



भारतीय प्रतिभूति और विनिमय बोर्ड
Securities and Exchange Board of India

CIRCULAR

SEBI/HO/DDHS/DDHS_Div3/P/CIR/2021/672

November 26, 2021

To,

All Registered Merchant Bankers

Madam/Sir

Sub: Publishing Investor Charter and Disclosure of Investor Complaints by Merchant Bankers on their Websites for public offers by REITs and InvITs

1. With a view to provide investors relevant information about the primary market issuances by REITs and InvITs, an Investor Charter has been prepared by SEBI in consultation with Merchant Bankers.
2. This charter is a brief document containing different services to investors at a single place for ease of reference.
3. All registered Merchant Bankers are hereby advised to disclose on their websites, the Investor Charter for each of the following categories, as provided at **Annexure – A** to this circular:
 - a. Public offer of units by REITs
 - b. Public offer of units by InvITs
4. Additionally, in order to bring about transparency in the Investor Grievance Redressal Mechanism, it has also been decided that all the registered Merchant Bankers shall disclose on their respective websites, the data on complaints received against them or against issues dealt by them and redressal thereof, on each of the aforesaid categories separately as well as collectively, latest by 7th of succeeding month, as per the format enclosed at **Annexure – B** to this circular.
5. The provisions of this circular shall come into effect from **January 01, 2022**.
6. This circular is being issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992, Regulation 33 of the REIT Regulations and Regulation 33 of the InvIT Regulations.
7. 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".

Yours faithfully,

Deena Venu Sarangadharan
Deputy General Manager
Department of Debt and Hybrid Securities
Tel No. 022-2644-9266
Email – deenar@sebi.gov.in

PUBLIC ISSUE OF InvITs**VISION STATEMENT**

To continuously earn trust of investors and emerge as solution provider with integrity.

MISSION STATEMENT

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY

Act as Merchant Banker to IPO of InvITs

SERVICES PROVIDED FOR INVESTORS

1. Upload Draft Offer Document on SEBI / Stock Exchanges / Lead Managers Website. Invite public comments within 21 days therefrom
2. Upload Offer documents with issue period details on SEBI / Stock Exchanges / Lead Managers Website
3. Publish details of Anchor Investors and the allocation price on the website of the stock exchange(s), sponsor(s), investment manager and merchant banker(s) before opening of the issue.
4. Announce the floor price or price band and relevant financial ratios at least two working days before the opening of the bid on the website of the sponsor, investment manager and stock exchanges.
5. Keep issue open for at least three working days but not more than thirty days.
6. May issue advertisements for issue opening and issue closing in the newspapers.
7. Publish advertisement with details of subscription, basis of allotment, date of credit of specified units and date of filing of listing application, etc. is released completion of the issue activities on the website of the INVIT, sponsor, investment manager and stock exchanges

<u>TIMELINES</u>			
Sr. No.	Activity	Timeline for which activity takes place	Information where available
1	Filing of draft offer document by Trust for public comments	0	Websites of SEBI, Stock Exchanges, InvIT, Lead Managers
2	Details of Strategic Investors	Before filing OD	In the Offer Document
3	Details of anchor investors allotment	1 day before issue opening date	Website of Stock Exchanges, investment manager, Sponsor, Lead Manager
4	Price band Advertisement and relevant financial ratio	2 working days before IPO opens	Website of Stock Exchanges, investment manager, Sponsor
5	Issue opening date	After 5 working days after filing of OD with SEBI	Stock Exchanges website
6	Availability of application forms	Till issue closure date	Stock Exchanges website
7	Availability of material documents for inspection by investors	Till issue closure date	Address given in Offer Document
8	Advertisement on subscription and basis of allotment	Within 10 days	Website of the InvIT, sponsor, investment manager and stock exchanges
9	Allotment status and allotment advice	completion of basis of allotment	By email / post

RIGHTS OF INVESTORS

1. Investors can request for copy of offer document to any of the lead manager till closing of the offer.
2. Investors are allowed to modify and only upward revise their bids during the period the issue is open.
3. Right to inspect the material documents during the issue.
4. If allotted units, all Rights as a Unitholder (as per Offer Document)

