भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

CONSULTATION PAPER

DEPARTMENT OF DEBT AND HYBRID SECURITIES – SEC-1

Consultation paper on revision of Advertisement Code for Online Bond Platform Providers (OBPPs)

August 21, 2026

Timeline to Respond

Comments on the Consultation paper may be sent by September 11, 2026

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1. Objective:

1.1. The objective of this consultation paper is to seek comments/views/suggestions from the public on the proposal to revise the Advertisement Code applicable to Online Bond Platform Providers (OBPPs).

2. Background:

2.1. SEBI, vide notification dated November 09, 2022, introduced Regulation 51A in the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 ("NCS Regulations"), thereby prescribing a regulatory framework for entities operating or desirous of operating as Online Bond Platform Providers ("OBPPs"). Subsequently, SEBI, vide Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/154 dated November 14, 2022, prescribed the operational and regulatory framework for OBPPs. The said framework has since been consolidated under Chapter XXI of the Master Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper ("NCS Master Circular") dated October 15, 2025. The framework, inter alia, prescribes the Advertisement Code applicable to OBPPs, presently contained in Annexure XXI-C of the NCS Master Circular.

2.2. The online bond platform ecosystem has witnessed significant growth in terms of investor participation. At the same time, advertisements issued by OBPPs have increasingly shifted towards digital and electronic modes of communication, including social media, online advertisements and influencer-based promotional content. The increasing reach and impact of such advertisements necessitate a review of the extant Advertisement Code to ensure that communications remain fair, balanced and conducive to informed investment decisions.

2.3. SEBI has also received representations from market participants seeking clarity regarding the permissible use of certain terminologies in advertisements relating to debt securities and other products offered through OBPPs. In addition, complaints received in respect of certain advertisements have highlighted the need for greater regulatory clarity and standardisation in advertisement practices followed by OBPPs.

2.4. It has also been observed that advertisements increasingly utilise behavioural prompts, urgency-based messaging and promotional techniques that may encourage investors to take investment decisions without adequate due diligence. Accordingly, it is considered necessary to address advertisements that create artificial scarcity, fear of missing out (FOMO) or otherwise induce investors to make hurried investment decisions.

2.5. Further, there is a need to standardise certain minimum disclosures in advertisements relating to debt securities available on OBPP platforms. Standardised disclosures relating to the issuer, tenor, credit rating, nature of security, Clean Price and Dirty Price, Yield to Maturity (YTM), credit Risk-o-meter and other relevant information would enable investors to better understand the characteristics of the advertised security and facilitate informed investment decisions.

2.6. There is also a need to provide regulatory clarity regarding the permissible use of certain expressions such as "fixed returns", "predictable returns", "passive income" and similar terminologies commonly used in relation to debt securities. While certain expressions may accurately describe the general characteristics of fixed income instruments, their usage should not create an impression of assured or guaranteed returns or otherwise mislead investors. At the same time, it is equally important that advertisements communicate the characteristics of debt securities in a manner that is clear, simple and best understood by investors. Accordingly, it is proposed to prescribe suitable conditions and disclaimers governing the use of such terminologies in advertisements.

2.7. SEBI is separately undertaking a review of advertisement related provisions applicable across various specified SEBI regulated entities through a Common Advertisement Code being developed by the Market Intermediaries Regulation and Supervision Department (MIRSD). The Common Advertisement Code is intended to prescribe overarching principles and general advertisement requirements applicable uniformly across specified SEBI regulated entities. The Common Advertisement Code, as may be specified by SEBI, shall also be applicable to OBPPs. Accordingly, the proposed revised Advertisement Code for OBPPs builds on the Common Advertisement Code prescribing additional requirements specifically tailored to the nature of products and services offered by OBPPs.

2.8. The proposal to revise the Advertisement Code for OBPPs was placed before the Corporate Bonds and Securitisation Advisory Committee (CoBoSAC). Based on the recommendations of CoBoSAC and internal deliberations thereon, the proposal contained in this consultation paper is placed for public comments.

3. Extant Regulatory Provisions:

3.1. The Advertisement Code originally prescribed under Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2022/154 dated November 14, 2022 and presently contained in Annexure XXI-C of Chapter XXI of Master Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated October 15, 2025 ("NCS Master Circular") states as below:

Advertisement Code for OBPPs:

1. *Advertisements shall be accurate, true, fair, clear, complete, unambiguous and concise.*
2. *Advertisements shall not contain statements which are false, misleading, biased or deceptive, or any statements based on assumption or projections and shall not contain any testimonials or any ranking, based on any criteria.*
3. *Advertisements shall not be so designed as likely to be misunderstood or likely to disguise the significance of any statement.*
4. *Advertisements shall not contain statements which directly or indirectly may induce/ mislead the investor.*
5. *Advertisements shall not carry any slogan that is exaggerated or unwarranted or inconsistent with or unrelated to the nature and risk and return profile of the product being advertised.*
6. *No celebrities shall form part of the advertisement.*
7. *Advertisements shall not beso framed as to exploit the lack of experience or knowledge of the investors.*
8. *The language used in the advertisements shall be simple and shall not use technical or legal terminology or complex language or excessive details, which may confuse the investors.*
9. *No advertisement shall directly or indirectly discredit other advertisements or make unfair comparisons.*
10. *All advertisements shall be accompanied by a standard warning in legible font stating "Investments in debt securities, municipal debt securities/securitised debt instruments are subject to risks including delay and/ or default in payment. Read all the offer related documents carefully". No addition or deletion of words shall be made to the standard warning.*
11. *Any advertisements in regional language(s) shall contain the standard warning in such regional language.*
12. *In audio-visual media based advertisements, the standard warning in visual and accompanying voice over reiteration shall be audible in a clear and understandable manner.*

4. Proposal:

4.1. To substitute the extant Advertisement Code applicable to Online Bond Platform Providers (OBPPs), prescribed under Annexure XXI-C of Chapter XXI of the NCS Master Circular, with the revised Advertisement Code at Annexure-XXIC of the Draft Circular enclosed with this consultation paper. The revised Advertisement Code shall supplement the Common Advertisement Code applicable to specified SEBI regulated entities by prescribing additional advertisement requirements specifically tailored to the products and services offered through OBPPs.

5. Consultation:

Consultation:

A. Whether the proposed revised Advertisement Code applicable to Online Bond Platform Providers (OBPPs), as detailed in this Consultation Paper, is adequate and appropriate? Please provide your comments/views, suggestions, if any, along with the supporting rationale.

6. Public Comments

6.1. Considering the implications of the aforementioned matters on the market participants, public comments are invited on the above proposal. The comments/ suggestions should be submitted through the following mode latest by August xx, 2026, through the online web-based form at the following link: https://www.sebi.gov.in/sebiweb/publiccommentv2/PublicCommentAction.do?doPublicComments=yes

6.2. The instructions to submit comments on the consultation paper are as under:

1. *Before initiating the process, please read the instructions given on top left of the web form as "Instructions".*
2. *Select the consultation paper you want to comment upon from the dropdown under the tab – "Consultation Paper" after entering the requisite information in the form.*

3. *All fields in the form are mandatory;*
4. *Email Id and phone number cannot be used more than once for providing comments on a particular consultation paper.*
5. *If you represent any organization other than the types mentioned under dropdown in "Organization Type", please select "Others" and mention the type, which suits you best. Similarly, if you do not represent any organization, you may select "Others" and mention "Not Applicable" in the text box.*
6. *There will be a dropdown of Proposals in the form. Please select the proposals one- by-one and for each of the proposal, please record your level of agreement with the selected proposal. Please note that submission of agreement level is mandatory.*
7. *If you want to provide your comments for the selected proposal, please select "Yes" from the dropdown under "**Do you want to comment on the proposal**" and use the text boxes provided for the same.*
8. *After recording your response to the proposal, click on "Submit" button. System will save your response to the selected proposal and prompt you to record your response for the next proposal. Please follow this procedure for all the proposals given in the dropdown.*
9. *If you do not want to react on any proposal, please select that proposal from the dropdown and click on "**Skip this proposal**" and move to the next proposal.*
10. *After recording your response to all the proposals, you may see your draft response to all of proposals by clicking on "**Check your response before submitting**" just before submitting response to the last proposal in the dropdown. A pdf copy of the response can also be downloaded from the link given in right bottom of the web page.*
11. *The final comments shall be submitted only after recording your response on all of the proposals in the consultation paper*

6.3. In case of any technical issue in submitting your comment through web based public comments form, you may contact the following through email with a subject: *"Revision of Advertisement Code for Online Bond Platform Providers (OBPPs)".*

a) Ms. Sarika Kataria, GM (sarikak@sebi.gov.in)

b) Mr. Voora Sai Goutham, AM (gouthamv@sebi.gov.in)

Issued on: August 21, 2026

DRAFT CIRCULAR

SEBI/HO/DDHS/DDHS-SEC-1/P/CIR/2026/XXX **xxxx , 2026**

To,

Entities operating as online bond platform providers;
Recognised Stock Exchanges and Clearing Corporations;
Registered Depositories; and Stock Brokers

Madam/ Sir,

Subject: Revision of Advertisement Code for Online Bond Platform Providers (OBPPs)

1. Chapter XXI of the Master Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper ("NCS Master Circular") dated October 15, 2025 prescribes the regulatory framework applicable to Online Bond Platform Providers (OBPPs), including the Advertisement Code contained in Annexure XXI-C.

2. The online bond platform ecosystem has witnessed significant growth in terms of investor participation. Advertisements issued by OBPPs have also increasingly shifted towards digital and electronic modes of communication including social media platforms. Further, SEBI has observed the need for greater clarity regarding use of certain terminologies relating to fixed income instruments and advertisement practices followed by OBPPs. Accordingly, it has been decided to revise the Advertisement Code applicable to OBPPs with a view to strengthen investor protection, improve transparency and promote uniform advertisement practices.

