

F. No. 3/39/2019-DIPAM II (Vol.I)
GOVERNMENT OF INDIA
MINISTRY OF FINANCE
DEPARTMENT OF INVESTMENT AND PUBLIC ASSET MANAGEMENT (DIPAM)

ENGAGEMENT OF MERCHANT BANKERS-CUM-SELLING BROKER FOR DISINVESTMENT OF ENTIRE GOVERNMENT SHAREHOLDING OF 26.12% PAID UP EQUITY SHARES OF RS. 10 EACH IN TATA COMMUNICATIONS LIMITED (TCL), ERSTWHILE VIDESH SANCHAR NIGAM LIMITED (VSNL) THROUGH THE “OFFER FOR SALE (OFS)/SALE TO STRATEGIC PARTNER”– REQUEST FOR PROPOSALS-MANUAL BIDS SHALL NOT BE ACCEPTED.

Request for Proposal(RFP)/Tender documents may be downloaded from CPP Portal site <https://eprocure.gov.in/eprocure/app> as per the schedule as given in CRITICAL DATE SHEET as under.

CRITICAL DATE SHEET

Published Date	<u>19.01.2021 (1800 hours)</u>
Bid Document Download / Sale Start Date	<u>19.01.2021 (1800 hours)</u>
Online Clarification Start Date	<u>19.01.2021 (1800 hours)</u>
Online Clarification End Date	<u>25.01.2021 (1200 hours)</u>
Pre bid meeting	<u>27.01.2021 (1500 hours)</u>
Bid Submission Start Date	<u>19.01.2021 (1800 hours)</u>
Bid Submission End Date	<u>03.02.2021 (1500 hours)</u>
Bid Opening Date	<u>04.02.2021 (1600 hours)</u>

Bid Submission:

Bids shall be submitted online only at CPPP website: <https://eprocure.gov.in/eprocure/app>.

Tenderer/Contractor are advised to follow “Instructions To Bidder for Online Bid Submission” provided in the **Annexure-I**. Bid documents may be scanned with 100 dpi with black and white option which helps in reducing size of the scanned document.

Not more than one tender shall be submitted by one bidder or bidders having business relationship. Under no circumstance will father and his son(s) or other close relations who have business relationship with one another (i.e. when one or more partner(s)/director(s) are common) be allowed to tender for the same contract as separate competitors. A breach of this condition will render the tenders of both parties liable to rejection. Bidder who has downloaded the bid from Central Public Procurement Portal (CPPP) website <https://eprocure.gov.in/eprocure/app>, shall not

tamper/modify the bid form including downloaded price bid template in any manner. In case if the same is found to be tempered/modified in any manner, bid will be completely rejected and EMD/ non-returnable Fee would be forfeited and bidder is liable to be banned from doing business with DIPAM.

Intending Bidders are advised to visit this website regularly till closing date of submission to keep themselves updated as any change/ modification in the 'Request for Proposal (RFP)' will be intimated through this website only by corrigendum / addendum/ amendment.

Bids will be opened as per date/time as mentioned in the RFP Critical Date Sheet. After online opening of Technical-Bid the results of their qualification as well Price-Bid opening will be intimated latter.

1. Introduction

1.1 VSNL, a Central Public Sector Enterprise was privatized in the year 2002 by disinvesting 25% shareholding along with transfer of management control to Panatone Finvest Limited, the Strategic Partner (SP), Subsequent to the strategic disinvestment, the name of the Company was changed to Tata Communications Limited (TCL). The Company is listed on the stock exchanges. More details about the company can be accessed from the website of the Company.

2. Proposal

2.1 The GoI intends to disinvest its entire shareholding of 26.12% paid up equity capital of TCL, through 'Offer for Sale (OFS) method of shares by promoters through the stock exchanges and thereafter to the Strategic Partner as per Securities and Exchange Board of India (SEBI) Rules and Regulations.

2.2 As per understanding with the SP, a part of the shareholding (to be decided later) will be offered through OFS mechanism and the balance, including any leftover portion in the OFS, will be offered to SP at OFS discovered price and the SP will be obliged to buy the offered shares as per an agreement to be entered with the SP before launching the OFS. This will be subject to compliance of relevant applicable regulations and subject to approval of SEBI and other relevant authorities. The transaction is to be completed by 20th March, 2021.

2.3 Proposals under the guidelines at para 5 hereunder are invited from reputed Category - I Merchant Bankers registered as such with SEBI and having valid license as stock broker in their name or in the name of their associate; either singly or as a consortium; with experience and expertise in public offerings in the capital market; to act as Merchant Banker and to assist & advise the Government in the process. The broking license is required to be valid till the completion of all activities relating to the OFS. Additionally, the Merchant Banker(s) or their associates would be required to act as 'Selling Broker' for the proposed OFS.

3. Responsibilities of the “Merchant Banker”

3.1 The Merchant Banker will be required, *inter alia*, to undertake tasks related to all aspects of the OFS, including but not restricted to, as mentioned below:

