



CONTENTS

	PAGE
<i>Foreword</i>	<i>I-3</i>
<i>Acknowledgement</i>	<i>I-5</i>
<i>About NISM Certifications</i>	<i>I-7</i>
<i>About the Certification Examination for Registrars to an Issue and Share Transfer Agents—Corporate</i>	<i>I-9</i>

CHAPTER 1

INTRODUCTION TO SECURITIES

1.1	Introduction to Equity and Debt	1
1.2	Features of Equity Capital and Benefits to Equity Investors	3
1.3	Features of Debt Capital and Benefits to Debt Investors	4
1.4	Hybrid Structures	5

CHAPTER 2

CHARACTERISTICS OF EQUITY SHARES

2.1	Investors in Equity Shares	9
2.2	Rights of a Shareholder	11
2.3	Risks in Equity Investing	12
2.4	Equity Terminology	14
2.5	Corporate Actions	16
2.6	Reduction of Share Capital	18
2.7	Preference Shares	19

	PAGE
2.8 Rights Issue of Shares	20
2.9 Preferential Issue	20

CHAPTER 3

CHARACTERISTICS OF DEBT SECURITIES

3.1 Features of a Debt Security	23
3.2 Market Value of a Debt security	24
3.3 Yield from Debt Instruments	24
3.4 Types of Debt Securities	25
3.5 Classification of Debt Market	28
3.6 Credit Rating	28
3.7 Money Market Instruments	32

CHAPTER 4

CHARACTERISTICS OF OTHER SECURITIES

4.1 Warrants	37
4.2 Convertible Debentures	38
4.3 Depository Receipts	39
4.4 Foreign Currency Convertible Bond (FCCB)	40
4.5 Exchange Traded Funds (ETFs) and Index Funds	40
4.6 Investment Trusts	41
4.7 Alternate Investment Funds (AIFs)	42
4.8 Corporate Fixed Deposits	42

CHAPTER 5

BASICS OF MUTUAL FUNDS

5.1 Introduction to Mutual Funds	45
5.2 Advantages of Mutual Funds	48

	PAGE
5.3 Open Ended and Close Ended Mutual Funds	49
5.4 Assets Under Management (AUM)	50
5.5 Net Assets	52

CHAPTER 6

SEBI - ROLE AND REGULATIONS

6.1 Securities and Exchange Board of India Act, 1992 and Role of SEBI	58
6.2 SEBI Regulations specifically aimed at Investor Protection	60
6.3 Investor Education and Protection Fund (IEPF) Authority	61
6.4 SEBI Regulations for Registrars and Transfer Agents	65

CHAPTER 7

PUBLIC OFFER OF SECURITIES

7.1 Issuing Equity Capital	78
7.2 Public Offer of Shares	78
7.3 Reservations	79
7.4 Initial Public Offer	81
7.5 Eligibility for Public Issue of Shares	82
7.6 Further Public Offer	83
7.7 Buy Back of Securities	83

CHAPTER 8

MODES OF ALLOTMENT OF SHARES OTHER THAN PUBLIC OFFERS

8.1 Private Placement of Shares	90
8.2 Qualified Institutions Placement	91
8.3 Rights Issue	92
8.4 Employee Stock Options (ESOPs)	93
8.5 Conversion of Convertible Debentures/Bonds into shares	94

CHAPTER 9

PROCESSES RELATED TO PUBLIC OFFERING OF SHARES

9.1	Pre-Issue Work	98
9.2	Post-Issue Work	98
9.3	Terms and Concepts in Public Issue of Shares	100
9.4	Prospectus	101
9.5	Red Herring Prospectus	101
9.6	Underwriting	102
9.7	Green Shoe Option	103
9.8	Methods of Making a Public Issue of Shares	104
9.9	Initial Public Offer (IPO) by Small and Medium Enterprises (SME)	106

CHAPTER 10

ROLES AND RESPONSIBILITIES IN A PUBLIC ISSUE

10.1	Registrar and Transfer Agents	111
10.2	Sponsor Bank	115
10.3	Bankers to the Issue	116
10.4	Brokers to the Issue/Syndicate Members/Designated Intermediaries	122

CHAPTER 11

DEPOSITORY SERVICES

11.1	Dematerialisation	125
11.2	Constituents of the Depository System	126
11.3	Investor's Interface with the Depository	128

CHAPTER 12**PROCESSES RELATED
TO DEPOSITORIES**

12.1	Dematerialisation of Securities	<i>133</i>
12.2	Rematerialisation of Securities	<i>135</i>
12.3	Trading and Settlement	<i>137</i>
12.4	Beneficial Owner Reporting	<i>139</i>
12.5	Corporate Actions	<i>141</i>
12.6	Reconciliation	<i>143</i>
12.7	Crediting shares to IEPF Account	<i>148</i>

CHAPTER 13**INVESTOR INTERFACE WITH
THE R&T AGENT**

13.1	Transfer of Securities	<i>155</i>
13.2	Recording Change in Investor Information	<i>156</i>
13.3	Issue of Duplicate Certificate for Securities	<i>161</i>
13.4	Stop Transfers	<i>162</i>
13.5	Transmission	<i>162</i>
13.6	Timelines pertaining to investor services provided by RTA	<i>164</i>
13.7	Annual General Meeting	<i>165</i>
13.8	E-Voting	<i>167</i>
13.9	Responsibilities of RTA during Annual General Meetings (AGMs)	<i>168</i>
Annexure 13.1	: Standard Operating Procedure for Change of Address	<i>169</i>
Annexure 13.2	: Standard Operating Procedure for Issuance of Duplicate Share Certificate	<i>172</i>

	PAGE
Annexure 13.3 : Standard Operating Procedure for Transmission of securities	<i>174</i>
Annexure 13.4 : Format for registering or updating PAN, KYC details	<i>177</i>

CHAPTER 14

SECONDARY MARKET TRANSACTIONS

14.1 Stock Markets	<i>184</i>
14.2 Participants in the Stock Markets	<i>185</i>
14.3 Listing of Securities	<i>188</i>
14.4 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR)	<i>190</i>

CHAPTER 15

CLIENT SERVICING

15.1 Investor in context of RTA organisation	<i>199</i>
15.2 First Time Right (FTR)	<i>200</i>
15.3 Principles of Client Servicing	<i>200</i>
15.4 Service etiquettes of RTA organisations in Client Servicing	<i>202</i>
List of Abbreviations	<i>209</i>