

CIRCULAR

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May 11, 2016

To

All Infrastructure Investment Trusts (InvITs)

All Parties to InvITs

All Stock Exchanges

All Merchant Bankers

Dear Sir / Madam,

Sub: Guidelines for public issue of units of InvITs

1. SEBI (Infrastructure Investment Trusts) Regulations, 2014 (“InvIT Regulations”) provides as under:
 - a) Regulation 14(6) states that *‘The Board may specify by issue of guidelines or circulars any other requirements, as it deems fit, pertaining to issue and allotment of units by an InvIT, whether by way of public issue or private placement.’*
 - b) Regulation 15(6)(iii) states that *‘the advertisements shall be in accordance with any circulars or guidelines as may be specified by the Board in this regard.’*
2. In line with the aforesaid Regulations, the detailed guidelines as placed at Schedule-A shall be applicable to public issue of units of InvITs.
3. This Circular is issued in exercise of powers conferred under Section 11(1) of Securities and Exchange Board of India Act, 1992 read with Regulation 33 of InvIT Regulations.
4. This Circular is available on SEBI website at www.sebi.gov.in under the categories “Legal Framework” and under the drop down “Circulars”.

Yours faithfully,

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Guidelines for public issue of units of InvITs

1. Appointment and obligations of merchant banker and others:

- (1) The Investment Manager on behalf of the InvIT, in line with Regulation 10 (5) of InvIT Regulations, shall appoint one or more merchant bankers, at least one of whom shall be a lead merchant banker and shall also appoint other intermediaries, in consultation with the lead merchant banker, to carry out the obligations relating to the issue.
- (2) Where the issue is managed by more than one merchant banker, the rights, obligations and responsibilities, relating inter alia to disclosures, allotment, refund and underwriting obligations, if any, of each merchant banker shall be predetermined and disclosed in the offer document.

2. Filing of offer document

- (1) Draft offer document, offer document and final offer document shall mean as under:
 - a. Draft offer document refers to the draft of the offer document filed with the Board and the stock exchanges.
 - b. Offer document refers to the version of the offer document filed with the Board and the stock exchanges incorporating all updations except the price / price band.
 - c. Final offer document refers to the version of the offer document filed with the Board and the stock exchanges including details with respect to pricing, allotment etc. .
- (2) The draft offer document shall be filed with the Board and the designated stock exchanges in accordance with InvIT Regulations.
- (3) The lead merchant bankers shall submit the following to the Board along with the draft offer document:
 - (a) a certificate, confirming that an agreement has been entered into between the Investment manager on behalf of the InvIT and the lead merchant bankers;
 - (b) a due diligence certificate as per **Form A of Annexure I**,
- (4) The draft offer document shall be hosted on the websites as specified under Regulation 14(4)(f) of the InvIT Regulations and the period of hosting on the website for comments, if any, shall be at least twenty one days. The lead merchant banker shall file a statement with the Board giving information of the comments received by them or the InvIT or the parties to the InvIT on the draft offer document during that period and the consequential changes, if any, to be made in the draft offer document.
- (5) Subject to regulation 14(4)(g),(h) and (i)of InvIT Regulations, the Board may specify changes or issue observations, if any, on the draft offer document within the later of the following:
 - (a) thirty days from the later of the following dates:

- (i) the date of receipt of the draft offer document by the Board; or
 - (ii) the date of receipt of clarification or information from any regulator or agency, where the Board has sought any clarification or information from such regulator or agency; or
 - (iii) the date of receipt of a copy of in-principle approval letter issued by the recognised stock exchanges;
- (b) twenty one working days from the date of receipt of satisfactory reply from the lead merchant bankers, where the Board has sought any clarification or additional information from them;
- (6) The lead merchant banker shall ensure that all comments received from the Board on the draft offer document are suitably addressed prior to the filing of the offer document with the Board and designated stock exchanges;
- (7) The lead merchant banker shall submit the following documents to the Board along with the offer document:
 - (a) a statement certifying that all changes, suggestions and observations made by the Board have been incorporated in the offer document;
 - (b) a due diligence certificate as per **Form B of Annexure I**
- (8) If changes are made in the draft offer document or offer document with respect to any of the following, the lead merchant banker shall file fresh draft offer document with the Board highlighting all changes made in the draft offer document or offer document, as applicable, along with the fees as specified in InvIT Regulations:
 - (a) Change in sponsor(s)/ Investment Manager or persons in control of the sponsor(s)/ Investment Manager.
 - (b) Change in more than half of the board of directors of the Investment Manager.
 - (c) Change in any object(s) of the issue contributing/amounting to more than 20% of the issue size.
 - (d) Any increase or decrease in estimated issue size by more than twenty five per cent.
- (9) All other changes/ updations in the draft offer document or offer document which are not covered under clause (8) above shall be carried out by the lead merchant banker and offer document with updated details shall be filed with the Board without fees.
- (10) The merchant banker shall, after filing the offer document with the Board, make a pre-issue advertisement on the website of the sponsor, investment manager and stock exchanges.
- (11) The merchant banker may also issue such pre-issue advertisement in any newspaper and on the website of the InvIT, if applicable.

3. Allocation in public issue.

- (1) In an issue made through the book building process or otherwise, the allocation in the public issue shall be as follows:
 - (a) not more than 75% to Institutional Investors
 - (b) not less than 25% to other investors

Explanation: Institutional Investors is as defined under Regulation 106X of ICDR Regulations.

- (2) Investment manager on behalf of the InvIT may allocate upto 60% of the portion available for allocation to Institutional Investors to anchor investors as under:
- (a) An strategic investor as defined under InvIT Regulations may participate in the issue under the category of Anchor Investor.
 - (b) An Anchor Investor shall make an application of a value of at least Rs. 10 crore in the public issue;
Provided that in case of strategic investor, the aforesaid application value shall be subject to Regulation 2(1)(zza) of the InvIT Regulations.
 - (c) Allocation to Anchor Investors shall be on a discretionary basis and subject to the minimum of 2 investors for allocation upto Rs. 250 crore and minimum of 5 investors for allocation of more than Rs. 250 crore.
 - (d) The bidding for Anchor Investors shall open one day before the issue opening date and allocation to Anchor Investors shall be completed on the same day.
 - (e) If the price fixed as a result of book building is higher than the price at which the allocation is made to Anchor Investor, the Anchor Investor shall bring in the additional amount within two days of the date of closure of the issue. However, if the price fixed as a result of book building is lower than the price at which the allocation is made to Anchor Investor, the excess amount shall not be refunded to the Anchor Investor and the Anchor Investor shall take allotment at the price at which allocation was made to it.
 - (f) The number of units allocated to Anchor Investors and the price at which the allocation is made, shall be made available on the website of the stock exchange(s), sponsor(s), investment manager and merchant banker(s) before opening of the issue.
 - (g) There shall be a lock-in of 30 days on the units allotted to the Anchor Investor from the date of allotment in the public issue.
Provided that the lock-in for strategic investors shall be one year from the date of allotment in the public issue.
 - (h) Neither the merchant bankers nor any person related to the merchant bankers in the concerned public issue can apply under Anchor Investor category except Mutual Funds, Insurance Companies and Pension Funds.
 - (i) The parameters for selection of Anchor Investor shall be clearly identified by the merchant banker.

4. **Application and Abridged version of the offer document.**

- (1) The application form and the abridged version of the offer document as stated in Regulation 14(4)(n) of the InvIT Regulations for the issue shall be prepared by the lead merchant banker.
- (2) The lead merchant banker shall make arrangements for distribution of the application form along with a copy of the abridged version of the offer document.
- (3) The abridged version of the offer document shall contain the disclosures as specified in **Annexure III** and shall not contain any matter extraneous to the contents of the offer document.

- (4) No person shall make an application in the public issue for that number of units which exceeds the number of units offered to public.

5. **Security Deposit**

- (1) The Investment Manager on behalf of the InvIT shall deposit, before the opening of subscription, and keep deposited with the stock exchange(s), an amount calculated at the rate of 0.5% of the amount of units offered for subscription to the public or Rs 5 crore, whichever is lower.
- (2) The manner of deposit/refund/release/forfeiture of such deposit shall be in the manner specified by the stock exchange(s) and by the Board from time to time.