- (i) Advise the GOI on the timing and the modalities of the “OFS”.
- (ii) Drafting the timelines for completing the entire transaction relating to OFS as well as transfer of shares to the SP.
- (iii) Structure the “OFS” in conformity with the prevailing framework and Regulations/Guidelines of SEBI, the Stock Exchanges and Securities Contracts (Regulation) Act, 1956; Securities Contracts (Regulation) Rules, 1957; and Companies Act, 1956, and Companies Act 2013, and rules made under above statutes, etc.
- (iv) Assisting the GOI to obtain relevant exemptions from SEBI and other relevant authorities with respect to the OFS as well as transfer of shares to the SP
- (v) Government had entered into SPA/SHA with the SP at the time of strategic transaction in 2002; selling shares as per the proposal may require amendment to the SHA. The appointed MB would advise the Government in this regard.
- (vi) The SP had given an Open Offer at the time of strategic disinvestment in 2002; the present transaction including transfer of shares to the promoters namely the SP, is to be structured in a manner that it does not trigger open offer again. The appointed MB would advise the Government in this regard and also on any exemption from SEBI is required in the matter.
- (vii) The mandate would include completion of OFS as well as transfer of shares to SP immediately after the OFS as an off market transaction. If any exemptions are required from SEBI regarding cooling off period etc.; the appointed MB would advise the Government in the matter and also assist GOI to obtain the necessary exemption.
- (viii) Assisting in the drafting of the agreements relating to the transfer of shares to the SP.
- (ix) Assisting in the negotiations with the SP with relating to the transfer of shares.
- (x) Prepare the notice to be filed with the Stock Exchange(s) and complete all stipulated requirements & formalities of regulatory/ statutory authorities. Appropriate disclosure regarding the transaction, particularly offering the shares to the SP, the promoter, post OFS would be made in the notice.

- (xi) Filing of the notice with the Stock Exchange(s).
- (xii) Advise on the regulatory norms and assist in securing approval and exemptions, wherever necessary, from regulatory agencies such as SEBI, Stock Exchanges, RBI, FIPB, etc., if required.
- (xiii) Ensure best return to the Government.
- (xiv) Conduct market survey, domestic and international road shows to generate interest amongst prospective investors. Arrange meetings with the key investors, facilitate communication about the growth potential of the Company. All expenses in this regard will be borne by the Merchant Banker(s) except the tour expenses, if any, of Government and company officials.
- (xv) Undertake market research, assist in the pricing of the Issue, allocation of shares and provide after sale support, etc.
- (xvi) Perform all other responsibilities connected with the "OFS".
- (xvii) Prepare and approve the statutory advertisements for publication. The cost of the preparation will be borne by the Merchant Banker(s) and the cost of publication will be borne by the Government.
- (xviii) The appointed Merchant Banker(s) will also make the following payments:
 - i. NSE/BSE charges for use of software for the OFS;
 - ii. NSE/BSE transaction charges;
 - iii. SEBI fee.(The payment would be reimbursed by DIPAM after successful completion of entire transaction.)
- (xix) Shall enter into the requisite agreements.
- (xiv) Ensure completion of all post issue related activities as laid down in the SEBI Regulations, and NSE and/or BSE rules.
- (xv) Rendering such other assistance as may be required in connection with the OFS.
- (xvi) To act as Seller Broker(s).
- (xvii) Transfer of shares on offer to the designated stock exchange or the clearing corporation.
- (xviii) Transfer of funds and/ or the unsold shares to Government account on completion of the transaction.

- (xix) After completion of the OFS transaction render such assistance as may be required in connection with allotment of shares to employees.
- (xx) Assisting the GoI in obtaining exemptions/approvals from various other authorities including CCI with respect to the transaction.
- (xxi) Advising on various issues that may arise during the course of the transaction relating to the OFS as well as the transfer of shares to the SP.
- (xxii) At all times, the selection Merchant Bankers shall work closely with the Company as well as other advisors appointed by the Government .

4. Accountability

In order to ensure best returns to the Government the selected bankers will be required to comply with the following conditions emerging from the responsibilities listed in clause 3 above:

- 4.1 Within 7 (seven) days from the date of issue of the appointment letter each of the selected bankers will submit to the concerned DIPAM officer:-
- a) separate list of investors of both domestic and international investors, (indicating name and address) to be approached by each of the selected bankers respectively for the OFS;
 - b) details of inter-se allocation of responsibilities (“Inter-Se”) in relation to the OFS, amongst the merchant bankers and/ or their affiliates. The Inter-Se submitted by the selected bankers shall be evaluated by DIPAM and they may be required to make certain alterations and resubmit the Inter-Se. The Revised Inter-Se should be submitted to DIPAM within 2 days of finalization of the revisions in the Inter-Se with DIPAM. The revised Inter-Se, upon formal acceptance by DIPAM, shall become final and binding, Inter-Se of Action which the merchant banker would be required to implement;
 - c) a detailed strategy for reaching out to the retail investors so as to create awareness about retail participation in the OFS.
 - d) a “Plan of Action” on each responsibility and tasks to be undertaken by the selected bankers as a merchant banker in connection with the captioned OFS including but not limited to all the tasks as specified hereunder. The Plan of Action submitted by the selected bankers shall be evaluated by DIPAM and they may be required to make certain alterations and resubmit the Plan. The Revised Plan of Action should be submitted to DIPAM within 2 days of finalization of the revisions in the Plan of Action with DIPAM. The revised Plan of Action, upon formal acceptance by

DIPAM, shall become final and binding Plan of Action which the merchant banker would be required to implement.

4.2 The selected bankers will be required to provide regular updates as decided by DIPAM, regarding the progress made on the final Plan of Action (as referred above) and the tasks undertaken (including follow-ups done) etc during the preceding period and the course of action for the period after the day this update is being given.

4.3 The selected bankers will be required to submit post the domestic and international investor meetings book building of the investors with likely volume and likely price based on latest interaction and response of the fund managers.

4.4 The selected bankers will be required to advise DIPAM on the proper and optimum timing and best floor price for the OFS (apart from other tasks in relation to OFS). Further, any decisions of the DIPAM, GOI or the working group regarding the captioned OFS (including pricing and timing) shall be kept confidential by the selected bankers and during the course of the OFS they shall not opine to anyone else (including proposed investors) on the correctness of any decisions of DIPAM or GOI on the captioned OFS (including specifically with regard to pricing or timing).

