



IPO GLOSSARY

A

Abridged Prospectus

→ As per section 2(1) of Companies Act 2013, "abridged prospectus" means a memorandum containing such salient features of a prospectus as may be specified by the Securities and Exchange Board; It contains all the salient features of a prospectus. The revised format of abridged prospectus as per Regulation 58 (1) and Part D of Schedule VIII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, is prescribed in Circular CIR/CFD/DIL/7/2015 October 30, 2015.

→ As per circular **CIR/CFD/DIL/1/2016 dated January 01, 2016** Application-Cum-Bidding Form shall be accompanied with abridged prospectus.

→ Further as per circular **SEBI/HO/CFD/DIL2/CIR/P/2018/138** dated November 1, 2018, Application-Cum-Bidding Form must include UPI option for the IPO after January 01, 2019.

→ The abridged prospectus shall be printed in a booklet form of A4 size paper and, along with the application form and revision form, shall not exceed five sheets, printed both sides. Additional sheets may be appended for bidding centres

Add on offering:

When a publicly traded company issues additional shares to the public.

ASBA / Application Supported by Blocked Amount

An application, whether physical or electronic, used by Bidders, to make a Bid authorising an SCSB to block the Bid Amount in the ASBA Account.

ASBA Account

A bank account maintained with an SCSB and specified in the ASBA Form submitted by an ASBA Bidder, which was blocked by such SCSB to the extent of the Bid Amount specified in the ASBA Form.

Acknowledgement Slip

The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the Bid.

Allotment/ Allot

Issue and allotment of Equity Shares of our Company pursuant to the Issue of the Equity Shares to successful Bidders

Allottee(s)

Successful Bidders(s) to whom Equity Shares have been allotted/transferred

Allotment Advice

Note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.

Application Amount

The number of Equity Shares applied for and as indicated in the Application Form multiplied by the price per Equity Share payable by the Applicants on submission of the Application Form.



Aftermarket

Trading of share subsequent to its Listing is called the Aftermarket. Trading volume in IPOs is extremely high on the first day due to aftermarket purchases. It can decline subsequently in the following trading days.

Ask

Also referred to as the offer. It represents the price at which person is willing to sell his or her stock on a market order.

Anchor Investor

- An Anchor Investor(s), who applies with an application of a value of at least Rs. 10 crore in the public issue.
- An anchor investor shall make an application of a value of at least 10 crore rupees in a public issue on the main board made through the book building process or an application for a value of at least 2 crore rupees in case of a public issue on the SME
- The Prospectus of main board ipo discloses that All Bidders, except for Anchor Investors, are mandatorily required to use the ASBA process.

Associate

Associate” means a person which is an associate of the issuer and as defined under Section 2(6)the Companies Act, 2013; Section 2(6) says "associate company", in relation to another company, means a company in which that other company has a significant influence, but which is not a subsidiary company of the company having such influence and includes a joint venture company

Aftermarket

Trading volume in IPOs is extremely high on the first day due to aftermarket purchases. Trading volume can decline subsequently in the following days. Trading in the IPO subsequent to its offering is called the aftermarket

Aftermarket Performance

The price appreciation (or depreciation) in IPOs is measured from the offering price going forward.

B

Banker(s) to the Offer

The Escrow Collection Banks, Public Offer Account Banks and Refund Banks, collectively

Basis of Allotment

The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer,

Bought Out Deal

Also called firm allotment. An underwriter has a commitment to buy all the shares, from a company and becomes financially responsible for selling them.

Book

A list of all indications of interest for a new issue-offering put together by the lead underwriter.



Book Building

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of the Red Herring Prospectus and the Bid cum Application Forms within the Price Band. The Price Band and the minimum Bid Lot will be decided by our Company and the Selling Shareholders if any in consultation with the Managers i.e. Merchant Banker. Section 32 of Companies Act talks about book buildin

Bid

An indication to make an issue during the Bid/Issue Period by a Bidder pursuant to submission of the Bid cum Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations.

