



# **Primary Market**

Initial Public Offerings (IPOs)



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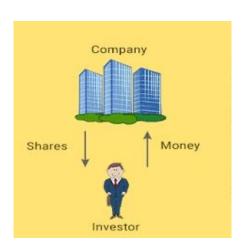
### Flow of Presentation

- Introduction to Primary Market.
- IPO Initial Public Offering: How to apply for Public Issues?
- Rights & Responsibilities of A Shareholder.
- Pre Application Analysis.
- Information in Offer Document.
- Price Discovery of Shares: Fixed Price and Book Building Mechanism.
- Allotment Intimation, Transfer of Shares and Debit/Credit of Funds.
- Sample of Registrar and Transfer Agent (RTA) details on Company Website.
- Checking Allotment Status and Grievance Mechanism.
- Advice to Investors.



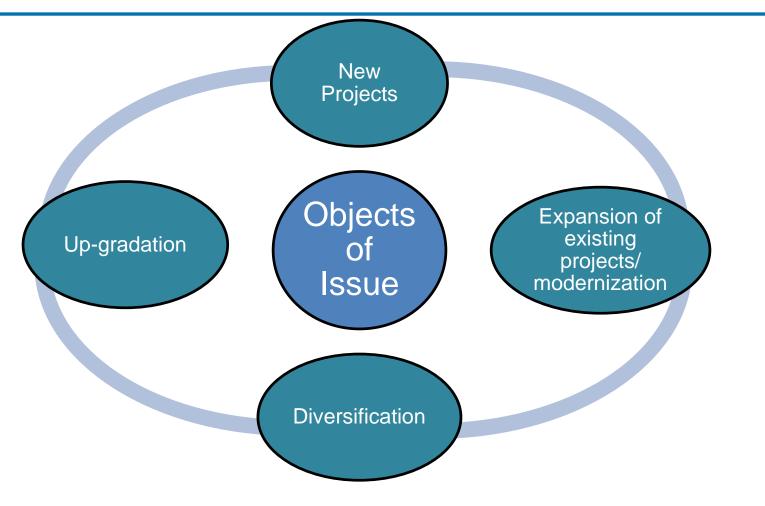
# **Introduction to Primary Market**

- New issues market where Company/ institutions raise funds or capital from public by issuing new securities.
- Objective: <u>To raise capital</u>.
- Two major types of issuers of securities:
  - Corporate Entities (Companies)
  - Government (Central and State)
- Major types of Issues in Primary Market:
  - Public Issue
  - Preferential Issue
  - Rights Issue
  - Bonus Issue





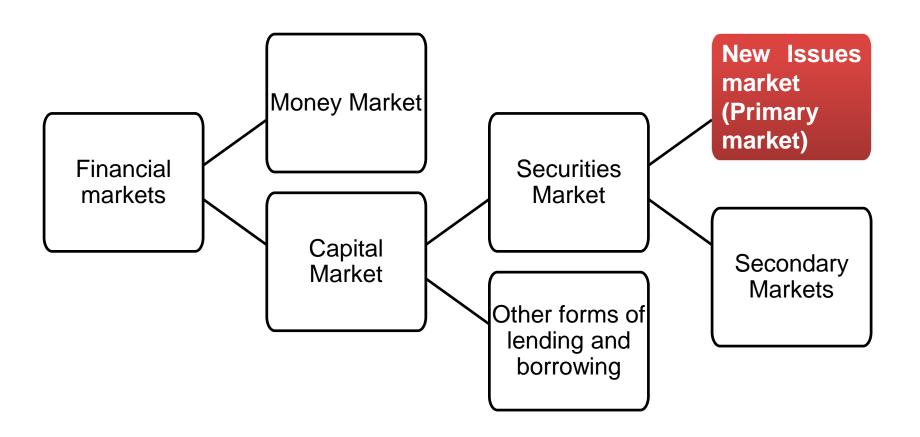
## **Introduction to Primary Market**



➤ Objects of the issue and intended utilization of funds
 → Given by issuers in the Offer Document