4.5 The selected bankers will be required to ensure media management and PR so as to generate adequate publicity for the OFS within the realms as permitted by Securities and Exchange Board of India.

4.6 Further, after the closure of OFS, within 10 days of the T day (T day being the OFS trading date), the selected bankers will be required to submit a self appraisal on the Final Plan of Action that DIPAM had accepted. DIPAM shall also evaluate the bankers performance based on the Final Plan of Action and self appraisal sent by the selected bankers, which shall be taken into consideration by DIPAM for future assignments

4.7 The Government will select and appoint upto **Two(2) Merchant Banker(s)** with requisite experience in Public Offerings, who together will form a team. The number of Merchant Bankers shall be decided at the time of appointment.

5. Eligibility

5.1 Bidders should have handled and completed at least one domestic equity issue (Initial Public Offering or Further Public Offering or OFS) of the size of **Rs 1000 crore or more** during the period from **01.01.2018 to 31.12.2020**.

5.2 The Government has prescribed guidelines for qualifications for Merchant Bankers for disinvestment process, enclosed at **Annexure-II**. The interested bidders shall ensure that there is no conflict of interests defined in O.M. No.5/3/2011-Policy dated 8th June, 2011. In this regard, the interested bidders fulfilling eligibility criteria mentioned in paragraph 5.1 above are advised to go through the guidelines and if eligible, furnish the following certificate as a part of the Proposal:

“We certify that there has been no conviction by a Court of Law or indictment/adverse order by a regulatory authority for a grave offence against us or any of our sister concern(s). It is further certified that there is no investigation pending against us or our sister concern(s) or the CEO, Directors/Managers/ Employees of our concern or of our sister concern(s). It is certified that no conflict of interest as defined in O.M. No.5/3/2011-Policy dated 8th June, 2011 exists as on date and if in future such a conflict of interest arises, we will intimate the same to the Government of India/ Company.

Further, we certify that as on the date we are not advising or acting on behalf of or associated with any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company (being disinvested), in respect of any transaction of same nature as the transaction for which the Government and/or the Company (being disinvested) is proposing to select the Merchant Banker(s), except for the list of the mandates, duly signed by us, in the same line of business and for the same type of transaction, as enclosed.

Further, we certify and undertake that for a period commencing from the date of our appointment (if so appointed) as the Merchant Banker(s) till the completion of the transaction, we shall keep the Government/CPSE informed of any mandate/contracts entered into, to advise or act on behalf of or associate ourselves with, any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company being disinvested , in respect of any transaction of same nature as the transaction in respect of which we have been appointed as the Merchant Banker(s).”

Note: The certificate should be signed by the authorized signatory of the Bidder. The content of the certificate must not be changed. Clarification, if any, may be provided separately.

6. Submission of Proposal:

6.1 Proposals are required to be submitted as per the following directions:

(i) **Cover 1(Online)**:containing the following:

(a) The bank draft/pay order/digital payment (to be credited to Govt. Account No. 34663044146; IFSC: SBIN0000625, SBI, Central Secretariat Branch, New Delhi by using Inter Bank RTGS Code R42)of Rs. 1,00,000 (Rupees One Lakh only) payable at New Delhi in favour of Pay & Accounts Officers, DIPAM, as non- refundable fee. In case of digital payment, a proof of the same may be attached with the bid;

(b) Certificate, duly signed by the authorized signatory of the bidder as per paragraph 5.2 ;

(c) Certificate of unconditional bid in format at **Annexure-III**;

- (d) Authority letter authorizing the person of the bidder to sign the proposal and other documents ;
 - (e) Copy of the valid certificate of Category I Merchant Banker issued by SEBI ;
 - (f) Copy of valid broking license issued by SEBI ; and
 - (g) Willingness of the broker to act as a selling broker for the OFS transaction.
 - (h) RFP conditions acceptance Letter as per **Annexure-IV**;
- (ii) **Cover 2(Online)**:containing the technical bid as per format in paragraph 6.4, to be opened in the presence of the bidders as per critical date sheet. The bidders are also required to send technical bid through soft copy to DIPAM after the opening of the bids.
- (iii) **Cover 3(Online)**:containing the Financial Bid that should be submitted in the BoQ format provided online along with the tender document to be opened only after the presentations and of only those parties who qualify in the technical bid. The bids will be opened in the presence of the bidders (who are technically qualified based on presentations) immediately after the presentations. Bids with conditionality will be summarily rejected.

6.2 Bids shall be uploaded online to CPP portal before bid submission end date/time as per critical date sheet mentioned above. The Proposals will be opened by the Bid - Opening Committee in the presence of the bidders as per critical date sheet, through video conferencing and otherwise in the Committee Room No. 421, DIPAM, 4th Floor, Block 14, CGO Complex, Lodhi Road, New Delhi.

6.3 The Government reserves the sole right to accept or reject any or all Proposals thus received without assigning any reasons thereof.

6.4. Proposal Format:

The Proposals are to be submitted in detail as indicated in the following Sections. The weightage for evaluation of the Merchant Banker in respect of each criterion has been indicated against each Section.

Section (A): Experience and Capabilities in handling transactions as Merchant Banker(s)/ Global Coordinators from 01st January, 2018 to 31st December, 2020 (Weightage for evaluation: 15/100)

- (i) Profile of the organization with full particulars of the constitution, ownership and business activities of the prospective Merchant Banker(s) (Bidder).

In case of consortium bids, the particulars of the coordinating firm having the principal responsibility for the mandate (Consortium Leader) as well as those of other partners may be furnished along with letters of acceptance from each partner. The responsibility of the consortium bidders shall be 'joint' and 'several'.

Note: 1. Consortium will be treated as one party and in case of selection, only consortium leader's name will appear in the documents like the Notice to the Stock Exchanges.