Bid Amount

In relation to each Bid shall mean the highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder, or blocked in the ASBA Account of the ASBA Bidders, as the case maybe, upon submission of the Bid in the Offer

Bidder

Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an ASBA Bidder

Bid Amount

The highest value of optional Bids indicated in the Bid cum Application Form and in the case of Retail Individual Bidders Bidding at Cut Off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA account upon submission of the Bid in the Issue

Bid Cum Application Collecting Intermediaries

a SCSB with whom the bank account to be blocked, is maintained a syndicate member (or sub-syndicate member) If any a stock broker registered with a recognized stock exchange (and whose name is mentioned on the website of the stock exchange as eligible for this activity)('broker') if any a depository participant ('DP') (whose name is mentioned on the website of the stock exchange as eligible for this activity)a registrar to an issue and share transfer agent ('RTA') (whose name is mentioned on the website of the stock exchange as eligible for this activity)

Book Runner

Book Runner means a merchant banker appointed by the issuer to undertake the book building process. In Fixed Price issue Merchant banker is represented as Lead Manager and more than 1 merchant banker other has to act as co manager, when and In book building process it is called BRLM i.e. book Runner Lead Manager. When there are more than two merchant bankers there are known as BRLM's

Broker Centre

Broker centers notified by the Stock Exchanges where ASBA Bidders have submitted the ASBA Forms to Registered Brokers and details of which, along with the names and contact details of the Registered Broker are available on the websites of the respective Stock Exchanges as: www.bseindia.com and www.nseindia.com

Bidding Centers



Centers at which the Designated Intermediaries accepted the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centers for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs

Bid/ Issue Period

The period between the Bid/ Issue Opening Date and the Bid/Issue Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.

Bonus Issue

An issue of additional shares to shareholders instead of a dividend, in proportion to the shares already held.

Buyer's Market

A condition in the financial markets when the buyers have a very strong input as to where an issue will get priced. This generally happens in a market that is trending lower in prices.

C

Composite Issue

Composite Issue means an issue of specified securities by a listed issuer on public cum- rights basis, wherein the allotment in both public issue and rights issue is proposed to be made simultaneously.

Closing Price

Closing Price is a stock's last transaction price for the trading day.

Cap Price

The higher end of the Price Band

Cut-off Price

The Offer Price as finalized by Company and the Promoter Selling Shareholders (if any) in consultation with the BRLMs

Conditional Offer

An offer to purchase securities depending on the effectiveness of a registration statement and the pricing of an IPO.

Cooling Off Period

The time period, usually about 20 days, between the filing of the registration statement with Securities Exchange Board of India (SEBI) and the offer of those securities to the public. During the cooling off period, the syndicate and selling group members distribute notifications announcing the new issue, send preliminary prospectuses to qualified investors for review, and take indications of interest from interested customers.

CAN or Confirmation of Allocation Note

The note or advice or intimation sent to each successful Bidder indicating the Equity Shares which will be Allotted/ transferred, after approval of Basis of Allotment by the Designated Stock Exchange.

Client ID

Client identification number maintained with one of the Depositories in relation to the demat account

Collecting Depository Participant or "CDP"



A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI

D

Depositories

Depositories registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996, as amended from time to time, being NSDL and CDSL

Direct Public Offerings

Offering of securities to the public directly by an issuer without the assistance of any Investment Banking firm

Draft Offer Document

Means the offer document which is in draft stage. The draft offer documents are filed with SEBI, at least 21 days prior to the filing of the offer document. SEBI may specify changes, if any, in the draft offer document and the issuer or the Lead Merchant banker shall carry out such changes in the draft offer document. The draft offer document is available on the SEBI website for public comments for a period of 21 days from the filing of the draft offer document with SEBI.

Day To Day (DTD)

When an IPO is listed as day-to-day on the offering calendar, it means that the lead underwriter does not have sufficient orders in the book.

Day Trader

Once a term used to describe professional investors who aggressively trade stocks, bonds and other financial instruments to capture short-term swings in prices, it is now applied to individuals who frequent small brokerage firms that offer terminals and quote streams. These individuals use their own capital - sometimes borrowed - to establish an account and then trade on a short-term basis. The term is also applied to individual investors who trade online for short-term gains. Regulators such as the SEBI are currently examining the operations of day-trading brokerage firms, who may be reaping huge profits in the form of commissions at the expense of their high-volume customers.