# **Introduction to Primary Market**



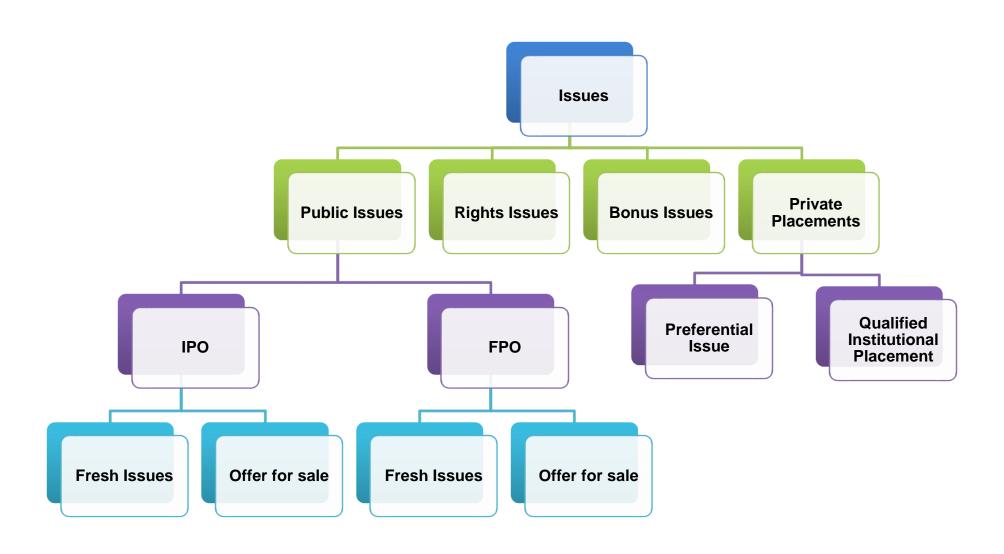


## **Primary v/s Secondary Market: Key Differentiation**

Features	Primary Market	Secondary Market
Definition	Securities issued first time to the public.	Trading of already issued and listed securities.
Also called as	New Issue Market.	Post Issue Market.
Price Determination	By Issuer Company in consultation with Merchant Bankers.	Supply and Demand Forces of Market.
Key Intermediaries	Merchant Bankers, Bankers/ Lead Managers, RTAs.	Stock Brokers and DPs.
Purpose	<ul><li>Raise capital for expansion, diversification, etc.</li><li>To seek listing of securities.</li></ul>	<ul><li>Trading of securities.</li><li>Providing liquidity to investors.</li><li>Raising further capital for expansion.</li></ul>



### **Modes of Public issues**





# **Modes of Capital Issuances**

**IPO** 

- Initial Public Offering.
- Done by unlisted company.
- Fresh issue of securities/ offers its existing securities for sale/ Combination of both.
- Securities issued for the first time to the public.
- Paves way for listing and trading of the issuer's securities in the Stock Exchange(s).

**FPO** 

- Further Public Offer / Follow-on Offer.
- Done by already listed company.
- Fresh issue of securities / Offer for sale of securities to public .

**Rights Issue** 

- Done by already listed company.
- Issue of securities to its existing shareholders (as on a Record date).
- Record Date is fixed by the issuer.
- The rights offered in a particular ratio to the number of securities held by existing shareholders as on the record date.



# **Modes of Capital Issuances**

#### **Bonus Issue**

Preferential Issue

QIP

- Done by already listed company.
- Issue of shares to existing shareholders (as on a record date).
- Existing shareholders need not make any payment for "Bonus" shares.
- Shares are issued out of the company's free reserve or share premium account.
- Issued in a particular ratio to the number of securities held on record date.
- Done by already listed company.
- Issue of shares / convertible securities (like warrants) to a select group of persons.
- Subject to prescribed norms such as minimum pricing, minimum public shareholding and lock-in.
- Qualified Institutional Placement.
- Done by already listed company.
- Issue of shares / convertible securities (like warrants) to Qualified Institutional Buyers (QIBs).
- Subject to prescribed norms such as minimum pricing and minimum public shareholding.



# **IPO - Initial Public Offering**

- Process of a company to be publicly listed and traded company.
- > IPO: Fresh issue of shares / Offer for Sale of shares by existing investors/ Combination of both.
- Process of IPO is as follows:

Issuer files an Offer Document in prescribed format with Securities and Exchange Board of India (SEBI), Stock Exchanges and the Registrar of Companies (ROC) for listing on the stock exchanges

Issuer receives observations from regulatory authorities

After complying with all observations, issuer can open the offer inviting general public to invest in the IPO subject to stipulated timelines

Post successful completion of the Offer the shares of the company are traded on the stock exchange(s) where the shares are listed.



# **How to apply in Public Issue?**

ONLINE MODE						
ASBA	<ul> <li>Application Supported by Blocked Amount.</li> <li>Facility provided by Self Certified Syndicate Banks (SCSBs)</li> <li>Full Bid Amount blocked in the bank account of the bidder.</li> </ul>					
UPI in ASBA	<ul> <li>For → a) Retail Individual Investors.</li> <li>b) Shareholders bidding in Shareholders Reservation Portion up to Rs.2,00,000/</li> <li>- Application via UPI facility of Sponsor Bank.</li> </ul>					
3-in-1 Account	Application via OPT facility of Sponsor Bank.  Applying in IPO through 3-in-1 account (demat, trading and bank account).					

OFFLINE MODE							
Filled Form	<ul> <li>To open a Demat Account first.</li> <li>Investors may obtain Application Form from Stock Broker/ Sponsor Bank/ Exchange Website.</li> <li>Form submitted to Stock Broker/ Sponsor Bank.</li> </ul>						



### Rights of a Shareholder

- Part-owner of the company, in proportion to their holding in the company.
- Right to receive corporate benefits like dividend, whenever declared.
- Right to receive:
  - Annual Reports
  - Audited Financial Statements
  - Notices of General Meetings and other notices
  - Other information disseminated by company.
- Right to attend company meetings.
- Right to contribute in key corporate governance decisions through postal ballot/ e-voting.





## Rights of a Shareholder

(subject to certain limitations/ restrictions)

- Right to:
  - Ask questions to the board of directors.
  - Place items on the agenda of general meetings.
  - Propose resolutions, etc.
- Right to participate in matters needing shareholder approval like:
  - To vote in company proceedings.
  - To approve mergers & acquisitions, appointment of directors on company board, changing auditors, etc.
- Right to Inspect company's statutory books and records.
- Right to Transfer shares by applicable laws.
- To raise grievances, if any, against the company (using SCORES, etc.).