2. The partners of one consortium are precluded from participating in the bid, as a partner to another consortium.

- (ii) Unabridged Annual Reports or audited financial accounts for the last three years of the firm submitting the Proposal and of each consortium partner, if applicable.
- (iii) Details of all pending litigation and contingent liabilities, if any should be indicated. Details of past conviction and pending litigation against sponsors/ partners, Directors, etc., if any, and areas of possible conflicts of interest may also be indicated.

Note: In case of consortia, similar details of each proposed partner will be required.

- (iv) Details of Domestic and International Equity Offerings managed as Book Running Lead Managers, in respect of issue size of **Rs 1000 crore** or more, to be furnished in the format given in **Annexure-V**.
- (v) Equity sales and distribution capacity with demonstrable capability of selling Indian Issues in particular, Asian equity and global equity; along with distribution network and broking capability may be furnished.

Section (B): Past Performance with DIPAM (In offer for sale or fresh issue in conjunction with offer for sale by way of IPO/FPO/OFS with effect from 01st January, 2018) (Weightage for evaluation: 10/100)

- (i) The Merchant Bankers would be evaluated on the number of applications and the Issue amount procured by them for various Issues in which the DIPAM also divested GOI shareholding.
- (ii) The quality of deal team and its ability to handle the issues that had arisen during the transactions.

- (iii) Understanding of the regulatory framework by the deal team and the time frame and quality of response to the queries of DIPAM/ Company.

Note: The Merchant Bankers who have not worked on any assignment in the past with the DIPAM would be evaluated on all parameters except Section B above and would be awarded marks out of 90 instead of 100 and then proportionately increased to a scale of 100 so that they are neither at an advantage nor at a disadvantage.

Section (C): Sector Expertise, Experience and Understanding of Telecommunication Industry (TCL).(Weightage for evaluation: 20/100)

- (i) Indicate work done in the areas of Telecommunication sector, including – Tata Communication Limited like studies or research undertaken.
- (ii) Exhibit strength/expertise in the areas of Department of Telecommunication, Ministry of Communication & IT sector, including TCL, if any.
- (iii) The Public Offerings handled during the period from **01.01.2018 to 31.12.2020** in the area of—Department of Telecommunication, Ministry of Communication & IT sector, including TCL.
- (iv) Research Reports done on the companies operating in areas of Department of Telecommunication, Ministry of Communication & IT sector, including TCL.
- (v) SWOT analysis of Tata Communication Limited (TCL).

Section (D): Deal Team Qualification and Manpower Commitment to the Deal (Weightage for evaluation: 10/100)

Details of the core team that will be handling the proposed issue, their status in the organization, their background, qualification, experience and present addresses, telephone numbers— office, residence, mobile, email, etc. – hands-on experience should be furnished. Separately, similar details in respect of the supervisory team may be indicated.

Details of other professionals who would provide back-up support may also be indicated separately.

An undertaking is also to be given that if during the process, any of the core team members is not available due to resignation, etc., another person of similar qualification and experience would be made available with concurrence of the Government.

Section (E): Marketing strategy and Post Issue Market Support
(Weightage for evaluation: 15/100)

- (i) Strategy for marketing and identification of target investor groups.
- (ii) Proposed Road Show venues and reasons for suggesting the same and the level of Merchant Banker representation, who will travel on the domestic and international road shows.
- (iii) Demand analysis and aspects influencing demand.
- (iv) Commitment(s), which may act either as a constraint, or as a conflicting interest, to your involvement in the proposed OFS.
- (v) Details of the valuation methodology to be followed in determining the price of the “OFS”.
- (vi) Indicate realistic time schedule for launching the proposed “OFS” with break-up of all activities to be undertaken by various agencies involved in the process.

Section (F): Local presence and commitment to India and strength in drawing Retail Investor participation**(Weightage for evaluation:15/100)**

A brief note evidencing the Bidders presence in India in both qualitative and quantifiable terms with specific reference to research teams and details of available infrastructure may be furnished. The details shall include manpower deployed in the investment banking (equity segment), offices in India and other relevant information. The distribution network strength to elicit maximum retail participation should be indicated.

Section (G): Global Presence and Distribution Capabilities
(Weightage for evaluation: 10/100)

- (i) Indicate global network and distribution strength.
- (ii) The funds mobilized from international investors for Equity Public Offerings in India during the period from **01.01.2018 to 31.12.2020**.
- (iii) The understanding and relationship with international institutional investors.

Section (H): Research Capability**(Weightage for evaluation: 5/100)**

Research strength in the country, sector, region and world, based on rating as established by independent global surveys- Details should be given relating to research capabilities, experience and background of the research team.

6.5 The complete information sought above with any additional information considered necessary by the Bidder as a part of the Proposal, should be sent (maximum of 10 pages in font size 12) to the officer mentioned in para 10.1.

7. Procedure for Selection of the Merchant Banker(s)

7.1 Qualified interested Bidders would be required to make a presentation of their credentials, in the format prescribed in paragraph 6.4 above, for the proposed transaction, before an Inter-Ministerial Group (IMG) through VC, covering the areas/criteria listed above, and to furnish one copy of the presentation immediately thereafter through email/hard copy to the officer mentioned in para turn below. The date, time and venue of the presentation will be posted on the website of DIPAM (<https://dipam.gov.in>) in due course. Only the Team Leader of the Core Team shall make the presentation.

7.2 The IMG would evaluate the Bidders on the criteria mentioned in paragraph 6.4 above based on their presentation and Proposals received and shortlist them for the purpose of opening of their Financial Bids. Only the parties scoring pre-determined marks/ score out of 100, which will be technically shortlisted and QCBS with 70% weightage for technical and 30% for financial to be applied. The Selection committee will open the financial bids of only shortlisted applicants.