DO's and DON'Ts FOR INVESTORS

DO'S FOR THE INVESTORS

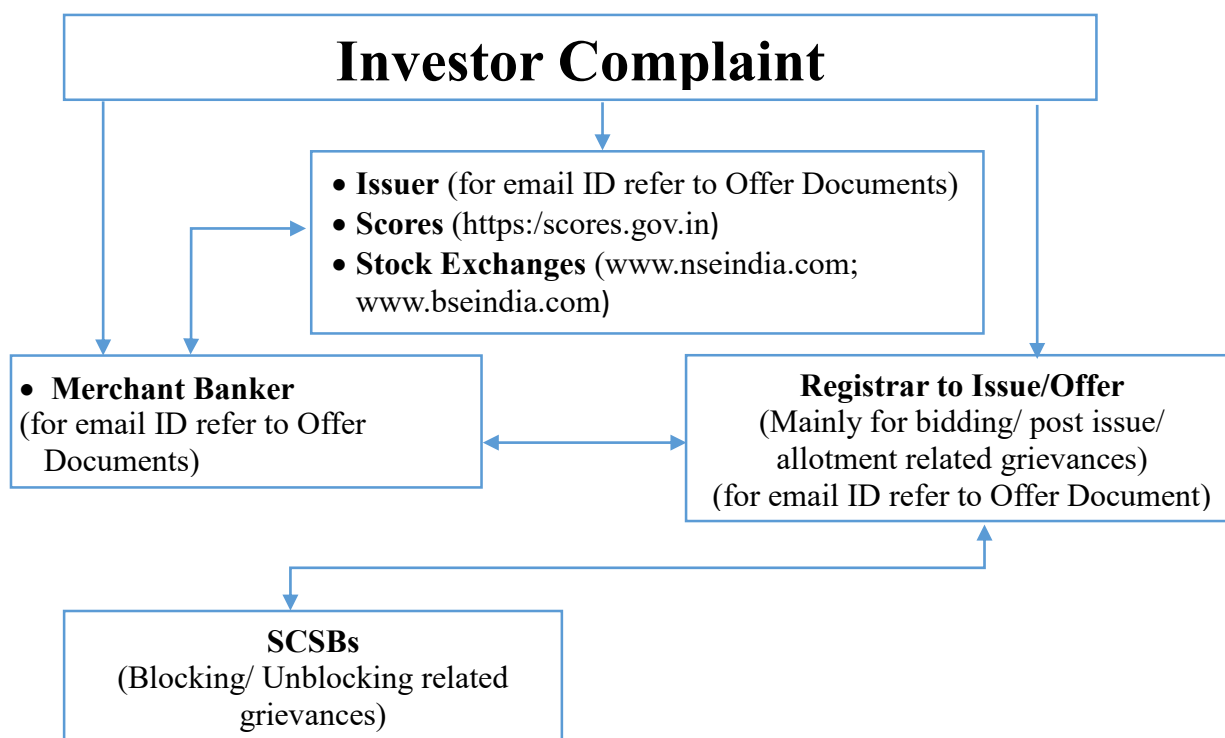
1. Check eligibility to apply as per the terms of the Offer Document and under Applicable Laws and approvals;
2. Submit the Bids (other than Anchor Investors) through the ASBA process only
3. Bid within the Price Band;
4. Ensure the bid cum application form has complete details of the Bidders' depository account, including DP ID, Client ID and PAN
5. Ensure that the details about the PAN, DP ID and Client ID are correct, and the Beneficiary Account is activated, as Allotment will be in dematerialized form only;
6. Ensure that the Bids are submitted at the Bidding Centres only on the Bid cum Application Forms bearing the stamp of a Designated Intermediary within the prescribed time;
7. Ensure that the bank account details are provided in the respective field and they are correct;
8. Ensure that you have correctly checked the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode for the Designated Branch to block funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
9. Ensure that the Bid cum Application Form is signed by the ASBA Account holder if the Bidder is not the ASBA Account holder;
10. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant
11. Ensure that the full Bid Amount is paid for Bids submitted by Anchor Investors and Strategic Investors (as applicable);
12. Instruct your respective banks to not release the funds other than in relation to this Offer, blocked in the ASBA Accounts;
13. In case of joint Bids, the Bid cum Application Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names.
14. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms;
15. Ensure that the category and the Bidder status is indicated;
16. Submit revised Bids at the same Bidding Centre of a Designated Intermediary, through which the original Bid was placed and obtain a revised Acknowledgement Slip, as the case may be;

DON'TS FOR THE INVESTORS:

1. Do not Bid for lower than the Minimum Bid Size;
2. Do not submit a Bid without payment of the entire Bid Amount;
3. Do not Bid less than the Floor Price or higher than the Cap Price;
4. Do not Bid on another Bid cum Application Form after you have submitted a Bid;
5. Do not pay the Bid Amount in cash, by money order or postal order or stock invest and in relation to ABSA Bidders, in any other mode other than blocked amounts in the ASBA Accounts;
6. Do not send Bid cum Application Forms by post and only submit the same to a Designated Intermediary at a Bidding Centre;

7. Do not fill up the Bid cum Application Form such that the Units Bid for exceed, the Offer Size or investment limits, or the maximum number of Units that can be held or the maximum amount permissible under applicable laws or under the terms of the Offer Document;
8. Do not submit more than five Bid cum Application Forms per ASBA Account;
9. Do not submit the GIR number instead of the PAN
10. Do not submit the Bid for an amount more than funds available in your ASBA Account;
11. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of Bidders;
12. Do not submit a Bid in case you are not eligible to acquire Units under applicable law or your relevant constitutional documents or otherwise;
13. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per demographic details provided by the Depository);
14. Anchor Investors and Strategic Investors should not Bid through the ASBA process;
15. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Units or the Bid Amount) at any stage;

GRIEVANCE REDRESSAL MECHANISM FOR INVESTORS AND HOW TO ACCESS IT



TIMELINES FOR RESOLUTION OF INVESTOR GRIEVANCES IN A PUBLIC ISSUE (INVT)

Sr. No	Activity	No. of calendar days
1	Investor grievance received by the lead manager	T
2	Lead Manager to the offer to identify the concerned intermediary and it shall be endeavoured to forward the grievance to the concerned intermediary/ies on T day itself	T+1
3	The concerned intermediary/ies to respond to the lead manager with an acceptable reply	X
4	Investor may escalate the pending grievance, if any, to a senior officer of the lead manager of rank of Vice President or above	T+21

5	Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required	Between T and X
6	LM to respond to the investor with the reply	Upto X+3
7	Best efforts will be undertaken by lead manager to respond to the grievance within T+30	

Nature of investor grievance for which the aforesaid timeline is applicable

1. Delay in unblocking of funds
2. Non allotment / partial allotment of securities
3. Non receipt of units in demat account
4. Amount blocked but application not bid
5. Application bid but amount not blocked
6. Any other grievance as may be informed from time to time

Mode of receipt of investor grievance

The following modes of receipt will be considered valid for processing the grievances in the timelines discussed above

1. Letter or e-mail from the investor addressed to the lead manager at its address or e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc.
2. Letter or e-mail from the investor addressed to the issuer, registrar to the issue, stock exchanges, at their address or e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc.
3. On SEBI SCORES platform.

Nature of enquiries for which the Lead manager shall endeavour to resolve such enquiries/ queries promptly during the issue period.

1. Availability of application form
2. Availability of offer document
3. Process for participating in the issue/ mode of payments
4. List of SCSBs/ syndicate members
5. Date of issue opening/ closing/ allotment/ listing
6. Technical setbacks in net-banking services provided by SCSBs
7. Any other query of similar nature

RESPONSIBILITIES OF INVESTORS

1. Read and understand the terms of offer documents, application form, and issue related literature carefully and fully before investing
2. Consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue
3. Provide full and accurate details when making investor grievances to Lead Managers and the registrar to the issue
4. Ensure that you request for and have received an Acknowledgement Slip for all your Bid options from the Designated Intermediary;
5. After listing, Investors should regularly check for such information on the stock exchange website regarding all material developments including information corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc.

PUBLIC ISSUE OF REITs

VISION STATEMENT:

To continuously earn trust of investors and emerge as solution provider with integrity.

MISSION STATEMENT:

1. Act in investors' best interests by understanding needs and developing solutions.
2. Enhance and customise value generating capabilities and services.
3. Disseminate complete information to investors to enable informed investment decision.