## Responsibilities of Shareholder

# Stay informed!

### > ANNUAL REPORT :

- Circulated to all Shareholders (via Post / Email).
- Available on website of Company and Stock Exchanges.
- NOTICE: for shareholder meetings with details of the agenda.
- MD's NOTE: the managing director's note in the annual report to understand how the business is doing.
- AUDITOR's NOTE: check if there are any red-flags / adverse findings flagged.

### > INFORMATION ON STOCK EXCHANGE WEBSITE:

- Company's structural changes, updates, press release, investor presentations etc. under *corporate announcements*, which any investor should refer to.



# **Pre-Application Analysis: Broad Contours**

Investors should take a well-informed decision of investing / applying in an IPO / FPO / Rights issue.

- ✓ Don't go by mere rumours / euphoria over expected returns as what the others feel.
- ✓ Invest based on one own risk appetite and investment parameters.

Points to be considered as a part of preapplication analysis (before investing / applying in an IPO/ FPO / Rights application).

Product, Plant and Pricing

Sustainability & Growth

Scalability and Addressable Market

**Business Beyond Numbers** 

**Management Quality** 

Sustainable Margins: Absolute & Relative

Stakeholders Behavioral Pattern

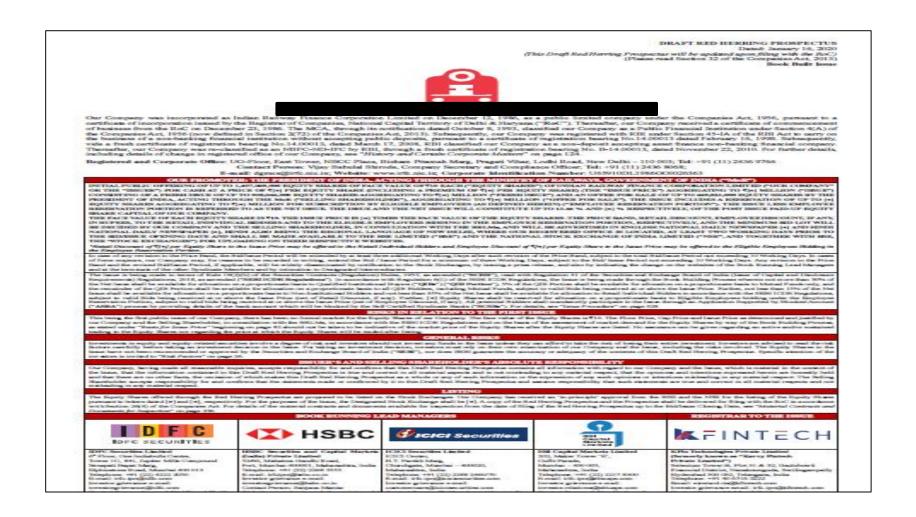
Corporate Governance

Corporate Structure

**Business Succession** 



# Information in Offer Document – Sample Snapshots





# Information in Offer Document – Table of Contents

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#### TIP:

Before investing in any prospective offering of shares, always go through such offer documents, available on websites of SEBI and Merchant Bankers.



### **Information in Offer Document**

#### **About the Company**:

- Business: Company's business model, strategies and manufactured products/ process/ services.
- History and Corporate Matters: Material events taken place in company's history and other corporate matters

# Management and Promoter Section

- Background and the experience of the company's management team.

#### **Financials**

- Company's income statement and balance sheet.
- Understand company's past performance and growth potential.

#### **Risk Factors**

- Risks associated with the business, industry etc.

#### **Litigation and Dispute matters**

- Litigations in which the issuer company, subsidiary(ies), group company(ies), promoter(s) are involved.



### **Information in Offer Document**

#### **Capital Structure**

- Capital formation of the company,
  - Existing shareholders and their percentage shareholdings etc.

#### **Objects of the Issue**

- Basic purpose of the company for going public and / or raising funds.
  - Informs how the funds will be utilized.

#### **Basis for Issue Price**

- Helps understand the basis for pricing
- Comparison with other listed entities in the same / similar segment.

# Managements discussions and Analysis of financial conditions and results of operations

- Information related to the strength of the company's business plan, recent developments, performance etc.
- Performance analysis with qualitative and quantitative measures.



# Other key Sources of Information for Analysis

Research Reports

ROC Filings made by the Company since Inception;

Minutes of the meetings of the Board / Shareholders of the issuer company

Industry Reports;