7.3 After the short-listing of Bidders based on their presentations, the IMG would open the Financial Bids of only the short-listed Bidders. The short-listed bidders, if they so desire, may remain present at the time of opening of the financial bids. The marks scored by the short-listed bidders will be announced before opening of the financial bids. The date and time of opening of the financial bids would be announced at the time of the presentations.

7.4 The marks scored by the short-listed bidders in the technical evaluation will then be given a weightage of 70. Similarly, the financial bids of the short listed bidders will be given a weightage of 30. The combined score of technical and financial bids on QCCBS will determine the H1, H2, H3 and so on.

7.5 The party scoring the highest points/ marks (H1) based on the above principles would be **eligible to be** appointed as one of the Merchant Bankers for the transaction in **addition to other qualified Merchant Bankers**. The other technically qualified Merchant Bankers ranked as H2, H3 and so on, in that order, till the required number of Merchant Bankers are **reached from the list, would be asked whether they would be willing to work on a team basis for the fee quoted by H1 which is the fee for entire team as a whole** .The selected Merchant Bankers would be asked to accept the fees quoted by H1 and the parties who so accept the fees quoted by H1 will also be appointed **jointly with H1 as per the requirement**. The fee quoted by H1 **would be shared equally among** all the appointed Merchant Bankers. Government

may consider selecting lesser number of Bidders for appointment as Merchant Bankers.

7.6 However, if any Merchant Banker selected on this basis has quoted a lower fee than that quoted by H1, such Merchant Banker will get a fee equal to the fee quoted by him divided by the number of Merchant Bankers appointed for the transaction. But the expenses to be incurred by the appointed Merchant Bankers on items as mentioned in para 3.1 (Except for 3.1 (xii) which would be reimbursed by DIPAM after successful completion of each tranche on submission of the invoice. Successful completion of a transaction would mean that the base size in the OFS tranche for the public has been completely subscribed) above would be **equally shared** by all the Merchant Bankers.

7.7 The selected Bidders will work as a team and be called Merchant Bankers.

8. Requirements for Financial Bids

8.1 The Bidder is required to quote a lump sum fee in INR (in a sealed envelope) for the transaction. The fee quoted by the Bidder should be **exclusive** of the applicable **Goods and Services Tax (GST)**. **The fee alongwith applicable GST (as per the invoice/bill submitted by Merchant Bankers) would be paid by the Government of India to the appointed Merchant Bankers after deducting applicable Tax at Source (TDS) under the Goods and Services Tax (GST) Act.**

8.2 The fee quoted should be minimum Re.1.00 (Rupee one) or in multiples of Re.1.00 (Rupee one), failing which the financial bid would be rejected. The different taxes should be indicated separately while raising the bills for payment of fee. All bills are to be raised in INR and will be payable in INR only after successful and satisfactory closure of the transaction. The OFS would be done in one or two (max.) tranches, depending on the market conditions. Pro-rata payment would be made to the merchant bankers (limiting to the financial bid).

8.3 The fee quoted should be unconditional and inclusive of the expenditure to be incurred on the work mentioned in paragraph 3.1 above excluding para 3.1 (xii). Engagement as Merchant Bankers for the transaction would be valid for **two (2) years** and would begin from the date of appointment letter issued by DIPAM.

8.4 The Bidders may quote **a drop dead fee**, if any, payable by the Government in case of calling off of the transaction by the Government after initiation of the process by the Bidder. The drop dead fee would only be applicable in case the Bidder has held at least one round of investor meetings (roadshow) both domestic and international to solicit interest in the OFS of the firm. The lowest drop dead fee quoted by any of the finally selected Bidders would be treated as drop dead fee payable by the Government and be shared equally by all the Bidders. Drop dead fee will not be a criterion in determining the H1 Bidder.

8.5 The Bidders will be liable to pay taxes applicable as per law.

9. Termination of the assignment

9.1 In case it is found during the course of the transaction or at any time before award of the assignment or after its execution and during the period of subsistence or after the period thereof, that one or more of the terms and conditions laid down in this Request for Proposal has not been met by the Bidder, or the Bidder has made material misrepresentation or has given any materially incorrect or false information, the Bidder shall be disqualified forthwith if not yet appointed as the Merchant Banker/ Selling Broker. Also if the Selected Bidder has already been appointed as the Merchant Banker/ Selling Broker, as the case may be, the same shall, notwithstanding anything to the contrary contained in this RFP, be liable to be terminated, by a communication in writing by the DIPAM to the Selected Bidder without the DIPAM being liable in any manner whatsoever to the Selected Bidder. This action will be without prejudice to any other right or remedy that may be available to the DIPAM under the Bidding Documents, or otherwise. However, before terminating the assignment, a show cause notice stating why its appointment should not be terminated would be issued giving it an opportunity to explain its position.

9.2 Further, during the course of appointment of the selected bankers for the captioned OFS, at any point of time if DIPAM (in its discretion) thinks that the selected bankers are not performing up to the expectations of DIPAM, then DIPAM shall have the right to substitute the selected bankers with another Merchant Banker, as DIPAM may deem fit, without assigning any reasons.

10. Pre-Bid Meeting:

10.1 The interested parties are required to send in their queries to **Smt Shashi Rawat, Under Secretary, DIPAM, Ministry of Finance, Room No. 222 , 2nd Floor, Block No.11 / 14, CGO Complex, New Delhi - 110003, Tel. 011- 24366086, e-mail:- shashi.rawat@nic.in** by 1200hrs of 25.01.2021.

11. A pre-bid meeting will be held online as per critical date sheet mentioned above, and VC link will be provided to those only who will send their queries.