6. **Opening of an issue and subscription period.**

- (1) An issue shall be opened after at least five working days from the date of filing the final offer document with the Board.
- (2) The lead merchant banker shall submit a due diligence certificate as **per Form C of Annexure I**, immediately before the opening of the issue.
- (3) A public issue shall be kept open for at least three working days but not more than thirty days. However, in case the price band in a public issue made through the book building process is revised, the bidding (issue) period disclosed in the final offer document shall be extended for a minimum period of one working day, provided however that the total bidding period shall not exceed thirty days.
Provided the price revision can be done maximum twice during the bidding period.
- (4) The investment manager on behalf of the InvIT may issue advertisements for issue opening and issue closing.

7. **Underwriting.**

- (1) Where the InvIT desires to have the issue underwritten, it shall appoint the underwriters in accordance with SEBI (Underwriters) Regulations, 1993.
- (2) The merchant bankers and syndicate members shall not subscribe to the issue in any manner except for fulfilling their underwriting obligations.
- (3) In case of underwritten issue, the lead merchant banker or the lead book runner shall undertake minimum underwriting obligations as specified in the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992.

8. **Price and price band.**

- (1) The investment manager on behalf of the InvIT may determine the price of units in consultation with the lead merchant banker or through the book building process.
- (2) Differential price shall not be offered to any investor.
- (3) The investment manager on behalf of the InvIT shall announce the floor price or price band at least five working days before the opening of the bid (in case of an initial public offer) on the website of the sponsor, investment manager and stock exchanges and in all the newspapers in which the pre issue advertisement was released and website of InvIT, if applicable.
- (4) The announcement referred to in clause 8(3) above shall contain relevant financial ratios computed for both upper and lower end of the price band and also a statement

drawing attention of the investors to the section titled “basis of issue price” in the final offer document.

- (5) The floor price or price band and the relevant financial ratios referred to in clause 8(4) shall be disclosed on the websites of those stock exchanges where the units are proposed to be listed.
- (6) The floor price or price band shall be pre-filled in the application forms available on the websites of the stock exchanges.
- (7) The Investment manager on behalf of the InvIT Investment manager on behalf of the InvIT shall, in consultation with lead book runner, determine the issue price based on the bids received.
- (8) Once the final price (cut-off price) is determined, all those bidders whose bids have been found to be successful (i.e. at and above the final price or cut-off price) shall be entitled for allotment of units.
- (9) The lead merchant banker may reject a bid placed by a qualified institutional buyer for reasons to be recorded in writing provided that such rejection shall be made at the time of acceptance of the bid and the reasons therefore shall be disclosed to the bidders.

9. **Bidding process**

- (1) In all issues, the InvIT shall accept bids including using ASBA facility, if so opted.
- (2) An amount to the extent of entire application money shall be collected or blocked, as the case may be, from the applicants before they place an order on their behalf.
- (3) The payment accompanied with any revision of Bid, shall be adjusted against the payment made at the time of the original bid or the previously revised bid.
- (4) The stock brokers shall collect the money from their client for every order placed by them and in case the clients/investors fail to pay for units allocated, the stock brokers shall pay such amount.

Provided that in case of ASBA, the Self Certified Syndicate Banks or Syndicate members shall follow the procedure specified in this regard by the Board.

- (5) Bidding process shall be only through an electronically linked transparent bidding facility provided by recognised stock exchange (s).
- (6) The lead merchant banker shall ensure that adequate infrastructure is available with syndicate members for data entry of the bids in a timely manner.
- (7) The bidding terminals shall contain an online graphical display of demand and bid prices updated at periodic intervals, not exceeding thirty minutes.
- (8) The investment manager on behalf of the InvIT may decide to close the bidding by qualified institutional buyers one day prior to the closure of the issue subject to the condition that bidding shall be kept open for a minimum of three days for all categories of applicants and suitable disclosures made in the draft offer document and offer document.
- (9) No investor shall either withdraw or lower the size of bids at any stage.
- (10) The identity of Institutional Investors other than strategic investors making the bidding shall not be made public.

