INITIAL PUBLIC OFFER

By Hemali Sangani, CA, B.Com, Mumbai

GOING PUBLIC

Benefits

- · Expands access to capital
- · Increases employee commitment & recruiting power
- · Enhances visibility & brand image
- · Facilitates mergers & acquisition activity
- · Provides liquidity to the shareholders

Responsibilities

- · Sharing financial gain
- · Maximising shareholder value
- · Sharing potential strategic information with public
- · Increased compliance requirements
- · Broad-base the Board

DIFFERENT IPO PHASES

Phase I Preparation

- · Forming of IPO team & set-up of data room
- Due Diligence & Documentation
- · Drafting offer document and formulating positioning strategy
- SEBI review process

Phase II Pre-Marketing

- · Development & Communication of Issuer's investment case
- · Access the sales & research network of syndicate to cover all critical potential demand
- Build transaction momentum
- Assess the best launching time

Phase III Roadshow

- · Review the Offer Launch schedule
- Maximise Investor-Management meetings
- Establish Issuer's investment case with the Investors
- · Follow up and monitor the demand

Phase IV Pricing

· Optimise the price level by striking the balance between promoters expectation & investor desire

Phase V Post Issue

- Allocation of shares to the Investors
- Listing of shares in the Stock Exchange

KEY PARTIES & RESPONSIBILITIES

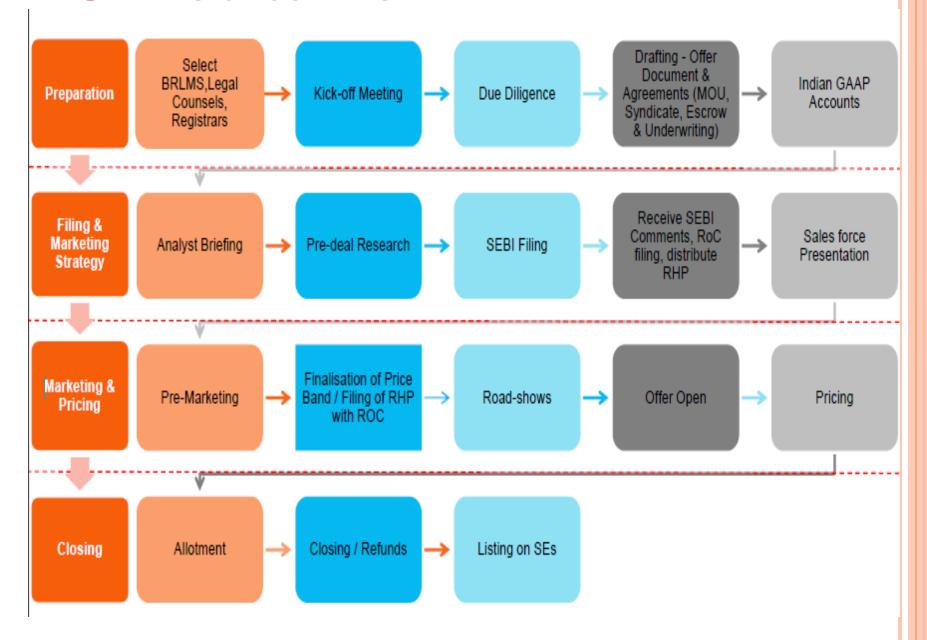
PARTY	KEY RESPONSIBILITIES
BRLMs (Underwriter)	 Overall transaction management responsibility Navigating transaction strategy including structuring, timelines and overall execution Co-ordination with all parties involved in the transaction Participating in Drafting and Due Diligence meetings Liaison with SEBI and Stock Exchanges Coordinating Research Briefing Coordinating Pre-marketing and Management Road-shows and Marketing the Issue Managing the Book of Demand, Advising on Pricing and Allocation Assisting in managing post issue formalities
Domestic Counsel	 Advising Company for compliance with domestic regulations applicable to the Company Drafting and Coordinating approvals relating to offering as applicable Conducting due diligence Drafting of certain sections of the Offer document Drafting of MOU, Escrow Agreement, Syndicate Agreement & Underwriting Agreement Provide legal opinion to Company and Underwriters Assisting in 'Closing'
International Counsel	 Conducting due diligence Drafting of primarily Business, MD&A and Risk Factors Primary responsibility for compliance with international regulations relating to offering and selling restrictions Negotiating Comfort Letter and Circle-ups with Auditors Provide legal opinion / 10B filling Assisting in 'Closing'

KEY PARTIES & RESPONSIBILITIES

CONTD...

PARTY	KEY RESPONSIBILITIES
Statutory Auditors	Provide Auditors Report Provide Comfort Letter The Auditor should be subject to peer review
Registrar to the Issue	 Processing of Bid-cum Application forms Coordinating with Escrow Bankers, BRLMs for submitting reports to SEBI Finalizing Basis of Allotment Arranging for refunds, Demat credit, Printing of CANs etc.
Credit Rating Agency	Provide IPO grading
Printers	Printing of DRHP / RHP, Prospectus, forms and other stationery
Advertising / PR Agency	Corporate and Issue advertising Public Relations Managing logistics of road shows
Depository	Dematerialization of the company's shares Demat transfers of shares Tripartite Agreement
Escrow Bankers	Collection of application moneys Assist in Post Issue

IPO Process Flow



THANK YOU