Instructions for Online Bid Submission:

The bidders are required to submit soft copies of their bids electronically on the CPP Portal, using valid Digital Signature Certificates. The instructions given below are meant to assist the bidders in registering on the CPP Portal, prepare their bids in accordance with the requirements and submitting their bids online on the CPP Portal.

More information useful for submitting online bids on the CPP Portal may be obtained at: <https://eprocure.gov.in/eprocure/app>

REGISTRATION

- 1) Bidders are required to enroll on the e-Procurement module of the Central Public Procurement Portal (URL: <https://eprocure.gov.in/eprocure/app>) by clicking on the link “**Online bidder Enrollment**” on the CPP Portal **which is free of charge**.
- 2) As part of the enrolment process, the bidders will be required to choose a unique username and assign a password for their accounts.
- 3) Bidders are advised to register their valid email address and mobile numbers as part of the registration process. These would be used for any communication from the CPP Portal.
- 4) Upon enrolment, the bidders will be required to register **their valid Digital Signature Certificate (Class III Certificates with signing key usage)** issued by any Certifying Authority recognized by CCA India (e.g. Sify / nCode / eMudhra etc.), with their profile.
- 5) Only one valid DSC should be registered by a bidder. Please note that the bidders are responsible to ensure that they do not lend their DSC’s to others which may lead to misuse.
- 6) Bidder then logs in to the site through the secured log-in by entering their user ID / password and the password of the DSC / e-Token.

SEARCHING FOR TENDER DOCUMENTS

- 1) There are various search options built in the CPP Portal, to facilitate bidders to search active tenders by several parameters. These parameters could include Tender ID, Organization Name, Location, Date, Value, etc. There is also an option of advanced search for tenders, wherein the bidders may combine a number of search parameters such as Organization Name, Form of Contract, Location, Date, Other keywords etc. to search for a tender published on the CPP Portal.
- 2) Once the bidders have selected the tenders they are interested in, they may download the required documents / tender schedules. These tenders can be moved to the respective ‘My Tenders’ folder. This would enable the CPP Portal to intimate the bidders through SMS / e-mail in case there is any corrigendum issued to the tender document.
- 3) The bidder should make a note of the unique Tender ID assigned to each tender, in case they want to obtain any clarification / help from the Helpdesk.

PREPARATION OF BIDS

- 1) Bidder should take into account any corrigendum published on the tender document before submitting their bids.
- 2) Please go through the tender advertisement and the tender document carefully to understand the documents required to be submitted as part of the bid. Please note the number of covers in which the bid documents have to be submitted, the number of documents - including the names and content of each of the document that need to be submitted. Any deviations from these may lead to rejection of the bid.
- 3) Bidder, in advance, should get ready the bid documents to be submitted as indicated in the tender document / schedule and generally, they can be in PDF / XLS / RAR / DWF/JPG formats. Bid documents may be scanned with 100 dpi with black and white option which helps in reducing size of the scanned document.
- 4) To avoid the time and effort required in uploading the same set of standard documents which are required to be submitted as a part of every bid, a provision of uploading such standard documents (e.g. PAN card copy, annual reports, auditor certificates etc.) has been provided to the bidders. Bidders can use "My Space" or "Other Important Documents" area available to them to upload such documents. These documents may be directly submitted from the "My Space" area while submitting a bid, and need not be uploaded again and again. This will lead to a reduction in the time required for bid submission process.

SUBMISSION OF BIDS

- 1) Bidder should log into the site well in advance for bid submission so that they can upload the bid in time i.e. on or before the bid submission time. Bidder will be responsible for any delay due to other issues.
- 2) The bidder has to digitally sign and upload the required bid documents one by one as indicated in the tender document.
- 3) Bidder has to select the payment option as "offline" to pay the tender fee / EMD as applicable and enter details of the instrument.
- 4) Bidder should prepare the EMD as per the instructions specified in the tender document. The original should be posted/couriered/given in person to the concerned official, latest by the last date of bid submission or as specified in the tender documents. The details of the DD/any other accepted instrument, physically sent, should tally with the details available in the scanned copy and the data entered during bid submission time. Otherwise the uploaded bid will be rejected.
- 5) Bidders are requested to note that they should necessarily submit their financial bids in the format provided and no other format is acceptable. If the price bid has been given as a standard BoQ format with the tender document, then the same is to be downloaded and to be filled by all the bidders. Bidders are required to download the BoQ file, open it and complete the white coloured (unprotected) cells with their respective financial quotes and other details (such as name of the bidder). No other cells should be changed. Once the details have been completed, the bidder should save it and submit it

online, without changing the filename. If the BoQ file is found to be modified by the bidder, the bid will be rejected.

- 6) The server time (which is displayed on the bidders' dashboard) will be considered as the standard time for referencing the deadlines for submission of the bids by the bidders, opening of bids etc. The bidders should follow this time during bid submission.
- 7) All the documents being submitted by the bidders would be encrypted using PKI encryption techniques to ensure the secrecy of the data. The data entered cannot be viewed by unauthorized persons until the time of bid opening. The confidentiality of the bids is maintained using the secured Socket Layer 128 bit encryption technology. Data storage encryption of sensitive fields is done. Any bid document that is uploaded to the server is subjected to symmetric encryption using a system generated symmetric key. Further this key is subjected to asymmetric encryption using buyers/bid openers public keys. Overall, the uploaded tender documents become readable only after the tender opening by the authorized bid openers.
- 8) The uploaded tender documents become readable only after the tender opening by the authorized bid openers.
- 9) Upon the successful and timely submission of bids (i.e. after Clicking "Freeze Bid Submission" in the portal), the portal will give a successful bid submission message & a bid summary will be displayed with the bid no. and the date & time of submission of the bid with all other relevant details.
- 10) The bid summary has to be printed and kept as an acknowledgement of the submission of the bid. This acknowledgement may be used as an entry pass for any bid opening meetings.