(11) The stock exchanges shall continue to display on their website, the data pertaining to book built issues in a uniform format, inter alia giving category-wise details of bids received, for a period of atleast three days after closure of bids.

10. Allotment procedure and basis of allotment.

- (1) On receipt of the sum payable on application, the investment manager on behalf of the InvIT shall allot the units to the applicants.
- (2) The allotment of units to applicants other than anchor investors shall be on proportionate basis within the specified investor categories and the number of units allotted shall be rounded off to the nearest integer, subject to minimum allotment as per InvIT Regulations.
- (3) In case of under-subscription in any investor category, the unsubscribed portion in either of the category specified in clause 3 (1) may be allotted to applicants in the other category.
- (4) The authorized representatives of the designated stock exchange along with the post issue lead merchant bankers and registrars to the issue shall ensure that the basis of allotment is finalized in a fair and proper manner.

11. Maintenance of books and records

- (1) A final book of demand showing the result of the allocation process shall be maintained by the lead book runner.
- (2) The book runner/s and other intermediaries associated in the book building process shall maintain records of the book building prices.

12. Post- issue reports.

- (1) The lead merchant banker shall submit the following post-issue reports to the Board:
 - (a) initial post issue report as specified in **Part A of Annexure II**, within three working days of closure of the issue.
 - (b) final post issue report as specified in **Part B of Annexure II**, within fifteen days of the date of finalization of basis of allotment or within fifteen days of refund of money in case of failure of issue.
- (2) The lead merchant banker shall submit a due diligence certificate along with the final post issue report as per **Form D of Annexure I**.

13. Public communications, publicity materials, advertisements and research reports.

- (1) Any public communication including advertisement, publicity material, research reports, etc. concerned with the issue shall not contain any matter extraneous to the contents of the offer document.

Explanation: Public communication includes but not limited to corporate, project and issue advertisements of the InvIT, interviews by its sponsors, investment manager, trustee, project manager, directors of any of the parties to the InvIT, duly authorized employees or representatives of the InvIT/Investment manager, documentaries about the InvIT or its sponsors, periodical reports, press releases, etc.

- (2) The Investment manager on behalf of the InvIT shall make prompt, true and fair disclosure of all developments taking place between the date of filing offer document with the Board and the date of allotment of units which may have a material effect on the InvIT, by issuing public notices on the website of the sponsor, investment manager and stock exchanges and in all the newspapers in which the pre issue advertisement was released and website of InvIT, if applicable.
- (3) In respect of all public communications, the Investment manager on behalf of the InvIT shall obtain approval from the lead merchant bankers responsible for marketing the issue.
- (4) Any such public communication shall comply with the following:
 - (a) it shall be truthful, fair and shall not be manipulative or deceptive or distorted.
 - (b) it shall not contain any statement or promise which is untrue or misleading.
 - (c) if it reproduces or purports to reproduce any information contained in an offer document, it shall reproduce such information in full and disclose all relevant facts and not be restricted to select extracts relating to that information.
 - (d) it shall be set forth in a clear, concise and understandable language.
 - (e) it shall not include any issue slogans or brand names for the issue except the normal commercial name of the sponsor/investment manager.
 - (f) it shall not use extensive technical, legal terminology or complex language and excessive details which may distract the investor.
 - (g) it shall not display models, celebrities, fictional characters, landmarks or caricatures or the likes.
 - (h) no issue advertisement shall appear in the form of crawlers (the advertisements which run simultaneously with the programme in a narrow strip at the bottom of the television screen) on television.
 - (i) in any issue advertisement on television screen, the risk factors shall not be scrolled on the television screen and the advertisement shall advise the viewers to refer to the red herring prospectus or other offer document for details.
 - (j) it shall not contain slogans, expletives or non-factual and unsubstantiated titles.
 - (k) if it contains highlights, it shall also contain risk factors with equal importance in all respects including print size of not less than point seven size.
- (5) No such public communication shall be issued giving any impression that the issue has been fully subscribed or oversubscribed during the period the issue is open for subscription.
- (6) No such public communication shall contain any offer of incentives, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise.
- (7) The merchant bankers shall submit a compliance certificate in respect of news reports appearing for the period between the date of filing the draft offer document with the Board and the date of closure of the issue in accordance with Regulation 60(14) of ICDR Regulations.