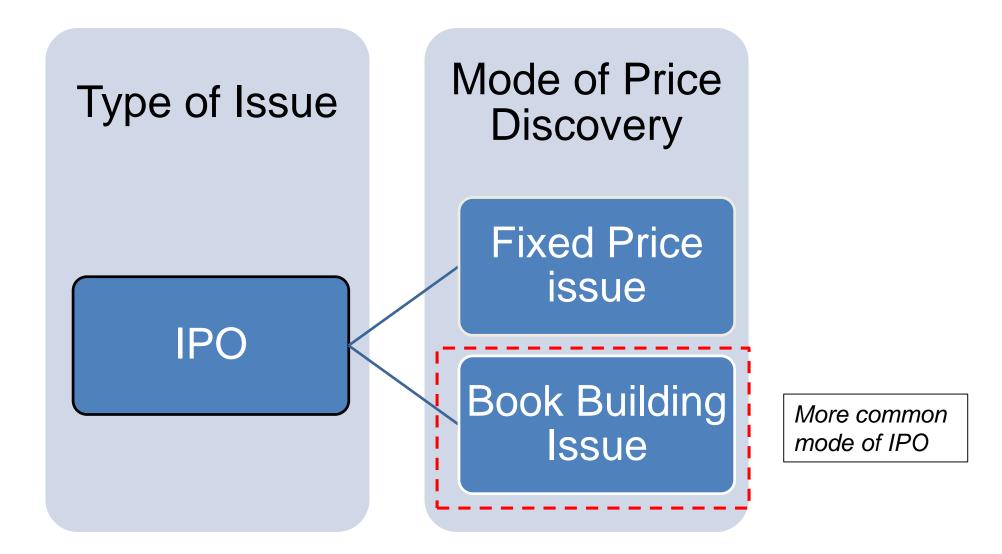
Collaboration
Agreements/Sharehold
ers Agreements

Credit Ratings;

Third Party
Reports/certification on project;

Techno Economic Viability Reports etc.







# Price Discovery of Shares in a Public Offering - Fixed price issue

### Fixed price issue:

Price at which the securities are offered and will be allocated is fixed by Company along with Merchant banker



Fixed price is printed in the Offer Document, usually along with reasoning behind the price at which shares are offered.



Demand for the securities offered is known only after the closure of the issue.



50% of the shares offered are reserved for applications below Rs. 2 lakh and the balance for higher amount applications.



# Price Discovery of Shares in a Public Offering - Fixed price issue

#### Illustration of Fixed Price Issue:

- > First page of the prospectus contains:
- Number of shares to be issued
- Price of issuance



- > Price is already fixed prior to the IPO. No price discovery mechanism is used.
- All application for shares <u>have to be made at the price mentioned else they</u> are considered as invalid bids.



#### **Book Built Issue:**

Company may offer a maximum of 20% price band in which one can bid for shares.

Price Band is independent of Face Value (FV) of shares.

Floor Price: Lower end of Price Band Cap Price: Higher end of Price Band Eg: Rs.100/- to Rs.120/-

Issuance Price discovered on the basis of demand at various price levels (within Price band) Investors must specify:

- Number of shares they want to buy.
  - Price they are willing to pay per share (within the price band).



#### Stages in Book Building:

Company who is planning an IPO appoints the Lead Merchant banker(s) as "Book Runner".

Investors give their bids for these shares to <u>"Syndicate Members".</u> Bids have to be entered within the <u>specified</u> <u>price band</u>. Investor can <u>revise a bid</u> before the book closes.

Syndicate members input the orders into an "Electronic Book" through process called "Bidding".

Book normally remains open for a period of **5 days**.

On closure of the book building period, the Book Runner evaluates the bids on the basis of the **demand at various price levels**.

Book runners and the issuing Company decide the final price at which the securities shall be issued.

Finally allocation of securities is made to the successful bidders. Money gets unblocked in bank accounts of rest of the bidders.



#### Illustration of Book Building issue:

- ➤ Price band = Rs. 20.00 (Floor Price) to Rs. 24.00 (Cap Price) per share
- ➤ Total available shares (issue size) = 3,000 shares.
- Company received five bids from bidders as mentioned below:

<b>Bid Quantity</b>	Bid Price (Rs.)	Cumulative Bid Quantity	Subscription
500	24	500	16.67%
 1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	2T	5,000	I66.67%
2,500	20	7,500	250.00%

- Price discovery is a function of demand at various prices.
- ➤ Highest price at which the issuer is able to issue the entire size of 3000 shares is the price at which the "book cuts off" = Rs. 22.00.
- ➤ The issuer, in consultation with the Book Running Lead Manager will finalize the issue price at or below such cut-off price, i.e., at or below Rs.22.00.
- ➤ Valid Bids: All bids at or above this issue price and cut-off bids (allowed for retail investors only) and they are considered for allocation in the respective categories.