ASSISTANCE TO BIDDERS

- 1) Any queries relating to the tender document and the terms and conditions contained therein should be addressed to the Tender Inviting Authority for a tender or the relevant contact person indicated in the tender.
- 2) Any queries relating to the process of online bid submission or queries relating to CPP Portal in general may be directed to the 24x7 CPP Portal Helpdesk.

No.5/3/2011-Policy
Government of India
Ministry of Finance
Department of Disinvestment

Block 14, CGO Complex,
Lodhi Road, New Delhi- 110003
Dated the 8th June, 2011

OFFICE MEMORANDUM

Subject: Guidelines for qualification of Merchant Banker(s) for disinvestment process.

In order to inspire public confidence in the selection of Merchant Banker(s) through competitive bidding, the Government had framed comprehensive and transparent guidelines defining the criteria for their selection. In addition to using a set of criteria like sector experience, knowledge, commitment etc., additional criteria for qualification/disqualification of the parties to act as Merchant Banker(s) to the Government for disinvestment transactions were prescribed by the Department of Disinvestment vide its O.M. No. 5/3/2011 – Policy dated 2.5.2011.

2. In supersession of the above-mentioned O.M. of this Department, the revised criteria for qualification/disqualification of the parties to act as Merchant Banker(s) for disinvestment transactions would be as under:

- (a) Any conviction by a Court of Law or indictment/adverse order by a regulatory authority for a grave offence against the Merchant Banker concern or its sister concern would constitute a disqualification. Grave offence would be defined to be of such a nature that it outrages the moral sense of the community. The decision in regard to the nature of offence would be taken on a case-to-case basis after considering the facts of the case and relevant legal principles by the Government. Similarly, the decision in regard to the relationship between the sister concerns would be taken based on relevant facts and after examining whether the two concerns are substantially controlled by the same person/persons.
- (b) In case such a disqualification takes place, after the entity has already been appointed as Merchant Banker, the party would be under an obligation to withdraw voluntarily from the disinvestment process, failing which the Government would have the liberty to terminate the appointment/contract.
- (c) Disqualification shall continue for a period that Government deems appropriate.
- (d) Any entity, which is disqualified from participating in the disinvestment process, would not be allowed to remain associated with it or get associated merely because it has preferred an appeal against the order based on which it has been disqualified. The mere pendency of appeal will have no effect on the disqualification.

- (e) The disqualification criteria would come into effect immediately and would apply to all the Merchant Bankers already appointed by the Government for various disinvestment transactions, which have not yet been completed.
- (f) Before disqualifying a concern, a Show Cause Notice why it should not be disqualified would be issued to it and it would be given an opportunity to explain its position.
- (g) Henceforth, these criteria will be prescribed in the advertisements seeking Expressions of Interest (EOI) from the interested parties to act as Merchant Banker. Further, the interested parties shall be required to provide with their EOI an undertaking to the effect that no investigation by a regulatory authority is pending against them. In case any investigation is pending against the concern or its sister concern or against the CEO or any of its Directors/Managers/Employees, full details of such investigation including the name of the investigating agency, the charge/offence for which the investigation has been launched, name and designation of persons against whom the investigation has been launched and other relevant information should be disclosed, to the satisfaction of the Government. For other criteria also, similar undertaking will be obtained along with EOI. They would also have to give an undertaking that if they are disqualified as per the prescribed criteria, at any time before the transaction is completed, they would be required to inform the Government of the same and voluntarily withdraw from the assignment.
- (h) The interested parties would also be required to submit a list of or disclose any mandated transactions which are in the same line of business as that of the company (being disinvested) in respect of any transaction of same nature as the transaction for which the Government and/or the Company (being disinvested) is proposing to select or have appointed the Merchant Bankers and confirm in writing that there exists no conflict of interest as on the date of submitting their proposal for appointment/ their appointment as Merchant Bankers in handling of the transaction and that, in future, if such a conflict of interest arises, the Merchant Banker would immediately intimate the Government/Company (being disinvested) of the same.

The Government/Company (being disinvested) shall at its sole discretion after providing due and reasonable opportunity decide whether such future conflict of interest shall materially adversely affect the interest of the Government and the Company (being disinvested) in relation to the transaction and shall be entitled to grant the consent to the Merchant Banker to continue as Merchant Banker or terminate the appointment of the Merchant Banker. For disinvestment purposes, conflict of interest is defined to include engaging in any activity or business by the Merchant Banker in association with any third Party, during the engagement, which would or may be reasonably expected to, directly or indirectly, materially adversely affect the interest of Government of India and/ or the Company (being disinvested) in relation to the transaction, and in respect of which the Merchant Banker has or may obtain any proprietary or confidential information during the engagement, that, if known to any other client of the Merchant Banker, could be used in any manner by such client to the material disadvantage of Government of India and/ or the Company (being disinvested) in the transaction.

- (i) The conflict of interest would be deemed to have arisen if any Merchant Banker in respect of the transaction is appointed by a third party for advising or acting on behalf of or associated with any other person or entity (including any company,

partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company (being disinvested), in respect of any transaction of same nature as the transaction for which the Government and/or the Company (being disinvested) is proposing to select or have appointed the Merchant Banker. Further, the decision of the Government/Company (being divested) as to whether such other person or entity is engaged in the same line of business as that of the Company being disinvested, shall be final and binding on the Merchant Banker.