Draft Red Herring Prospectus” or “DRHP”

The draft red herring prospectus is issued in accordance with the ICDR Regulations, which did not contain complete particulars of the Offer, including the price at which the Equity Shares will be Allotted and the size of the Offer

Demographic Details

The demographic details of the Bidders/Applicants such as their address, PAN, occupation and bank account details

Designated Stock Exchange



“Designated Stock Exchange” means a recognized stock exchange having nationwide trading terminals chosen by the issuer on which securities of an issuer are listed or proposed to be listed for the purpose of a particular issue of specified securities under these regulations:
Provided that, the issuer may choose a different recognized stock exchange as a designated stock exchange for any subsequent issue of specified securities;

Designated SCSBs Branches

Such branches of the SCSBs which collected the ASBA Forms, a list of which is available on the website of the SEBI at <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmlId=35> and updated from time to time, and at such other websites as may be prescribed by SEBI from time to time

Designated CDP Locations

Such locations of the CDPs where ASBA Bidders could submit the ASBA Forms, a list of which, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the respective Recognize Stock Exchanges: www.bseindia.com and www.nseindia.com

Designated Date

The date, after approval of the Basis of Allotment by the Designated Stock Exchanges, on which instructions for transfer of funds from the Escrow Account to the Public Offer Account or the Refund Account, as appropriate, or the transfer of funds blocked by the SCSBs are transferred from the ASBA Accounts to the Public Offer Account, as the case may be, are provided after this Prospectus is registered with the RoC

Designated Intermediaries

The members of the Syndicate, Sub-Syndicate/agents, SCSBs, Registered Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer

Designated RTA Locations

Such locations of the RTAs where ASBA Bidders could submit the ASBA Forms to RTAs, a list of which, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Recognize Stock Exchanges: www.bseindia.com and www.nseindia.com

E

Eligible FPIs

FPIs from such jurisdictions outside India where it was not unlawful to make an offer / invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus constituted an invitation to purchase the Equity Shares offered

Eligible NRIs

NRIs from jurisdictions outside India where it is lawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and the Red Herring Prospectus will constitute an invitation to purchase the Equity Shares offered

Escrow Account(s)



Accounts opened with the Escrow Collection Bank(s) when submitting a Bid in whose favour Anchor Investors transferred money through direct credit/ NECS/ NEFT/ RTGS.

F

Further Public Offer

Further Public Offer means an offer of specified securities by a listed issuer to the public for subscription and includes an offer for sale of specified securities to the public by any existing holders of such securities in a listed issuer.

First Bidder

The Bidder whose name appears first in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name also appears as the first holder of the beneficiary account held in joint names

Floor Price

The lower end of the Price band subject to any revisions thereto, at or above which the Offer Price and the Anchor Investor Offer Price was finalized and below which no Bid was accepted

Fugitive economic offender

Fugitive economic offender shall mean an individual who is declared a fugitive economic offender under section 12 of the Fugitive Economic Offenders Act, 2018 as per regulation 2(1)(p) ICDR 2018.

As per section 2(1)(f) of THE FUGITIVE ECONOMIC OFFENDERS ACT, 2018 fugitive economic offender means any individual against whom a warrant for arrest in relation to a Scheduled Offence has been issued by any Court in India, who

1. has left India so as to avoid criminal prosecution; or
2. being abroad, refuses to return to India to face criminal prosecution;

Regulation 5(1)(d) of ICDR 18 if any of its promoters or directors is a fugitive economic offender An issuer shall not be eligible to make an initial public offer . The promoters and directors of the company will now have to give consent in the same regards that they are not fugitive economic offender

G

Green Shoe Option

green shoe option" means an option of allotting equity shares in excess of the equity shares offered in the public issue as a post-listing price stabilizing mechanism

Group Companies

"Group Companies", shall include such companies (other than promoter(s) and subsidiary/subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer

General Information Document or "GID"

→ The General Information Document for investing in public issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013, notified by SEBI.

