of DRHP
- Includes IPO specifics (issue size, price band) and risks
- More comprehensive than DRHP, but still lacks exact pricing
- Used for roadshows, presentations, and investor meetings
- Aims to provide detailed info to potential investors before final pricing.

## Prospectus

- Finalized document with all pertinent information
- Includes:
  - Offer price
  - Number of securities offered
- Essential details
- Filed with regulatory authority
- Distributed to potential investors for informed decisions
- Contains finalized pricing and share details, impacting financials and use of proceeds.



# OFFER DOCUMENT MATRIX







# IPO Process





# IPO PROCESS



# IPO PARTICIPANTS AND THEIR ROLES



# ROLE OF MERCHANT BANKER IN IPO





# About us- Cumulative Capital Private Limited





# Cumulative Capital: About Us



We are *intermix of young finance professionals* having consolidated *experience of about three decades* working as a growth partner for small & mid sized companies and rendering them customized financial & business advisory services in the fields of *fund raising, corporate advisory and management consulting* with a common objective to *add value at each stage*



## 75+

*years of collective  
experience*

## USD 200 mn+

*value of transactions handled*



**Mumbai**  
*Corporate Office*

## Issue Management

*Main Board IPO/SME IPO*

*QIP / Preferential Allotment / Rights Issue*

*FPO/ Private Placement*

## Structured Products

*REITs ( Real estate Investment Trust)*

*InvITs (Infrastructure Investment Trust)*

*NCDs (Non-Convertible Debentures)/ Stressed Asset Financing)*

## Transaction Advisory

*Valuation/ Due Diligence/ Fairness Opinion Regulatory Compliance*

*ESOPs/ Integration Services/ Risk Management*

*M&A/ Restructuring/ Debt Advisory*

## Restructuring

*Open Offer/ BuyBack Offer*

*Delisting*

*M&A/ Capital Restructuring*



**Key  
focus  
sectors**

**BFSI**

**Health & Wellness**

**FMCG**

**Technology**

**Manufacturing**

# Why Us?

***Strong Execution  
Capabilities &  
Relationship driven  
approach***



***Deep & wide network  
of relationships***



***Team with exceptional  
camaraderie & Experience of 3  
decades***



***Experience across life cycle  
of Company from Seed Stage  
to IPO***





# Leadership team

## *Swapnilsagar Vithalani – Founder & Director*

- Chartered Accountant and CFA Charter Holder
- Over 12+ years of experience in equity markets viz. public and private markets handling IPO, private equity, strategic alliances, open offer, buy-back and delisting
- Experience with



## *Vibhor Kedia – Managing Partner & Angel Investor*

- MBA in Finance - NMIMS
- Over 16+ years of experience in equity & debt markets viz. public and private markets handling M&A, private equity, strategic alliances, etc.
- Experience with



## *Priyesh Karia – Co-founder & Director*

- Chartered Accountant (AIR 48) and FRM
- Over 12+ years of experience in private markets handling due diligences, valuations, fund raising, corporate restructuring and forensic diligence
- Experience with



## *Madhusudan Sharda – Managing Partner*

- BE (Chemical)
- Over 25+ years of experience in equity markets across the Research, Investment Management and Asset Allocation spent across multiple cycles in the Public Equity Markets
- Experience with





# Executive team

## *Manasi Patil – Vice President –IR ECM*

- Chartered Accountant with working experience of more than 14 years
- Over 12+ year of experience in teaching corporate law. Former corporate law professor prior to transitioning to capital markets.
- Has worked with



## *Jigar Bhanushali – Vice President - ECM*

- Company Secretary with working experience of more than 3 years.
- Preparing SME and Main Board IPOs (including authoring agreements, memoranda, and prospectuses), as well as pre and post-IPO activities.
- He has worked with



## *Nidhi Gupta – Vice President - ECM*

- Company Secretary with working experience of more than 2 years.
- Highlight critical issues arising out of the due diligence exercise and bridge communication between the company management, legal counsels, auditors/ICAs and other intermediaries
- Experience with