3. Further, SEBI is separately specifying a Common Advertisement Code prescribing overarching advertisement principles applicable across specified SEBI regulated entities. Accordingly, OBPPs shall comply with the Common Advertisement Code, as may be specified by SEBI from time to time.

4. Accordingly, Chapter XXI of the NCS Master Circular dated October 15, 2025 shall stand modified as under:

   4.1. Annexure XXI-C of Chapter XXI of the NCS Master Circular shall be substituted with Annexure – XXIC enclosed with this Circular.

5. The Advertisement Code specified in Annexure – XXIC of this Circular shall be applicable to all advertisements issued by Online Bond Platform Providers, in addition to the Common Advertisement Code specified by SEBI.

6. All other provisions of the NCS Master Circular shall remain unchanged.

7. The circular shall come into force with immediate effect.

8. The Stock Exchanges are directed to:
   a. take necessary steps and put in place necessary systems for the implementation of the above;
   b. make necessary amendments to the relevant bye-laws, rules and regulations, wherever applicable, for the implementation of the above; and
   c. bring the provisions of this circular to the notice of the Stock Brokers and also disseminate the same on their website

9. The Circular is issued in exercise of the powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 read with Regulation 55 (1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to protect the interest of investors in securities and to promote the development of, and to regulate the securities market.

10. This Circular is available at www.sebi.gov.in under the link “Legal → Circulars”.

Yours faithfully,

XXXXXX

Annexure - XXIC

Advertisement Code for Online Bond Platform Providers (OBPPs) in addition to Common Advertisement Code

1. **Information / Disclosures and Compliances in all Advertisements**

(i) Standard warning in legible fonts (minimum 10 font size) which states *"**Fixed returns are not guaranteed returns. Investments in debt securities are subject to market, credit and default risks. Read all offer related documents carefully**."*

No addition, deletion or substitution of words shall be made to the standard warning.

(ii) In case the OBPP is issuing an advertisement providing information of an available security on its platform, the advertisement must include the following items:

a) Name of Issuer;
b) Tenor;
c) Credit rating details (credit rating, date of credit rating, change in credit rating and change in credit rating agency) through a hyperlink to the rating rationale/press release; and Credit Risk-o-meter
d) Nature of security (secured or unsecured);
e) Clean Price and Dirty Price
f) Yield to Maturity(YTM);

(iii) OBPPs are permitted to utilize the term "fixed returns" in their advertisements since debt securities are classified as fixed income securities.

Whenever the range of fixed returns is mentioned in the advertisement, following disclaimer with an asterisk mark shall be mentioned.

Disclaimer:

'Inventories of debt securities on this platform as on the date of the advertisement offer yields ranging from _% to _% p.a. Terms used in this advertisement describe the general nature of debt securities as an asset class.

Further, the range should be presented in similar font size and format, without highlighting or giving undue prominence to the higher limit.

(iv) OBPPs are permitted to utilize the phrases such as "Returns are predictable" or "Passive Income", "market volatility" etc. which touch upon the nature of the debt securities. These phrases shall be used in a generic, non-promissory manner, supported by adequate risk disclosures, appropriate disclaimer as prescribed in para 1(iii) above in the advertisement with an asterisk mark, method of calculation and without implying assured or guaranteed returns.

(v) Advertisements related to Principal Protected Market Linked Debentures (MLDs) shall be supported by adequate risk disclosures concerning the underlying and shall not advertise them as assured or guaranteed returns. Advertisement shall also carry a link of offer document issued by the issuer along with the disclaimer in order to enable the investor to understand the benchmark to which returns are aligned.

Disclaimer-
"Principal Protected Market Linked Debentures do not offer fixed or assured returns. Payouts depend on the underlying benchmark performance."

(vi) All disclaimers in the advertisement shall be displayed in a font size and style that is reasonably prominent and proportionate to the other contents of the advertisement.

2. Prohibitions in Advertisements

(i) Adjectives such as high yield, high rated, high returns and synonyms of such words, which are vague and general without any basis shall be avoided.

(ii) Advertisements shall not contain any representation regarding the holdings of the OBPP in any debt security or ISIN. However, where an OBPP chooses to disclose its holdings to clients on its platform, such disclosure shall not form part of any advertisement and may be made only on their platform in the format prescribed below.

Holding Report as on ________(date)					
Issuer name	**ISIN**	**Latest Credit Rating (along with link to the press release)**	**Total units issued by the issuer**	**Total units offered for sale on the platform**	**Total units held by OBPP**
(1)	(2)	(3)	(3)	(4)	(5)

Disclaimer:
1. Column No. 4 and 5 are subject to change.
2. Additional Information such as face value, coupon, tenure, date of maturity etc. can be accessed on the Corporate Bond Database here: https://www.indiabondinfo.nsdl.com/