→ Information which is of a generic nature and not specific to the issuer shall be provided in the form of a General Information Document (GID) as specified by the Board and which shall be available separately and not be included in the draft offer document and offer document.



General Corporate Purpose

“General corporate purposes” include such identified purposes for which no specific amount is allocated or any amount so specified towards general corporate purpose or any such purpose by whatever name called, in the draft offer document, draft letter of offer, or the offer document:

Provided that any issue related expenses shall not be considered as a part of general corporate purpose merely because no specific amount has been allocated for such expenses in the draft offer document, draft letter of offer or the offer document; The amount for general corporate purposes, as mentioned in objects of the issue in the draft offer document and the offer document shall not exceed 25% of the amount being raised by the issuer.

I

Initial Public Offer

Initial Public Offer means an offer of specified securities by an unlisted issuer to the public for subscription and includes an offer for sale of specified securities to the public by any existing holders of such securities in an unlisted issuer;

Issuer

means a company or a body corporate authorized to issue specified securities under the relevant laws and whose specified securities are being issued and/or offered for sale in accordance with these regulations

Institutional Trading Platform

Institutional trading platform means the trading platform for listing and trading of specified securities of issuers that comply with the eligibility criteria specified in regulation 288

Institutional Investor

“institutional investor” means (i) qualified institutional buyer; or (ii) family trust or intermediaries registered with the Board, with net worth of more than five hundred crore rupees, as per the last audited financial statements, for the purposes of listing and/or trading on institutional trading platform in terms of Chapter X;

Insider

Persons such as management, directors, and significant stockholders who have information about the operations of a company that is not known to the general public; insiders are subject to various restrictions and or limitations regarding equity stock offerings.

Issue Price

Price at which a new security will be distributed to the public prior to the new issue trading on the secondary market; commonly referred to as offering price

Issue Size

Issue Size includes offer through offer document and promoters' contribution brought in as part of the issue.

J

Jurisdiction

The Equity Shares have not been and will not be registered under the U.S Securities Act of 1933, as amended (“U.S.Securities Act”) or any state securities laws in the United States and may not be offered or sold within the



United States or to, or for the account or benefit of, "U.S. Persons" (as defined in Regulation S), except pursuant to exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in offshore transaction in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sale occur. The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and application may not be made by persons in any such jurisdiction except in compliance with the applicable laws of such jurisdiction.

K

Key Managerial Personnel

means the officers or personnel of the issuer who are members of its core management team (excluding board of directors) and includes members of the management one level below the executive directors of the issuer, functional heads and 'key managerial personnel' as defined under the Companies Act, 2013 or any other person whom the issuer may declare as a key managerial personnel

L

Lock-in

Lock-in indicates a freeze on the shares. SEBI ICDR have stipulated Lock-in requirements on shares of promoters of atleast 20% of shares to be locked in for 3 years and above 20% of promoters for 1 year. Also entire pre issue capital ie shares of public are to be locked in for 1 year

Lead Manager

A merchant banker registered with the Board and appointed by the issuer to manage the issue and in case of a book built issue, the lead manager(s) appointed by the issuer shall act as the book running lead manager(s) for the purposes of book building method.

LODR

All listed companies have to follow listing regulations as issued by semi. The Listing regulations is referred as SEBI (Listing Obligations and Disclosure Requirements) 2015 as amended from time to time

Listed Issuer

An issuer whose equity shares are listed on a recognized stock exchange having nationwide trading terminals.

M

Minimum Subscription

The minimum shares(i.e. presently 90% of the issued amount) issuer needs to get from the public out of the total issue by the date of closure of Public offer. Otherwise, the company shall refund the whole amount received. In SME ipo the minimum subscription clause is not applicable as the issue is 100% under written

Market Capitalization

A method of calculating the value of a company which is equal to the number of shares outstanding multiplied by the price of each share of the stock.



Minimum Offer to Public

The minimum offer to the public shall be subject to the provisions of clause (b) of sub-rule (2) of rule 19 of Securities Contracts (Regulations) Rules, 1957.