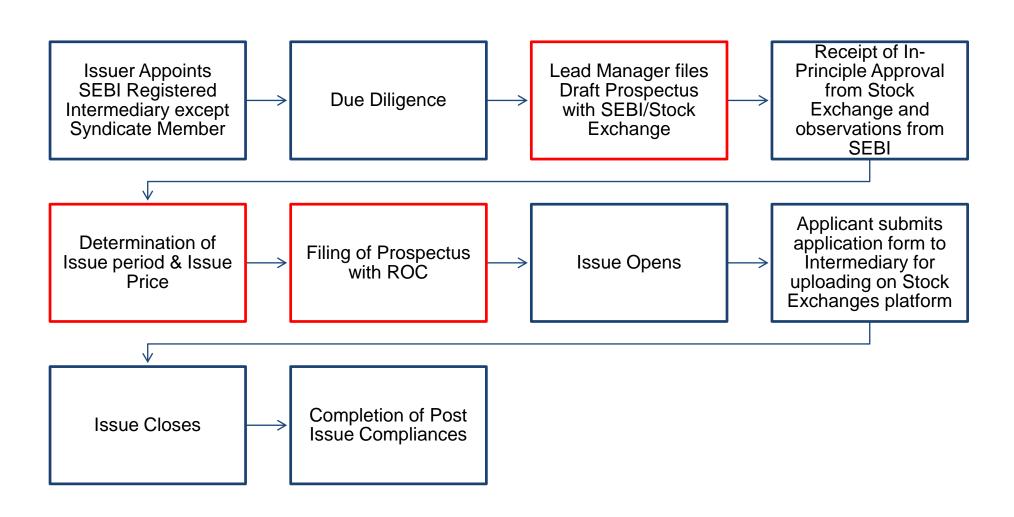


# **Book Building v/s. Fixed Price Issue**

Features	Fixed Price Process	Book Building Process
Pricing	- Price at which securities are offered /allotted is known in advance to the Investor.	<ul> <li>Price at which securities will be offered/allotted is not known in advance to the investor.</li> <li>An indicative price range is known.</li> </ul>
Cut off price	- Price is fixed in this process.	- Only the Retail Individual Bidders are permitted to bid at a cut off price which makes the application valid irrespective of any discovered issue price with in the price band.
Demand	- Known only after the closure of the Issue.	- Demand can be known everyday as the book is built.

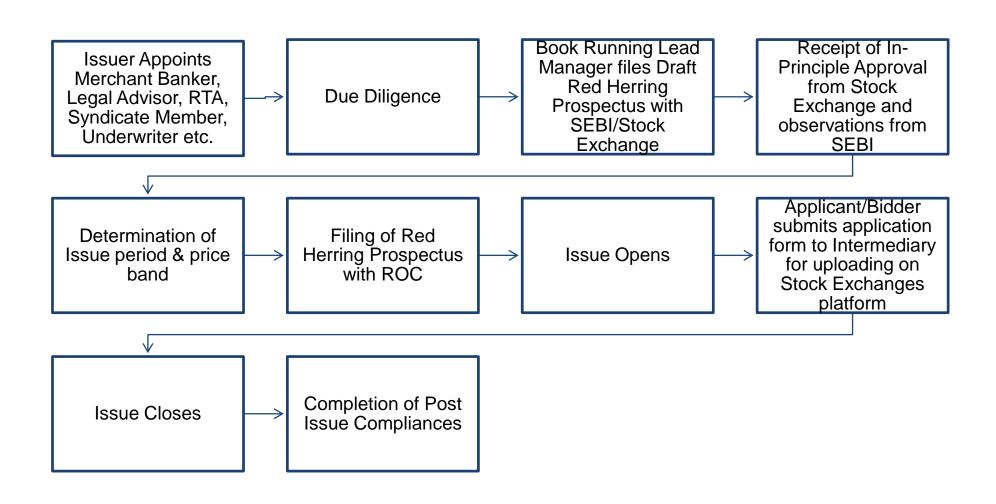


## **Process Flow: Fixed Price Method**



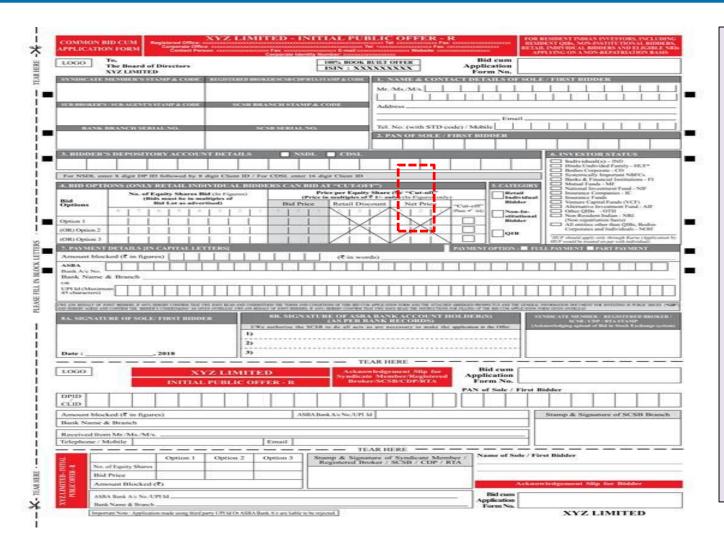


# **Process Flow: Book Building Method**





## **Book Building Process: Sample Form**



- Investors may refer this application form – filled for applying in the IPO.
- Only Retail Individual Bidders have the option to tick at the 'cutoff price'.
- Others need to specify the price (within the price band) at which they wish to apply.
- Forms available on websites of <u>BSE</u> and <u>NSE</u>