- (j) The conflict of interest would also be deemed to have arisen if any Merchant Banker firm/ concern has any professional or commercial relationship with any bidding firm/ concern for the same disinvestment transaction during the pendency of such transaction. In this context, both Merchant Banker firm and bidding firm would mean the distinct and separate legal entities and would not include their sister concern, group concern or affiliates etc. The professional or commercial relationship is defined to include acting on behalf of the bidder or undertaking any assignment for the bidder of any nature, whether or not directly related to disinvestment transaction. (This clause is applicable in strategic sale only).
- (k) The interested parties would also be required to give information and disclose that as on the date of submitting their proposal for appointment/ their appointment as Merchant Bankers in respect of the transaction, they are advising or acting on behalf of or associated with any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company (being disinvested), in respect of any transaction of same nature as the transaction for which the Government and/or the Company (being disinvested) is proposing to select or have appointed the Merchant Banker.

- In the event the Merchant Banker fails to disclose that it is advising or acting on behalf of or associated with any other person or entity which is engaged in the same line of business as that of the Company (being disinvested), in respect of any transaction of same nature as the transaction for which the Government and/ or the Company (being disinvested) is proposing to select or have appointed the Merchant Banker, at the time of giving the afore-mentioned undertaking, the Government/Company (being disinvested) shall be entitled to terminate their appointment. Before terminating the appointment, a show cause notice stating why its appointment should not be terminated would be issued giving it an opportunity to explain its position.

- (l) For a period commencing from the date of appointment of the Merchant Banker till the completion of the transaction, the Merchant Banker shall keep the Company/ Government informed of any mandate/contract entered into to advise or act on behalf of or associate itself with, any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company being disinvested, in respect of any transaction of same nature as the transaction in respect of which the Merchant Banker has been appointed as the Merchant Banker. Provided that, if six months or more have elapsed from the date of appointment as Merchant Banker to the government disinvestment transaction, the Merchant Banker would normally be

- (m) permitted by the Government/Company (being disinvested), save for exigent circumstances. The decision of the Government/Company (being disinvested) in this regard shall be final and binding on the Merchant Banker. Further, the decision of the Government/Company (being divested) as to whether such other person or entity is engaged in the same line of business as that of the Company being disinvested, shall be final and binding on the Merchant Banker.
- (n) For the purpose of clauses (k) and (l) above, the 'nature' of transaction may include, but not be limited to, a capital market transaction which in turn could include, but not be limited to, a domestic offering of shares or any other security, whether by way of initial public offer or further public offer or qualified institutions placement or issue of IDRs or by any other manner, as well as the international offering of securities, whether by way of issue of ADRs, GDRs or FCCBs or by any other manner.
- (o) In the event the Merchant Banker fails to obtain the prior written consent of the Government/Company (being disinvested) as aforesaid, the Government/Company (being disinvested) shall be entitled to terminate the appointment of the Merchant Banker. Before terminating the appointment, a show cause notice stating why its appointment should not be terminated would be issued to the Merchant Banker giving it an opportunity to explain its position.

(V.P. Gupta)
Deputy Secretary to the Government of India
Tel: 2436 8036

To,

All Ministries/ Departments of the Government of India

FORMAT OF UNCONDITIONAL BID ON THE LETTERHEAD OF THE BIDDER

This is to certify that the fee quoted by us for engagement as Merchant Banker for disinvestment in **TATA COMMUNICATIONSLIMITED (TCL)** through “OFS/Sale of SP” is in accordance with the terms and conditions laid down in the Request for Proposals displayed on the website of the Department of Investment and Public Asset Management and is unconditional.

Seal with signatures of authorized signatory of the Merchant Banker

RFP CONDITIONS/TENDER ACCEPTANCE LETTER
(To be given on Company Letter Head)

Date:

To,

Sub: Acceptance of Terms & Conditions of Request for Proposal (RFP)

RFP Reference No: _____

Name of RFP / Work: -

Dear Sir,

1. I / We have downloaded / obtained the RFP document(s) for the above mentioned 'Subject of RFP/Work' from the web site(s) namely:

as per your advertisement, given in the above-mentioned website(s).

2. I / We hereby certify that I/we have read the entire terms and conditions of the tender documents from Page No. _____ to _____ (including all documents like annexure(s), schedule(s), etc .,), which form part of the contract agreement and I / we shall abide hereby by the terms/conditions/clauses contained therein.

3. The corrigendum(s) issued from time to time by your department/ organisation too has also been taken into consideration while submitting this acceptance letter.

4. I / We hereby unconditionally accept the tender conditions of above mentioned tender document(s) / corrigendum(s) in its totality / entirety.

5. I / We do hereby declare that our Firm has not been blacklisted/ debarred by any Govt. Department/Public sector undertaking.

6. I / We certify that all information furnished by our Firm is true & correct and if the information is found to be incorrect/untrue or found violated, then your department/ organisation shall without giving any notice or reason therefore or summarily reject the bid or terminate the contract, without prejudice to any other rights or remedy including the forfeiture of the full said earnest money deposit.

[

Yours Faithfully,

(Seal with signatures of authorized signatory of the Merchant Banker)

Annexure-V

DETAILS OF DOMESTIC/ INTERNATIONAL EQUITY OFFERINGS

Parameters	In 2018		In 2019		In 2020	
	Mandate	Value (Rs. Cr)	Mandate	Value (Rs. Cr)	Mandate	Value (Rs. Cr)
DOMESTIC EQUITY PUBLIC OFFERINGS	1		1			
	2		2			
	3		3			
TOTAL						
INTERNATIONAL EQUITY PUBLIC OFFERINGS	1		1			
	2		2			
	3		3			
TOTAL						
PUBLIC OFFERINGS PULLED OUT/ WITHDRAWN PRE OR POST ROADSHOW	1		1			
	2		2			
	3		3			
TOTAL						

Note: Please indicate whether you were engaged by the Government of India for any Equity Public Offering, other than those mentioned above, and if so, furnish details.