Main Board

A recognized stock exchange having nationwide trading terminals, other than SME exchange

N

National Payments Corporation of India (NPCI)

NPCI, a Reserve Bank of India (RBI) initiative, is an umbrella organization for all retail payments in India. It has been set up with the guidance and support of the Reserve Bank of India (RBI) and Indian Banks Association (IBA);

Non Eligible

- An issuer shall not be eligible to make an initial public offer -
 - (a) if the issuer, any of its promoters, promoter group or directors or selling shareholders are debarred from accessing the capital market by the Board.
 - (b) if any of the promoters or directors of the issuer is a promoter or director of any other company which is debarred from accessing the capital market by the Board.
 - (c) if the issuer or any of its promoters or directors is a wilful defaulter.
 - (d) if any of its promoters or directors is a fugitive economic offender.
- An issuer not satisfying the condition stipulated in sub-regulation (1) shall be eligible to make an initial public offer only if the issue is made through the book-building process and the issuer undertakes to allot at least seventy five per cent. of the net offer to qualified institutional buyers and to refund the full subscription money if it fails to do so.

Net Offer to Public

An offer of specified securities to the public but does not include reservations and promoters' contribution brought in as part of the issue.

Non Institutional Bidders

All Bidders, including Category III FPIs that are not QIBs or Retail Individual Investors, who have apply for Equity Shares for an amount of more than Rs. 2,00,000/- but not including NRIs other than Eligible NRIs

Net Tangible Assets

“net tangible assets” mean the sum of all net assets of the issuer, excluding intangible assets as defined in Accounting Standard 26 (AS 26) or Indian Accounting Standard (Ind AS) 38, as applicable, issued by the Institute of Chartered Accountants of India

Net Worth

“Net Worth” means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write back of depreciation and amalgamation.

Nominated Investor



“Nominated Investor” means a qualified institutional buyer or private equity fund, who enters into an agreement with the lead manager(s) to subscribe to an issue, made in accordance with Chapter IX, in case of under-subscription or to receive or deliver the specified securities in the market-making process in such an issue;

Explanation: “private equity fund” means a fund registered with any regulatory authority or a fund established by any person registered with any regulatory authority

Non-Institutional Investor

“Non-Institutional Investor” means an investor other than a retail individual investor and qualified institutional buyer.

O

Offering Range

This is the price range at which the company expects to sell its stock in a public offering.

Offer Document

“Offer Document” means a red herring prospectus, prospectus or shelf prospectus, as applicable, referred to under the Companies Act, 2013, in case of a public issue, and a letter of offer in case of a rights issue

Offer through Offer Document

“Offer through Offer Document” means net offer and reservations.

Over Subscription

In Public Offering any extra amount received by the issuer more than it's Issue Size.

OCB/ Overseas Corporate Body

A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs, including overseas trusts in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended from time to time. OCBs are not allowed to invest in this Issue.

P

Pre-Ipo Placement

A Pre-IPO placement occurs when a portion of an initial public offering (IPO) is placed with private investors right before the IPO is scheduled to hit the market. Typically, private investors in a pre-IPO placement are large private equity or hedge funds that are willing to buy a large stake in the company.

Persons acting in concert

“persons acting in concert” shall have the same meaning as assigned to it under regulation 2(1)(q) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Preferential Issue

- Preferential Issue means an issue of specified securities by a listed issuer to any selected person or group of persons on a private placement basis and does not include an offer of specified securities made through a public issue, rights issue, bonus issue, employee stock option scheme, employee stock purchase scheme or qualified institutions placement or an issue of sweat equity shares or depository receipts issued in a country outside India or foreign securities



- It should not exceed 49 at a time not more than 200 per security in a year
- Section 42 of the Companies Act deals with Private Placement.

Public Issue

Public Issue means an initial public offer or further public offer.