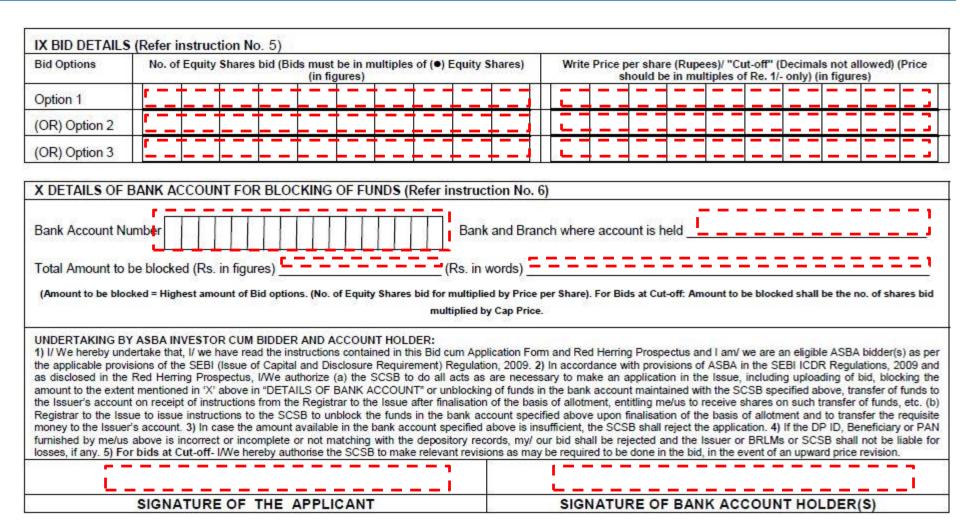


# **Sample Application Form**

	[COMPANY NAM	IE]	BID CU	BID CUM APPLICATION FORM			BID/ ISSUE OPENS ON: [MAY 1, 2010]						
	[TYPE OF ISSUE	]	i i			BID/I	SSUE C	LOSES	ON: [N	MAY 3	3, 201	0]	
1	SCSB [name and code] SYNDICATE MEMBER CODE BRO		IFSC COD	Œ		Bid (	CUM AP	PLICATI	ON NU	JMBE	R		
			ii .	[11 digit code]			[auto generated as per logical sequence]						
			BR	OKER / AGEN	The second secon	70	SUB-BROKER/ SUB-AGENT CODE						
[name/ code]		e/ code]		[name/ code]				[r	name/ cod	e]			
II (P	PRICE BAND - RS.	[.] TO RS. [.] PER	The state of the s	BID LOT	- [.] EQUITY S	HARES AND	IN MULT		N-97 :	M Y	SHAR	- 8	_
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	vestor Category – pl	ease tick, as app SHA	icable (Refer inst	ruction No. 2 NOH	2) IC	MF		FII		FI	İ	ОТІ	1
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/I N.	AME OF SOLE/ FIRST BIDDERS' DEPOSITOR sitory Name (Please Tick) sitory Participant Name	SHA  APPLICANT (in b	EMP lock letters) Mr. / M	NOH			pository Se					OTH	1
II N.	AME OF SOLE/ FIRST BIDDERS' DEPOSITOR sitory Name (Please Tick) sitory Participant Name	SHA  APPLICANT (in b	EMP lock letters) Mr. / M	NOH	IC			rvices (Ind	ia) Limited			ОТІ	1
'I N 'II B epos epos P-ID enef	AME OF SOLE/ FIRST BIDDERS' DEPOSITOF sitory Name (Please Tick) sitory Participant Name	SHA  APPLICANT (in b  RY ACCOUNT DET.  National Se	EMP lock letters) Mr. / M AILS (Refer instructivities Depository Limite	NOH	IC	Central De		rvices (Ind	ia) Limited			OTI	1



# **Sample Application Form**





# **Sample Application Form**

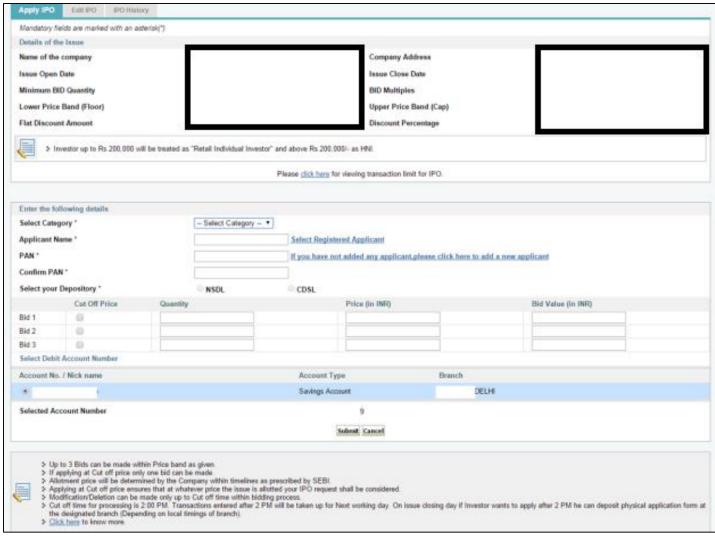
#### TO BE RETAINED WITH BIDDERS

[COMPANY NAME] BII		BID CUM APPLICATION FORM		BID/ ISSUE OPENS ON: [MAY 1, 2010]		
			BID/ ISSUE CLOSES ON: [MAY 3, 2010]			
Date:			Bid cum App	plication number:		
BID DETAILS OPTION 1	NO. OF SHARES	PRICE PER SHARE	Amount Bloc	cked (Rs.):		
OPTION 2 OPTION 3						
Il future communica		ds made in this Issue should be	Bank Accoun	nt no.:		
		of the Sole/First Applicant, Bid	SCSB (Bank	and Branch):		
shares applied for, d	ate of bid form, and the	ccount Details, number of Equity account number from where bid	Name Of Sol	le/ First Applicant:		
or allocation. Therefo	stered on the electronic bi	idding system will be considered u get a Transaction Registration id, from the SCSB.	Date & Time	of Submission		