DESCRIPTION OF ACTIVITIES / BUSINESS OF THE ENTITY

Act as Merchant Banker to IPO of REITs

SERVICES PROVIDED FOR INVESTORS

1. Upload Draft Offer Document on SEBI / Stock Exchanges / Lead Managers Website. Invite public comments within 21 days therefrom
2. Upload Offer documents with issue period details on SEBI / Stock Exchanges / Lead Managers Website
3. Publish details of Anchor Investors and the allocation price on the website of the stock exchange(s), sponsor(s), manager and merchant banker(s) before opening of the issue.
4. Announce the floor price or price band and relevant financial ratios at least two working days before the opening of the bid on the website of the sponsor, manager and stock exchanges
5. Keep issue open for at least three working days but not more than thirty days.
6. May issue advertisements for issue opening and issue closing in the newspapers.
7. Publish advertisement with details of subscription, basis of allotment, date of credit of specified units and date of filing of listing application, etc. is released completion of the issue activities on the website of the REIT, sponsor, manager and stock exchanges

TIMELINES

Sr. No.	Activity	Timeline for which activity takes place	Information where available
1	Filing of draft offer document by Trust for public comments	0	Websites of SEBI, Stock Exchanges, Lead Managers
2	Track record of IPOs (3 years)	Listing date	Lead managers website
3	Details of Strategic Investors	Before filing OD	In the Offer Document
4	Details of anchor investors allotment	1 day before issue opening date	Website of Stock Exchanges, IM, Sponsor, Lead Manager
5	Price band Advertisement and relevant financial ratio	2 working days before IPO opens	Website of Stock Exchanges, IM, Sponsor
6	Issue opening date	After 5 working days after filing of OD with SEBI	Stock Exchanges website
7	Availability of application forms	Till issue closure date	Stock Exchanges website
8	Availability of material documents for inspection by investors	Till issue closure date	Address given in Offer Document
9	Advertisement on subscription and basis of allotment	Within 10 days	Website of the TRUST, sponsor, manager and stock exchanges
10	Allotment status and allotment advice	completion of basis of allotment	By email / post

RIGHTS OF INVESTORS

1. Investors can request for copy of offer document to any of the lead manager till closing of the offer.
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DO's FOR THE INVESTORS

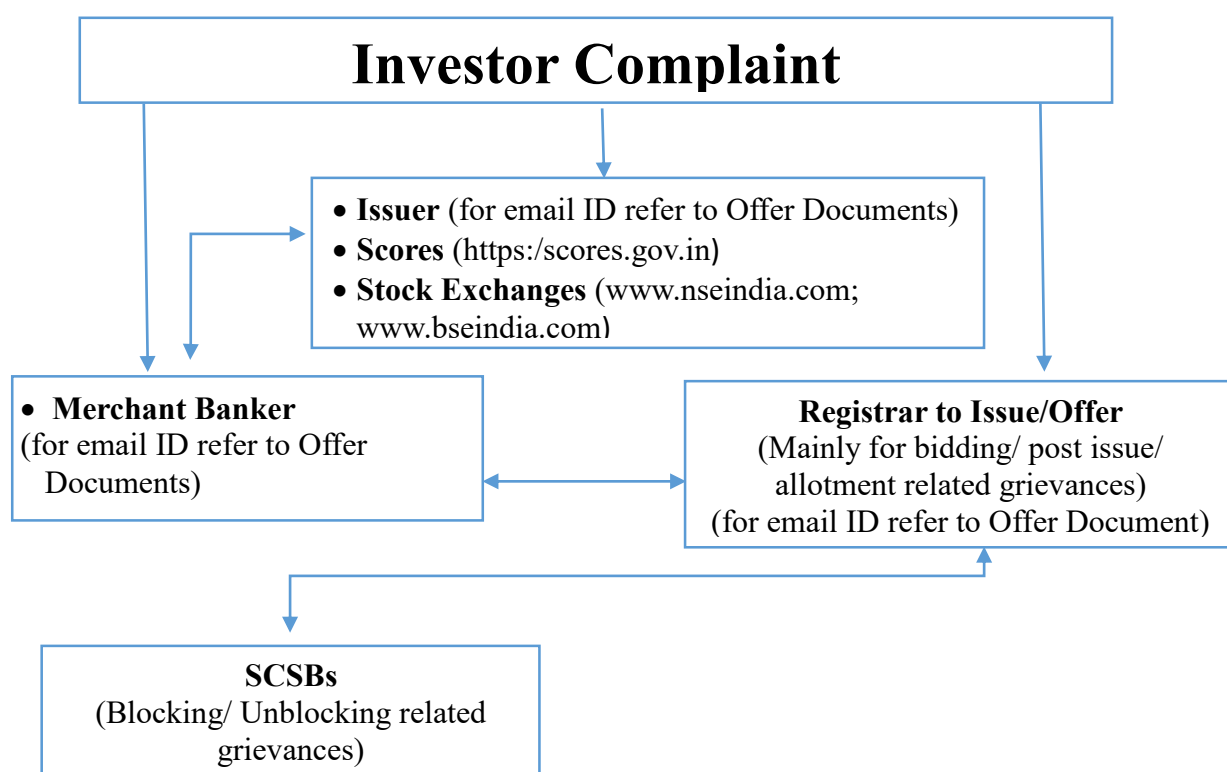
1. Check eligibility to apply as per the terms of the Offer Document and under Applicable Laws and approvals;
2. Submit the Bids (other than Anchor Investors) through the ASBA process only
3. Bid within the Price Band;
4. Ensure the bid cum application form has complete details of the Bidders' depository account, including DP ID, Client ID and PAN
5. Ensure that the details about the PAN, DP ID and Client ID are correct, and the Beneficiary Account is activated, as Allotment will be in dematerialized form only;
6. Ensure that the Bids are submitted at the Bidding Centres only on the Bid cum Application Forms bearing the stamp of a Designated Intermediary within the prescribed time;
7. Ensure that the bank account details are provided in the respective field and they are correct;
8. Ensure that you have correctly checked the authorization/undertaking box in the Bid cum Application Form, or have otherwise provided an authorization to the SCSB via the electronic mode for the Designated Branch to block funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form at the time of submission of the Bid;
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7. Do not fill up the Bid cum Application Form such that the Units Bid for exceed, the Offer Size or investment limits, or the maximum number of Units that can be held or the maximum amount permissible under applicable laws or under the terms of the Offer Document;
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INVESTOR GRIEVANCE REDRESSAL MECHANISM AND HOW TO ACCESS IT