## *Bhavin Ratandhayara – Associate Director (Ahmedabad)*

- Company Secretary
- 11+ years of experience in the field of Compliance, Legal, Secretarial, Corporate Restructuring, and IPO Advisory
- Experience working with Practicing Company Secretaries and Listed Company
- Handled Clients across domain of Pharma, Healthcare, Automotive and Renewables

## Pankaj Dhanesha

- He has over 10+ years of experience in Corporate Advisory guiding the entrepreneurs in their journey of which ~7 years in the Capital Market Segment.
- He is a designated partner in Dhanesha Advisory LLP a family office and corporate advisory firm;
- Having specialization in Corporate advisory, Valuation and Fund raising through SME and Main Board IPOs.
- He has extensive experience and deep understanding of capital markets.
- He's been instrumental in successfully raising funds for Companies engaged in Cyber Security, FMCG, Defence, & Industrials

## Sarvesh Gohil

- Chartered accountant with 14+ years of experience
- Experience in equity markets viz. public and private markets handling IPO, private equity, strategic alliances, open offer, legal due diligence, etc.
- His core expertise lies in doing IPOs, Preferential issues, financial and business analysis and securities markets.
- Partner in Sarvesh Gohil & Associates Chartered Accountants.

## V. Balaji Bhat

- Chartered Accountant with 30+ years of experience in building businesses, strategic finance initiatives and M&A across life cycle of Company
- He has been instrumental in syndicating more than \$1 billion for various clients across 70+ transactions.

- Worked with  **baunwert**  
we help build lasting value



## Nishit Trivedi

- BE BITS Pilani and MBA
- 10+ years of experience in the field of management assurance, business planning & implementation across small and mid sized businesses
- His core expertise in the field of Business, Finance, and Securities Market
- Experience with



# Marquee Transactions\* – Public Markets



*IPO*

*IT Solutions*



*IPO*

*Enterprise SaaS*



*IPO*

*Interior Design*



*IPO*

*Infrastructure*



*IPO*

*Infrastructure*



*IPO*

*Logistics*



*IPO*

*Speciality Chemical*



*Jay Kailash Namkeen  
Limited  
IPO*

*Food*

\* Includes the transactions handled by the Team



# Marquee Transactions\* – Public Markets



**IPO**

*Healthcare*



**IPO**

*Manufacturing (Glass)*



**IPO**

*Construction Chemicals*



**Rights Issue**

*IT Sector*



**IPO**

*Solar EPC*



**Buy Back**

*Textiles*



**Preferential Allotment**

*Fintech*



**Rights Issue**

*Aquaculture*

\* Includes the transactions handled by the Team



# Marquee Transactions – Public Markets



**IPO - DRHP Filled**

*BPO Services – DRHP filed*



**IPO - DRHP Filled**

*Supplier (Tools & Machinery)*



**IPO - DRHP Filled**

*Mobile Retailer – DRHP filed*



**Preferential Allotment**

*Manufacturing (Hydraulics)*



**Preferential Allotment**

*Beverages*



**Preferential Allotment**

*Manufacturing (Electricals)*

# Thank You

---



+91 7016 4745 12



[contact@cumulativecapital.group](mailto:contact@cumulativecapital.group)



[www.cumulativecapital.group](http://www.cumulativecapital.group)

**DISCLAIMER:**

*The information contained in the documents is privileged and only for the information of the intended recipient and may not be used, published or redistributed without the prior written consent of Cumulative Capital Private Limited ("CCPL").*

*The opinions expressed are in good faith and while every care has been taken in preparing the documents, CCPL makes no representations and gives no warranties of whatever nature in respect of the document, including but not limited to the accuracy or completeness of any information, facts and/or opinions contained therein which may be obtained / derived from publicly available information.*

*Neither CCPL nor its partners, employees and agents be held liable for the use of and reliance of the opinions, estimates, forecasts and findings in the document.*



**Mumbai**

C/321, 215 Atrium, Behind  
Courtyard Marriott,  
Chakala, Andheri East,  
Mumbai- 400093