14. **Other Obligations of Post-issue lead merchant banker**

- (1) Obligations of the post-issue merchant banker with respect to refund, allotment, payment of interest to applicants in case of delayed allotment/refund, etc. are as per the disclosure in the offer document.
- (2) The post-issue lead merchant banker shall regularly monitor redressal of investor grievances relating to post-issue activities such as allotment, refund, etc.
- (3) The post-issue merchant banker shall ensure that advertisement giving details relating to oversubscription, basis of allotment, number, value and percentage of all applications, number, value and percentage of successful allottees for all applications, date of completion of dispatch of refund orders or instructions to Self Certified Syndicate Banks by the Registrar, date of dispatch of certificates and date of filing of listing application, etc. is released within ten days from the date of completion of the above activities on the website of the InvIT, sponsor, investment manager, stock exchanges and in all the newspapers in which the pre issue advertisement was released, if applicable.
- (4) The post-issue merchant banker shall ensure that InvIT, advisors, brokers or any other entity connected with the issue do not publish any advertisement stating that issue has been oversubscribed or indicating investors' response to the issue, during the period when the public issue is still open for subscription by the public.
- (5) The post-issue merchant banker shall continue to be responsible for post-issue activities till the subscribers have received credit to their demat account or refund of application moneys and the listing agreement is entered into by the InvIT with the stock exchange and listing/ trading permission is obtained.

15. **General conditions:**

- (1) **Restrictions on issue:** No InvIT shall make a public issue of units, if the InvIT or parties to the InvIT or the promoter(s) or director(s) of parties to the InvIT:
 - (a) is debarred from accessing the securities market by the Board;
 - (b) is a promoter, director or person in control of any other company or a sponsor, investment manager or trustee of any other InvIT or InvIT which is debarred from accessing the capital market under any order or directions made by the Board;
 - (c) is in the list of the willful defaulters published by the Reserve Bank of India.

(2) **Alteration of rights of holders of units.**

No InvIT shall alter the terms (including the terms of issue) of units which may adversely affect the interests of the holders of that units unless a resolution to that effect is passed at a meeting of the unitholders in accordance with Regulation 22(5) of InvIT Regulations.

(3) **Prohibition on payment of incentives.**

No person connected with the issue, including a person connected with the distribution of the issue, shall offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application for allotment of units:

Provided that nothing contained in this regulation shall apply to fees or commission for services rendered in relation to the issue.

(4) Appointment of Compliance Officer.

The compliance officer designated by the investment manager under Regulation 10(25) of the InvIT Regulations shall be responsible for monitoring the compliance of the securities laws and for redressal of investors' grievances.

Explanation: For the purpose of this clause, the term "securities laws" shall mean SEBI Act, 1992, SCRA, 1956, Depositories Act, 1996 and rules and regulations made thereunder, general or special orders, guidelines or circulars made or issued thereunder.

(5) General obligations of Merchant Bankers.

- (a) The lead merchant bankers shall exercise due diligence and satisfy himself about all the aspects of the issue including the veracity and adequacy of disclosure in the offer documents.
- (b) The lead merchant bankers shall call upon the InvIT, parties to the InvIT or directors of the parties to the InvIT or in case of an offer for sale, the selling unit holders, to fulfill their obligations as disclosed by them in the offer document and as required in terms of these guidelines.
- (c) The responsibility of the lead merchant banker with respect to due diligence shall continue even after the completion of issue process.
- (d) The lead merchant banker shall ensure that the information contained in the offer document and the particulars as per audited financial statements in the offer document are not more than six months old from the issue opening date.
- (e) The Investment manager on behalf of the InvIT shall ensure that transactions in units by the sponsor and its associates during the period between the date of filing the offer document with the Board /designated stock exchange, as the case may be and the date of closure of the issue shall be reported to the recognised stock exchanges where the units of the InvIT are listed or going to be listed, within twenty four hours of the transactions.