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3	The concerned intermediary/ies to respond to the lead manager with an acceptable reply	X

4	Investor may escalate the pending grievance, if any, to a senior officer of the lead manager of rank of Vice President or above	T+21
5	Lead manager, the concerned intermediary/ies and the investor shall exchange between themselves additional information related to the grievance, wherever required	Between T and X
6	LM to respond to the investor with the reply	Upto X+3
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2. Letter or e-mail from the investor addressed to the issuer, registrar to the issue, stock exchange, at their address or e-mail ID mentioned in the offer document, detailing nature of grievance, details of application, details of bank account, date of application etc
3. On SEBI SCORES platform

Nature of enquiries for which Lead manager shall endeavour to resolve such enquiries/ queries promptly during the issue period.

1. Availability of application form
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4. List of SCSBs/ syndicate members
5. Date of issue opening/ closing/ allotment/ listing
6. Technical setbacks in net-banking services provided by SCSBs
7. Any other query of similar nature

RESPONSIBILITIES OF INVESTORS

1. Read and understand the terms of offer documents, application form, and issue related literature carefully and fully before investing
2. Consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue
3. Provide full and accurate details when making investor grievances to Lead Managers and the registrar to the issue
4. Ensure that you request for and have received an Acknowledgement Slip for all your Bid options from the Designated Intermediary;
5. After listing, Investors should regularly check for such information on the stock exchange website regarding all material developments including information corporate actions like mergers, de-mergers, splits, rights issue, bonus, dividend etc.

Annexure – B

Format for Investors Complaints Data to be displayed by Registered Merchant Bankers on their respective websites (For each category, separately as well as collectively)

Data for every month ending

SN	Received from	Carried forward from previous month	Received during the month	Resolved during the month*	Pending at the end of month #	Pending complaints > 3 month	Average Resolution time^ (in days)
1	Directly from Investors						
2	SEBI (SCORES)						
3	Stock Exchanges (if relevant)						
4	Other Sources (if any)						
5	Grand Total						

Monthly trend for the financial year

SN	Month	Carried forward from previous month	Received during the month	Resolved during the month *	Pending at the end of month #
1	April-YYYY				
2	May-YYYY				
3	June-YYYY				
4	July-YYYY				
				
				
	March-YYYY				
	Grand Total				

^ Average Resolution time is the sum total of time taken to resolve each complaint in days, in the current month divided by total number of complaints resolved in the current month

* Inclusive of complaints of previous months resolved in the current month

Inclusive of complaints pending as on the last day of the month

Last 3 years' trend

SN	Year	Carried forward from previous year	Received during the year	Resolved during the year	Pending at the end of the year
1	2018-19				
2	2019-20				
3	2020-21				
	Grand Total				