Public Offer Account(s)

A bank account opened in accordance with the provisions of the Companies Act, 2013, with the Public Offer Account Bank(s) to receive money from the Escrow Accounts and from the ASBA Accounts on the Designated Date

Promoter

“Promoter” shall include a person:

- Who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013; or
- Who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise; or
- In accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act:

Provided that nothing in sub-clause (iii) shall apply to a person who is acting merely in a professional capacity;

Provided further that a financial institution, scheduled commercial bank, foreign portfolio investor other than Category III foreign portfolio investor, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be a promoter merely by virtue of the fact that twenty percent. or more of the equity share capital of the issuer is held by such person unless such person satisfy other requirements prescribed under these regulations.

Promoter Group

“Promoter Group” includes:

- the promoter;
- an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); and
- in case promoter is a body corporate:
 - a subsidiary or holding company of such body corporate;
 - any body corporate in which the promoter holds twenty per cent or more of the equity share capital; and/or any body corporate which holds twenty per cent. or more of the equity share capital of the promoter;
 - any body corporate in which a group of individuals or companies or combinations thereof acting in concert, which hold twenty per cent. Or more of the equity share capital in that body corporate and such group of individuals or companies or combinations thereof also holds twenty percent. or more of the equity share capital of the issuer and are also acting in concert; and
- in case the promoter is an individual:
 - any body corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;
 - any body corporate in which a body corporate as provided in (A)above holds twenty per cent. or more, of the equity share capital; and



C) any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty percent. of the total capital;

v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group":

Provided that a financial institution, scheduled bank, foreign portfolio investor other than Category III foreign portfolio investor, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be promoter group merely by virtue of the fact that twenty percent. or more of the equity share capital of the promoter is held by such person or entity:

Provided further that such financial institution, scheduled bank, foreign portfolio investor other than Category III foreign portfolio investor, mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time shall be treated as promoter group for the subsidiaries or companies promoted by them or for the mutual fund sponsored by them.

Public Financial Institution

"Public Financial Institution" means a public financial institution as defined under Section 2(72) of the Companies Act, 2013

Public Issue

"Public Issue" means an initial public offer or a further public offer.

Q

Qualified Institutional Buyer

Qualified institutional buyer" means:

- i. a mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor registered with the Board;
- ii. a foreign portfolio investor other than Category III foreign portfolio investor, registered with the Board;
- iii. a public financial institution;
- iv. a scheduled commercial bank;
- v. a multilateral and bilateral development financial institution;
- vi. a state industrial development corporation;
- vii. an insurance company registered with the Insurance Regulatory and Development Authority of India;
- viii. a provident fund with minimum corpus of twenty five crore rupees;
- ix. a pension fund with minimum corpus of twenty five crore rupees;
- x. National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;
- xi. insurance funds set up and managed by army, navy or air force of the Union of India; and
- xii. Insurance funds set up and managed by the Department of Posts, India; and
- xiii. Systemically important non-banking financial companies.

Qualified Institutions Placement

"Qualified Institutions Placement" means issue of eligible securities by a listed issuer to qualified institutional buyers on a private placement basis and includes an offer for sale of specified securities by the promoters and/or promoter group on a private placement basis, in terms of these regulations;



R

Retail Individual Bidder(s)/Retail Individual Investor(s)/RII(s)/RIB(s)

“Retail Individual Investor” means an individual investor who applies or bids for specified securities for a value of not more than two lakhs rupees.

Relative

“Relative” means a relative as defined under the Companies Act, 2013.

Retail Individual Shareholder

“Retail Individual Shareholder” means a shareholder who applies or bids for specified securities for a value of not more than two lakhs rupees.