16. Power to relax strict enforcement of these guidelines.

The Board may, in the interest of investors or for the development of the securities market, relax the strict enforcement of any requirement of these guidelines, if the Board is satisfied that:

- (1) the requirement is procedural in nature; or
- (2) any disclosure requirement is not relevant for a particular sector/sub-sector or InvIT;
or
- (3) the non-compliance was caused due to factors beyond the control of the InvIT.
- (4) any provision of Act(s), Rule(s), regulation(s) under which the InvIT is established or is governed by, is required to be given precedence to; or
- (5) the requirement may cause undue hardship to investors.

ANNEXURE I

FORMATS OF DUE DILIGENCE CERTIFICATES

FORM A

**FORMAT OF DUE DILIGENCE CERTIFICATE TO BE GIVEN BY MERCHANT BANKER
ALONG WITH DRAFT OFFER DOCUMENT**

To,

Securities and Exchange Board of India

Dear Sirs,

Sub.: Public Issue of by..... (Name of the InvIT)

We, the lead merchant banker(s) to the above mentioned forthcoming issue, state and confirm as follows:

- (1) We have examined various documents including those relating to litigation like commercial disputes, patent disputes, disputes with collaborators, etc. and other material in connection with the finalization of the offer document pertaining to the said issue;
- (2) On the basis of such examination and the discussions with the InvIT, its Sponsor(s) and Investment Manager, directors and other officers, other agencies, and independent verification of the statements concerning the terms of the issue, price justification and the contents of the documents and other papers furnished by the Investment Manager, WE CONFIRM that:
 - (a) the draft offer document filed with the Board is in conformity with the documents, materials and papers relevant to the issue;
 - (b) all the legal requirements relating to the issue as also the regulations guidelines, instructions, etc. framed/issued by the Board, the Central Government and any other competent authority in this behalf have been duly complied with; and
 - (c) the disclosures made in the draft offer document are true, fair and adequate to enable the investors to make a well informed decision as to the investment in the proposed issue and such disclosures are in accordance with the requirements of the InvIT Regulations, circulars, guidelines issued thereunder and other applicable legal requirements.
- (3) We confirm that besides ourselves, all the intermediaries named in the draft offer document are registered with the Board and that till date such registration is valid.
- (4) We have satisfied ourselves about the capability of the underwriters to fulfill their underwriting commitments, if any.
- (5) We certify that written consent from sponsors has been obtained for inclusion of their units as part of sponsors contribution.
- (6) We certify that the proposed activities of the InvIT for which the funds are being raised in the present issue fall within the objectives of the Trust as specified in the Trust Deed of the InvIT.

- (7) We confirm that necessary arrangements have been made to ensure that the moneys received pursuant to the issue are kept in a separate bank account and that such moneys shall be released by the said bank only after permission is obtained from all the stock exchanges mentioned in the offer document. We further confirm that the agreement entered into between the bankers to the issue and the Investment manager on behalf of the InvIT specifically contains this condition.
- (8) We certify that the following disclosures have been made in the draft offer document:
 - (a) An undertaking from the Investment manager on behalf of the InvIT that at any given time, there shall be only one denomination for the units of the InvIT and
 - (b) An undertaking from the Investment manager on behalf of the InvIT that it shall comply with such disclosure and accounting norms specified by the Board from time to time.
- (9) We enclose a note explaining how the process of due diligence has been exercised by us with respect to the nature of the assets, the risk factors, net worth and experience of the sponsor/investment manager, experience of the key personnel, etc.
- (10) We enclose a checklist confirming regulation-wise compliance with the applicable provisions of the InvIT Regulations, containing details such as the regulation number, its text, the status of compliance, page number of the draft offer document where the regulation has been complied with and our comments, if any.
- (11) We enclose a checklist confirming clause-wise compliance with the guidelines for public offer issued under the InvIT Regulations.
- (12) We certify that profits from related party transactions have arisen from legitimate business transactions.

