

SGA Strategic Growth Advisors



Potential Listing Advisory

Scope of Services

Pre - IPO Preparation

- Understanding the Company, Peer Group
- Capital Structure & Corporate Governance
- Information Memorandum
- Public Relations Strategy
- “Positioning” of the Company

IPO Process

- Selection of Intermediaries
- Co-ordinating with Intermediaries for the Documentation, Review and Listing process
- “Showcasing” the Company

IPO Marketing

- IPO Presentation
- Website with IR Section
- Public Communications Strategy
- Valuation Strategy
- Road Shows and Offer Marketing

Scope of Services

Pre - IPO Preparation



Pre - IPO Preparation

- ❖ **Understanding the Industry and Business**

- ❖ **Capital Structure Strategy**
 - Approvals for Capital Raise [Sec 81 (1A)]
 - Use of proceeds (expansion, working capital, repay debt, acquisitions, general corporate purposes etc.)
 - Employee Stock Option Plan
 - Reservation Criteria

- ❖ **Corporate Governance Plan**
 - Composition of Board, Audit committee, Investors' grievances committee, etc
 - Code of Conduct that includes Code of Ethics
 - Insider Trading Policy
 - Disclosure Controls and Procedures

Pre - IPO Preparation

❖ Preparation of Information Memorandum

▪ Business / Company Profile

- ✓ History
- ✓ Products
- ✓ Market of each segment
- ✓ Capacity / Manufacturing Facility creation and location
- ✓ Expansion Plans
- ✓ Major Suppliers and Customers

▪ Industry Overview

- ✓ History
- ✓ Key demand drivers
- ✓ Major industry parameters
- ✓ Future outlook

▪ Financial Model

- ✓ Assumptions
- ✓ Five year projections

Pre - IPO Preparation

- **Risks affecting the business**
 - ✓ Internal & External risks
- **Management Profile**
 - ✓ Background of the Promoters, their qualification and experience
 - ✓ Board of Directors & Key Managerial Personnel
 - ✓ Organization Structure
- **Management Discussion & Analysis**
 - ✓ Summary of past financial results
 - ✓ Analysis of reasons for the changes in significant items
- **Promoter and Promoter Group**
 - ✓ Relatives and relationship
 - ✓ Companies in which the Promoter Group is interested
 - ✓ Shareholding pattern of the Promoter Group Companies
 - ✓ 3 yrs financials of the Promoter Group Companies
 - ✓ Contribution and lock in details

Pre - IPO Preparation

❖ Peer Group Tracking

- Analysis of Peer Group
- Our position in peer group

❖ Public Relations Strategy

- Building storyline / visibility of the Company
- Advertising strategy
- Information dissemination of various events

“Positioning” the Company for the IPO Deal

Scope of Services

IPO Process



IPO Process

- ❖ **Assist the Company in selection of Intermediaries**
 - Analysis of the Offering Strategy (Institutional/Retail)
 - Selection process of Investment Bankers / Lawyers
 - Negotiation of Fees

- ❖ **Co-ordinating with Intermediaries for the Documentation process**
 - Drafting of Prospectus
 - Due Diligence
 - ✓ Organizing Data Room
 - ✓ Historical Data review
 - ✓ Minutes of Meetings : Board / Shareholders
 - Accounting & Financial Issues
 - ✓ Historical revenue recognition policy
 - ✓ Management's Discussion and Analysis ("M, D&A")
 - ✓ Need for unaudited interim financial statements, if any
 - ✓ Comfort letter from auditors to underwriters
 - ✓ Management letters

IPO Process

❖ SEBI review process

- Preparing responses to queries raised

❖ Showcasing

- Organizing site visits for analysts, bankers and other intermediaries
- Company coverage : Analyst reports

Timing the Deal Window



Scope of Services

IPO
Marketing



IPO Marketing

- ❖ **IPO Presentation**
- ❖ **Website with IR Section**
- ❖ **Public Communications Strategy**
 - PR strategy for marketing the IPO
 - Press Conferences
 - News flow / Press Releases
- ❖ **Valuation Strategy**
 - Peer Group Analysis
 - Offering size
- ❖ **Road Shows and Offer Marketing**

Successful Listing – Value Unlocking

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