

ROLE AND RESPONSIBILITIES OF INTERMEDIARIES**I. Role and Responsibilities of Self Certified Syndicate Bank (SCSBs)**

Role and responsibilities of SCSBs shall include the following:

1. SCSB shall designate one branch as the Controlling Branch, which shall be the single point interface for the Registrar to the Issue, Stock Exchange(s) and merchant bankers, for co-ordination/ communication.
2. SCSB shall identify Designated Branches at which Physical Application Supported by Blocked Amount (Physical ASBA) can be submitted by investor.
3. SCSB shall ensure that a soft copy of the abridged prospectus of the relevant public issue is made available on its website, along with the Electronic ASBA, so as to enable an investor to confirm that he / she has read and understood the terms and conditions of the abridged prospectus, before applying in the issue.
4. SCSB shall comply with the instruction given by the Stock Exchanges with regard to ASBA which inter-alia include instructions like -
 - (i) not accepting more one application per account per issue⁸¹
 - (ii) not to accept any ASBA after the specified closing time on the last day of the bidding period,
 - (iii) blocking the highest of the bid amount, in case there are more than one bid in ASBA.
5. SCSB shall give investors an acknowledgement for the receipt of ASBAs.
6. SCSB shall not upload any ASBA in the electronic bidding system of the Stock Exchange(s) unless –
 - (i) it has received the ASBA in a physical or electronic form; and
 - (ii) it has blocked the application money in the bank account specified in the ASBA or has systems to ensure that Electronic ASBAs are accepted in the system only after blocking of the adequate application money in the relevant bank account opened with it.
7. SCSB shall ensure that the details of a particular ASBA are uploaded only once in the electronic bidding system of any one of the Stock Exchanges. SCSB shall be solely responsible for the completion and accuracy of all details entered/ uploaded on the electronic bidding system of the Stock Exchange(s).

⁸¹ Inferred from para 8 of SEBI Circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018

8. In case of withdrawal of bids by investors during the bidding period, SCSB shall ensure deletion of the withdrawn ASBA from the electronic bidding system of the Stock Exchange(s) and unblocking of funds in the relevant bank account within the timelines specified in the ASBA facility.
9. SCSB shall send the following aggregate information as per the format specified by the Registrar to the Issue, to the Registrar to the Issue after the closure of the bidding period, within the timelines specified in the ASBA facility:
 - (i) Total number of ASBAs uploaded by the SCSB; and
 - (ii) Total number of shares and total amount blocked against the uploaded ASBAs
10. SCSB shall ensure that the bank accounts specified in the ASBAs are duly blocked to the extent of the application money (including revision in bids, if any) till withdrawal/ rejection of the ASBAs or receipt of instruction from the Registrar to the Issue for unblocking the bank accounts for the purpose of transferring the funds to the issuer's account designated for this purpose within the timelines specified in the ASBA facility. The SCSB shall also ensure that the amount blocked by it in the bank accounts specified in the ASBA form, shall be available at all times for transferring to the issuer's account designated for this purpose at the time of finalization of allotment.
11. In case of failure or withdrawal of the issue, on receipt of appropriate instruction from the pre-issue merchant bankers through Registrar to the issues, SCSB shall unblock the bank accounts latest by the next day of receipt of such instruction.
12. In case SCSB receives any information from the Registrar to the Issue regarding errors in bid details, the SCSB shall send the rectified data within the time specified by the Registrar.
13. SCSB shall ensure that information about revision in the bidding period or price band, as and when received, is communicated and effected to in its systems promptly, for information of ASBA investors.
14. SCSB shall take all necessary steps and co-operate with the Registrar to the Issue, Stock Exchange(s) and merchant bankers in ensuring secured transfer of data and completion of allotment of the equity shares within the time period specified in the Red Herring Prospectus. SCSB shall ensure that information, if any, sought in relation to ASBA facility by the merchant bankers/ Registrar to the Issue, is provided promptly.
15. SCSB shall retain Physical ASBAs for a period of six months and thereafter forward the same to the issuer. However, in case of Electronic ASBAs, "printouts" of such applications need not be retained or sent to the issuer. SCSB shall, at all times, maintain the electronic records relating to ASBA facility for a minimum period of three years.
16. SCSB shall ensure that complaints of investors arising out of errors or delay in capturing of data, blocking or unblocking of bank accounts, etc. are satisfactorily redressed.

17. SCSB shall be liable for all its omissions and commissions in discharging its responsibilities in the ASBA facility.

(II) Role and Responsibilities of Registrar to the Issue

Role and responsibilities of Registrar to the Issue shall include the following:

1. Registrar to the Issue shall obtain the electronic bid data (including the Application Supported by Blocked Amount (ASBA) bid data) from the Stock Exchange(s) and match the DP ID, Client ID and PAN specified in the electronic bid file with the depository's database, for the purpose of acceptance of applications and finalisation of the basis of allotment.
2. Registrar to the issue shall intimate before opening of the issue the basis of commission payable to SCSBs, the bid / issue opening and closing date/time, including details of revision in price band/ floor price/ bidding period, if any to SCSBs.
3. Registrar to the Issue shall inform each Self Certified Syndicate Bank (SCSB) about errors, if any, in the bid details, along with an advice to send the rectified data within a specific date, which shall be specified by the Registrar.
4. Once the basis of allotment is approved by the Designated Stock Exchange, the Registrar to the Issue shall provide the following details to the Controlling Branch (CB) of each SCSB, along with instructions to unblock the relevant bank accounts and transfer the requisite money to the issuer's account designated for this purpose, within the timelines specified in the ASBA facility:
 - (i) Number of shares to be allotted against each valid ASBA.
 - (ii) Amount to be transferred from the relevant bank account to the issuer's account, for each valid ASBA.
 - (iii) The date by which the funds referred in sub-para (ii) above, shall be transferred to the issuer's account designated for this purpose.
 - (iv) Details of rejected ASBAs, if any, along with reasons for rejection and details of withdrawn/ unsuccessful ASBAs, if any, to enable SCSBs to unblock the respective bank accounts.
5. The Registrar to the Issue shall be responsible for the correctness and validity of the information furnished by it to SCSBs and shall be liable for all its omissions and commissions in discharging its responsibilities in the ASBA facility.
6. Registrar to the Issue shall act as a nodal agency for redressing complaints of investors, including providing guidance to investors regarding approaching the SCSB concerned.
7. Registrar to the Issue shall maintain accurately, at all times, the electronic records relating to ASBAs received from all SCSBs, including the following:
 - (i) ASBAs taken from the electronic bidding system of the Stock Exchange(s) and ASBAs furnished by SCSBs in respect of the issue;

- (ii) particulars relating to allotment of equity shares against valid ASBAs;
- (iii) particulars relating to the requisite money to be transferred to the issuer's account against valid ASBAs; and
- (iv) Details of rejected/ withdrawn/ unsuccessful ASBAs, if any

(III) Role and Responsibilities of Merchant Bankers

Role and responsibilities of Merchant Bankers shall include the following:

1. The pre-issue merchant banker(s) shall ensure that the ASBA facility is provided as the only mode of accepting Application-Bid-Cum forms in all Initial public issues.
2. The pre-issue merchant banker(s) shall ensure that appropriate disclosures/ instructions are given regarding the ASBA facility in the Red Herring Prospectus and abridged prospectus and in application forms, to enable investors to understand and apply through the ASBA facility
3. The pre-issue merchant banker(s) shall ensure that sufficient number of Physical ASBA forms are printed and are made available to all SCSBs. Further, it shall ensure that SCSBs are also provided with a soft copy of the abridged prospectus/ prospectus.
4. The pre-issue merchant banker(s) shall intimate before opening of the issue the basis of commission payable to SCSBs, the bid/ issue opening and closing date/ time, including details of revision in price band/ floor price/ bidding period, if any to SCSBs through Registrar to Issues.
5. In case of failure/ withdrawal of the issue, the pre-issue merchant banker(s) shall inform SCSBs through Registrar to Issues regarding the same.
6. The post-issue merchant banker(s) shall inform the Registrar to the Issue, the date by which subscription money shall be transferred to the issuer's account designated for this purpose, by SCSBs
7. The pre and post issue merchant banker(s) shall co-ordinate with the Registrar to the Issue for providing appropriate information/ instructions to the SCSBs in respect of the ASBA facility.
8. Unless otherwise specified in the regulations / circulars for ASBA facility, the pre and post issue merchant banker(s) shall ensure that all intermediaries follow uniform procedure for ASBA.
9. Discount, if any, to the specified category of investors shall be adjusted before blocking the amount from the investors' bank account i.e. the blocking is to be carried out net of discount.

(IV) Role and Responsibilities of the Stock Exchange(s)

Role and responsibilities of the Stock Exchanges shall include the following:

1. The Stock Exchanges shall provide file format/ layout in which upload/download shall be made by the various intermediaries interacting with the stock exchanges or amongst them.

2. The Stock Exchange(s) shall ensure that details of the Controlling Branch (CB) and Designated Branches (DBs) of each SCSB are available on the website of the Stock Exchange(s) in an easily accessible form.
3. The Stock Exchange(s) shall enable:
 - (i) access to their electronic bidding system through a web enabled interface, to SCSBs, for uploading details of ASBA;
 - (ii) SCSBs to upload data on the electronic bidding system in a secured way; and
 - (iii) identification of data uploaded by each SCSB, DB-wise.
4. The Stock Exchange(s) shall ensure that the electronic bidding system provides all the appropriate fields, along with identification of SCSBs, to enable SCSBs to upload the bid data properly. The electronic bidding system shall also be enabled to display bid opening/ closing date, price band and revision in price band/ bid period and to reset relevant data fields upon revision, if any.
5. The Stock Exchange(s) shall ensure that an issue specific code is generated from the electronic bidding system, so that SCSBs does not face any problem in segregating the ASBA issue-wise.
6. The Stock Exchange(s) shall be responsible for accurate, timely and secured transmission of the electronic bid file uploaded by SCSBs, to the Registrar to the Issue.
7. The Stock Exchange(s) shall provide a facility of reverse confirmation to SCSBs regarding the data having been uploaded on their electronic bidding system.
8. In case of withdrawal of ASBA during the bidding period, the Stock Exchange(s) shall provide the facility to enable SCSBs to –
 - (i) delete the ASBA from the electronic bidding system or mark the withdrawal individually against the original bid uploaded; or
 - (ii) upload withdrawal of the ASBA in batch mode, in the electronic bidding system.
9. Details of locations including name of the broker, contact details such as name of the contact person, postal address, telephone number, e-mail address of the broker, etc. where the application forms shall be collected will be disclosed by the Stock Exchanges on their websites. Stock Exchanges should ensure that the details so disclosed on their websites are regularly updated.
10. **Alerts by Stock Exchanges:** Similar to the systems prevalent in case of secondary market transactions, the stock exchanges shall develop the systems to facilitate the investors to view the status of their public issue applications on their websites and sending the details of applications and allotments through SMS and E-mail alerts to the investors.