Sample is only for illustrative purpose and may not be exactly same as actual application form



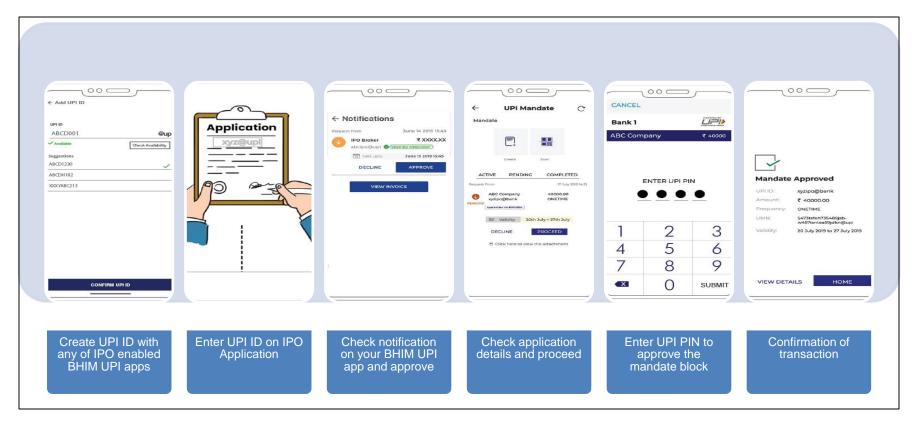
# **ASBA Application via Online Mode**



Source : https://www.onlinesbi.com/



## **IPO Application Form via UPI**



Source: https://www.bhimupi.org.in/

Mobile Number mentioned in IPO application must match with Mobile Number linked to bank Account and UPI ID



# Illustration for IPO Application Confirmation (From bank / Stock Broker)

From: <eipo.confirmation@ 10:27="" 2,="" 2020="" <<="" at="" confirmation="" date:="" eipo="" for="" mar="" mon,="" order="" pm="" subject:="" th="" to:=""><th></th></eipo.confirmation@>	
Dear	
EBroking Investor Id:	
We thank you for your invaluable business. The details of your application placed for issue of attached for your reference.	ch, are
For any queries, please contact us on <a href="mailto:customercare@">customercare@</a> . Please quote your eBroking Investor Id for all queries. We assure you of our best services a serve you in the future.	s at all times and look forward to
This is an automatic email and does not require signature.  Best Regards,	



#### Allotment Intimation, Transfer of Shares and Debit/Credit of Funds

#### > Basis of Allotment :

- Finalized by the Company with the Lead Mangers, Registrar to Issue, and Stock Exchanges.
- Published and gives details of category wise demand for shares and how shares have been allotted.
- ➤ Intimation of allotment to applicants :
  - Made through ordinary post / SMS/ Email.
  - Available on the website of the Registrar to an Issue (RTI)



### Allotment Intimation, Transfer of Shares and Debit/Credit of Funds

- ➤ Issue gets oversubscribed (demand > shares available for subscription) → Shares are allotted on proportional basis / lottery system.
- ➤ Registrar prepares and releases the fund transfer instruction for transfer of funds to Public Issue and unblocking of funds wherein bidders have not received allotment.
- > Registrar also gives instructions to NSDL and CDSL for credit of Equity Shares to the successful Bidders as specified in the Offer documents.
- > Date of allotment and date of listing of the shares can be checked in the Offer Document.



## Illustration for checking details of Allotment and Listing Dates

These details can be found in the Section on "Offer related information – Terms of the offer".

#### **Bid/Offer Programme**

BID/OFFER OPENED ON	September 7, 2020 <sup>(1)</sup>
BID/OFFER CLOSESD ON	September 9, 2020

The Anchor Investor Bid/Offer Period opened and closed one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations, being September 4, 2020

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date		
Bid/Offer Closing Date	September 9, 2020		
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about September 14, 2020		
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA	On or about September 15, 2020		
Account	132		
Credit of Equity Shares to demat accounts of Allottees	On or about September 15, 2020		
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about September 17, 2020		

This above timetable is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholders or the BRLMs.



#### **Illustration for Basis of Allotment**

#### A. Allotment to Retail Individual Bidders (After Technical Rejections)

The Basis of Allotment to the Retail Individual Bidders, who have bid at the Cut-Off Price or at the Offer Price of ₹ 195 per Equity Share, was finalized in consultation with the NSE. This category has been subscribed to the extent of 40.9835 times. The total number of Equity Shares Allotted in Retail Portion is 2, 100,906 Equity Shares to 28,012 successful Retail Individual Bidder. The category-wise details of the Basis of Allotment are as under:

SI. No.	Category	No. of Applications Received	% of Total	Total No. of Equity Shares applied	% to Total	No. of Equity Shares allotted per Bidder	Ratio	Total No. of Equity Shares allotted
1	75	8,50,619	92.46	6,37,96,425	74.09	75	6:197	19,42,500
2	150	34,839	3.79	52,25,850	6.07	75	6:197	79,575
3	225	9,301	1.01	20,92,725	2.43	75	6:197	21,225
4	300	6,695	0.73	20,08,500	2.33	75	6:197	15,300
5	375	2,956	0.32	11,08,500	1.29	75	6:197	6,750
6	450	2,633	0.29	11,84,850	1.38	75	6:197	6,000
7	525	2,055	0.22	10,78,875	1.25	75	6:197	4,725
8	600	1,163	0.13	6,97,800	0.81	75	6:197	2,625
9	675	337	0.04	2,27,475	0.26	75	6:197	750
10	750	1,616	0.18	12,12,000	1.41	75	6:197	3,675
11	825	306	0.03	2,52,450	0.29	75	6:197	675
12	900	780	0.08	7,02,000	0.82	75	6:197	1,800
13	975	6,682	0.73	65,14,950	7.57	75	6:197	15,300
		6 Out of 2112 Allottees from Serial no 2 to 13, were allotted 1(one) additional share					6:2112	6
	TOTAL	9,19,982	100.00	8,61,02,400	100.00			21,00,906



### Checking Allotment Status and Grievance Mechanism

- ➤ Status of allotment/ refund related to IPO application →
  - informed to investors by SMS/ email/ letter.
  - May be checked by visiting "Investor Services" section on the website of the Registrar and Transfer Agent (RTA) for the Issue on the indicative Allotment Date mentioned in the Offer Document.

- ➤ Issue with regard to Non-allotment of shares / Refund etc. →
  - Contact RTA immediately.



### Checking Allotment Status and Grievance Mechanism

- Contact Details of Registrar and Transfer Agent (RTA):
  - Provided in Offer Document of IPO
  - Available on SEBI Website at:

https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=10

- Non-Satisfactory Resolution by RTA -> File a complaint against RTA with SEBI on:
  - SEBI SCORES website/ Mobile App (on Android and iOS platform)



## Illustration for Allotment Status (Email)

From: <br/>
<br/>
bse.ibbs@bseindia.in>

Date: Fri, Dec 27, 2019 at 7:03 PM Subject: Allocation Details of IPO

To: <

Dear Investor,

Please note that your Application No. 2400024056424483 for platform of BSE), The allotment details are as follows:

) had been submitted on iBBS (internet Based Book Building

BID ID	Qty	Price	Allotment Qty	Allotment Price	
	168.0000	178.0000	84	178	

Investors are requested to contact the RTA/Company for more details about allotment.

Regards,

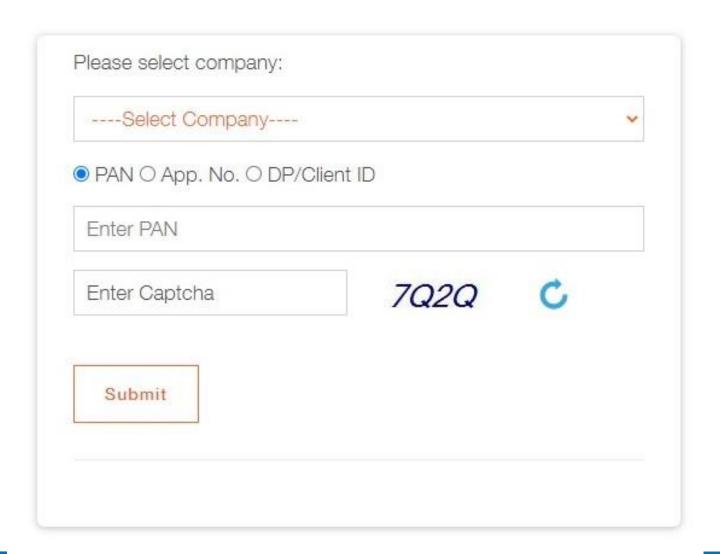
BSETeam.

This is Autogenerated mail.

Click here to unsubscribe

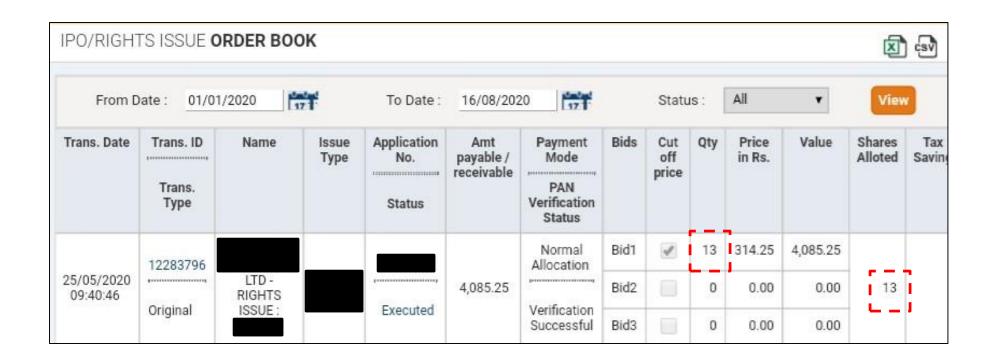


#### **Illustration for Allotment Status on RTA Website**





# Illustration for Allotment Status (Bank / Stock Broker Website)





#### Advice to investors

Do not deal in shares in Black market / Grey Market

Invest in IPOs for the long term.

Don't invest with anticipation of making quick profits on listing of shares.

One person (identified by PAN number) is permitted to make only one application in an IPO.

Use your own funds to apply for an IPO. Funds routed through any Third-party is not allowed as valid payment.



#### **Thank You**