Place: **Merchant Banker(s) to the Issue**

Date: **with Official Seal(s)**

FORM B

**FORMAT OF DUE DILIGENCE CERTIFICATE TO BE GIVEN BY MERCHANT BANKER
AT THE TIME OF FILING OFFER DOCUMENT WITH THE BOARD AND THE
DESIGNATED STOCK EXCHANGE**

To,

Securities and Exchange Board of India

Dear Sirs,

Sub.: Public Issue of by (Name of the InvIT)

- (1) This is to certify that the offer document filed with the Board and Stock Exchanges has been suitably updated and that the said offer document contains all the material disclosures in respect of the InvIT as on the said date.
- (2) We confirm that the registrations of all the intermediaries named in the offer document are valid as on date and that none of these intermediaries have been debarred from functioning by any regulatory authority.
- (3) We confirm that agreements have been entered into with both the depositories for dematerialisation of the units of the InvIT.

Place:

**Merchant Banker(s) to the Issue Date:
with Official Seal(s)**

FORM C

**FORMAT OF DUE DILIGENCE CERTIFICATE TO BE GIVEN BY MERCHANT BANKER
IMMEDIATELY BEFORE OPENING OF THE ISSUE**

To,

Securities and Exchange Board of India

Dear Sirs,

Sub.: Public Issue of by (Name of the InvIT)

- (1) This is to certify that all the material disclosures in respect of the InvIT as on the date of opening of the issue have been made through the offer document filed with the Board and designated stock exchange and subsequent amendments/ advertisements (if applicable) dated (Details of advertisements to be enclosed), We confirm:
- (a) that the registrations of all the intermediaries named in the offer document, are valid as on date and that none of these intermediaries have been debarred from functioning by any regulatory authority as on date.
 - (b) that the abridged version of the offer document contains all the disclosures as specified in the InvIT Regulations and circulars thereunder.

Place:

Merchant Banker(s) to the Issue

Date:

with Official Seal(s)

FORM D

**FORMAT OF DUE DILIGENCE CERTIFICATE TO BE GIVEN BY MERCHANT BANKER
ALONG WITH FINAL POST ISSUE REPORT**

To,

Securities and Exchange Board of India

Dear Sirs,

Sub.: Public issue of by (Name of InvIT)

We, the under noted post issue lead merchant bankers to the abovementioned issue state as follows:

- (1) We confirm that –
 - (a) for the units offered for lock-in, non-transferability details have been informed to the depositories;
 - (b) details of lock-in have been provided to all the stock exchanges on which units are to be listed, before the listing of the units.
- (2) We certify that units included as minimum sponsors' contribution and the units in excess of minimum sponsors' contribution have been locked-in in terms of Regulation 12 of the InvIT Regulations.
- (3) We certify that provisions regarding lock-in of units held by persons other than sponsors have been duly complied with in accordance with InvIT Regulations.

Place:

Merchant Banker(s) to the Issue

Date:

with Official Seal(s)

ANNEXURE II

FORMATS OF POST ISSUE REPORTS

PART A

FORMAT OF INITIAL POST ISSUE REPORT FOR PUBLIC ISSUE

Subscription Status: (Subscribed/ Undersubscribed)

Note: It is the responsibility of lead merchant banker to give correct information after verifying it from the Investment Manager and the registrar to the issue.

- (1) Name of the InvIT :
- (2) Issue opening date :
- (3) Earliest closing date :
- (4) Actual closing date :
- (5) Date of filing offer document with Board :
- (6) **Issue Details (as per the offer document)**
 - (a) Offer price per unit for different categories :
 - (b) Amount per unit on application for different categories :
 - (c) Issue size: (Rs lakhs)
 - i. Sponsors' contribution :
 - ii. Amount through offer document:
 - (d) Provisional subscription details of public offer
 - i. Total amount to be collected on application: Rs lakhs
 - ii. Amount collected on application: Rs lakhs
 - iii. % subscribed i.e. % of (ii) to (i): (%)
- (7) Please tick mark whether 75% minimum subscription of the amount through offer document is collected. (i) YES (ii) NO

Signed by

Registrars to the Issue

Signed by

Investment manager

on behalf of the InvIT

Signed by

Lead Merchant Banker(s)

Date:

Place:

PART B

FORMAT OF FINAL POST ISSUE REPORT FOR PUBLIC ISSUE

Subscription Status: (Subscribed / Undersubscribed)

Notes:

- (1) It is the responsibility of lead merchant banker to give correct information after verifying the facts from the investment manager and the registrar to the issue.
- (2) The lead merchant banker shall enclose a certificate from the refund banker that the amount of refund due to investors is deposited in a separate account giving details of the total amount deposited in the account and date of deposit.