Rights Issue

Rights Issue means an offer of specified securities by a listed issuer to the shareholders of the issuer as on the record date fixed for the said purpose

Red Herring Prospectus

The Red Herring Prospectus is issued when the issue is through book building process read with section 32 of Companies Act, 2013, and the ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto

Refund Account(s)

The account opened with the Refund Bank(s), from which refunds to unsuccessful Anchor Investors, if any, of the whole or part of the Bid Amount shall be made

Revision Form

The form used by the Bidders to modify the quantity of Equity Shares or the Bid Amount in their Bid cum Application Forms or any prior Revision Form(s), as applicable. QIBs and Non-Institutional Investors are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIIs, Eligible Employees, and Eligible Shareholders who are RIIs could revise their Bids during the Offer Period and withdraw their Bids until Offer Closing Date

S

Schedule

“Schedule” means schedule annexed to these regulations;

Self Certified Syndicate Bank

Self Certified Syndicate Bank means a banker to an issue registered with the Board, which offers the facility of Application Supported by Blocked Amount

Scheduled Commercial Bank

“Scheduled commercial bank” means scheduled commercial banks as included in the second schedule to the Reserve Bank of India Act, 1934;

Specified Securities

Specified Securities means equity shares and convertible securities



Sponsor Bank:

Sponsor Bank means a Banker to the Issue registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and / or payment instructions of the retail investors into the UPI.

Stabilizing Agent

Stabilizing Agent means a merchant banker who is responsible for stabilizing the price of equity shares under a green shoe option, in terms of these regulations

Sub Syndicate

The Sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect Bid cum Application Forms

Syndicate Bidding Centers

Syndicate and Sub Syndicate centers established for acceptance of the Bid cum Application Form and Revision Forms

Selling Shareholder(s)

“Selling shareholder(s)” means any shareholder of the issuer who is offering for sale the specified securities in a public issue in accordance with these Regulations;

Securities Laws

“Securities laws” means the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and the rules and regulations made there under and the general or special orders, guidelines or circulars made or issued by the Board there under and the provisions of the Companies Act, 2013 or any previous company law and any subordinate legislation framed there under, which are administered by the Board ;

SME Exchange

“SME exchange” means a trading platform of a recognised stock exchange having nationwide trading terminals permitted by the Board to list the specified securities issued in accordance with Chapter IX and includes a stock exchange granted recognition for this purpose but does not include the Main Board;

Stock Exchange

“Stock exchange” means any recognized stock exchange having nationwide trading terminals chosen by the issuer on which securities of an issuer are listed or proposed to be listed for the purpose of a particular issue of specified securities under these regulations, other than an SME exchange;

Syndicate Member

“Syndicate Member” means an intermediary registered with the Board and who is permitted to accept bids, applications and place orders with respect to the issue and carry on the activity as an underwriter;

Systemically Important Non-Banking Financial Companies

“Systemically Important Non-Banking Financial Companies” means a non-banking financial company registered with the Reserve Bank of India and recognized as systemically important non-banking financial company by the Reserve Bank of India;

U



Unlisted Issuer

“Unlisted Issuer” means an issuer which is not a listed issuer;

UPI

→Unified Payments Interface (UPI): UPI is an instant payment system developed by the NPCI. It enables merging several banking features, seamless fund routing & merchant payments into one hood. UPI allows instant transfer of money between any two persons' bank accounts using a payment address which uniquely identifies a person's bank a/c.

→ Unified Payments Interface as an alternative payment option for retail investors, buying shares in a public issue, in a phased manner after January 01, 2019. UPI will be a payment mechanism with Application Supported by Block Amount (ASBA) for applications in public issues by retail investors through intermediaries

V

Venture Capital

Venture Capital firms who generally invest in private companies that need capital to develop and market their products. In return for this investment, the venture capitalists generally receive significant ownership of the company and seats on the board.

Visible Supply

A supply of new issues that are tentatively scheduled to come to market. This is also referred to as 'pipeline'

Valuer

“valuer” means a person who is registered under section 247 of the Companies Act, 2013 and the relevant rules framed there under or as specified by the Board;

W

Willful Defaulter

“Willful Defaulter” means a person or an issuer who or which is categorized as a willful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India;

Working Day

“Working Day” means all days on which commercial banks in the city as specified in the offer document are open for business;

Explanation: For the purpose of this clause, in respect of -

- (a) Announcement of price band; and
- (b) bid/issue period,

Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in the city as notified in the offer document are open for business; the time period between the bid/ issue closing date and the listing of the specified securities on the stock exchanges, working day shall mean all trading days of the stock exchanges, excluding Sundays and bank holidays, as per circulars issued by the Board