

DRAFT CIRCULAR

SEBI/HO/DDHS/DDHS-PoD-2/P/CIR/2026/_____

XXXX XX, 2026

To,

Bharat InvITs Association

All Infrastructure Investment Trusts (InvITs)

All Parties to InvITs

All Recognized Stock Exchanges

All Registered Depositories

Madam / Sir,

Subject: Reducing cooling off period for offer for sale for Private InvITs

1. SEBI vide Circular No. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/10 dated January 10, 2023 (subsumed in SEBI Circular SEBI/HO/MRD-PoD2/CIR/P/2024/00181 dated December 30, 2024) and circular SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/134 dated August 03, 2023 specified the comprehensive framework on Offer for Sale (OFS) of shares including units of REITs and InvITs through stock exchange mechanism.
2. Based on the feedback received from market participants and in order to facilitate ease of doing business it has been decided to modify Paragraph B of SEBI Circular dated January 10, 2023 (modified vide circular SEBI/HO/MRD/MRD-PoD-3/P/CIR/2023/134 dated August 03, 2023) as under (insertions marked in red and underlined):

“OFS for sale of units of REITs and InvITs by sponsor(s) or sponsor group entities, and other unitholders are permitted only in units of listed REITs and listed InvITs. The OFS framework for REITs and InvITs shall be equivalent to the OFS framework prescribed at paragraph-A above for equity shares of listed companies.

Provided that in case of OFS for listed InvITs, the trading lot shall be same as the trading lot prescribed for such InvITs in the secondary market in terms of SEBI (Infrastructure Investment Trusts) Regulations, 2014.

Provided further that since there is no participation of retail investors in private listed InvITs, the provisions related to retail investors as specified in paragraph-A above shall not be applicable in case of OFS for such InvITs and the OFS shall remain open only for one day (i.e. T day).

Provided further that the cooling off period for private listed InvITs whose units are illiquid as specified in Sub Para 2.4.1 in paragraph-A above shall be ± 8 weeks

3. This circular shall come into force with immediate effect.
4. All recognized stock exchanges are advised to:
 - a) take necessary steps and put in place necessary systems for implementation of the above.
 - b) make necessary amendments to the relevant bye-laws, rules and regulations, wherever required, for the implementation of the above; and
 - c) bring the provisions of this circular to the notice of market participants (including investors) and also to disseminate the same on their website;
5. This circular is issued in exercise of the powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 to protect the interest of investors in securities and to promote the development of and to regulate the securities market.
6. This Circular is available on the website of the Securities and Exchange Board of India at www.sebi.gov.in under the category “Legal” and under the drop down “Circulars”.