(I) IN CASE OF SUBSCRIBED ISSUE:

- (1) Name of the InvIT :
- (2) Issue opening date :
- (3) Actual closing date :
- (4) Issue Details (as per the offer document) :
 - (a) Offer price per unit :
 - (b) Issue Size : Rs. in lakhs
- (5) 3-Day Report :
 - (a) Due on :
 - (b) Submitted on :
- (6) No. of collecting banks :
(Also specify no. of bank branches)
- (7) Bank-wise names of branches which did not submit final consolidated certificates from closure of issue and mention the dates when they actually submitted :
- (8) Subscription Details -
 - (i) No. of applications recd. :
 - (ii) No. of units applied for :
 - (iii) Amount of subscription received : Rs.
 - (iv) No. of times issue subscribed :
- (9) Actual Date of finalisation of Basis of Allotment (enclose copy) :
- (10) Allotment Details :
 - (a) No. of successful allottees :
 - (b) No. of unsuccessful allottees :
- (11) Actual Date(s) of completion of :
 - (a) Allotment :
 - (b) Refund :
 - (c) Reasons for delay in allotment/refund, if any :
 - (d) Whether interest paid for delayed period, if so, for which period :
- (12) Amount of refund due : Rs.
- (13) Refund Banker(s) (Name and Address):
- (14) Date of transfer of refund amount to Refund Banker, if any :

- (15) Name of Designated Stock Exchange :
- (16) Names of other stock exchanges where listing is sought :
- (17) Date on which application was filed with each stock exchange for listing of units :
- (18) Date when listing and trading permission given by each stock exchange (Enclose copies of permission letters of stock exchanges) :
- (19) Reasons for delay in listing of units for trading, if any :

(II) IN CASE OF UNDER SUBSCRIBED ISSUE:

- (1) If the issue is underwritten, mention the amount of issue underwritten :
- (2) Extent of under subscription on the date of closure of the issue
 - (a) Percentage :
 - (b) Amount :
- (3) Total no. of underwriters :
- (4) If devolvement notices had not been issued, mention how the shortfall was met :
- (5) No. of underwriters to whom devolvement notices had been issued :
- (6) Date of issue of devolvement notices :
- (7) No. of underwriters who did not pay devolvement (Please give names, amount underwritten and reasons for not paying) :
- (8) In case of default from underwriters, mention how the shortfall was met :
- (9) In case where FIs/ MFs had subscribed to make up shortfall not as underwriter :
 - (a) Name of FI/MF :
 - (b) No. of units applied for :
 - (c) Amount received :

Certified that the information given above and also in the enclosures are true to the best of our knowledge and no refunds/ allotment are pending in respect of the issue.

Certified that units to be locked in are flagged in the depository system as “units cannot be hypothecated / transferred / sold till

Signed by	Signed by	Signed by
Registrars to the Issue Merchant Banker(s)	Investment manager of behalf of the InvIT	Lead

Place:

Date:

ANNEXURE III

FORMAT OF ABRIDGED VERSION OF THE OFFER DOCUMENT

1. Summary of the terms of the issue

Name of the InvIT	
Name of the sponsor(s), Investment Manager, Project Manager, Trustee	
Contact details of the Investment Manager	
Contact details of the Merchant Banker	
Listing (including name of stock Exchange(s) where it will be listed and timeline for listing)	
Issue Size	
Option to retain oversubscription (Amount)	
Issue Price	
Face Value	
Minimum Application and in multiples of __ units thereafter	
Issue Timing 1. Issue Opening Date 2. Issue Closing Date 3. Pay-in Date 4. Expected Date of Allotment	
Issuance mode of the Instrument	
Depository	
Objects of the Issue	
Brief description of the assets under the InvIT	
Relevant Financial ratios	
Capital structure of the InvIT assets	
Brief details of valuation of each asset	
Brief description of ROFR, if any	
Brief details of policy of distributions to the unit holders	
Brief details of fee and expenses charged or chargeable to the InvIT	

2. Top 5 risk factors