

**GOVERNMENT OF INDIA
MINISTRY OF FINANCE
DEPARTMENT OF DISINVESTMENT**

**ENGAGEMENT OF MERCHANT BANKERS AND SELLING BROKERS FOR THE
DISINVESTMENT IN IOCL THROUGH THE “OFFER FOR SALE BY PROMOTERS
THROUGH THE STOCK EXCHANGES” METHOD IN THE DOMESTIC MARKET –
REQUEST FOR PROPOSALS**

1. Introduction

1.1 IOCL is a Government Company incorporated on 30th June, 1959. It is a “Maharatna” public sector undertaking under the administrative control of Ministry of Petroleum & Natural Gas. It is the highest ranked Indian corporate in the prestigious Fortune ‘Global 500’ listing with a ranking of 83 for the year 2012.

2.2 IOCL is primarily engaged in the business of refining, transportation and marketing of petroleum products and petrochemicals with installed refining capacity of 54.2 million metric tonnes, pipeline network over 11,000 kilometers and marketing infrastructure of over 39,000 customer touch points. IOCL is also now venturing into exploration & production of crude oil and distribution of natural gas.

2.3 IOCL is diversifying into natural gas marketing and alternative energy, besides pursuing exploration and production opportunities within and outside the country. It has set up subsidiaries in Sri Lanka, Mauritius and United Arab Emirates (UAE) in the field of downstream operations. After the recent commissioning of Naphtha Cracker Plant at Panipat and with the existing two petrochemical plants, viz., Linear Alkyle Benzene at Gujarat and Paraxylene/ Purified Terephthalic Acid at Panipat, IOCL has emerged as a major petrochemical player in the country. As on 31.03.2014 the employee strength was 33,793.

1.2 The paid up capital of the IOCL is Rs. 2428 crore as on 31.03.2014. The Government of India (GOI) holds 68.57% of the equity capital of the Company.

2. Proposal

2.1 The GOI intends to disinvest 10% paid up equity capital (24,27,95,248) shares each of FV Re. 10/-) of IOCL out of its shareholding of 68.57%, through ‘Offer for Sale of shares by promoters through the stock exchanges’ (OFS) method as per Securities and Exchange Board of India (SEBI) Rules and Regulations.

2.2 The Government is also considering allotting shares to eligible and willing employees of IOCL at a discount of 5% to the Issue/ discovered price (lowest cut off price) up to a maximum of 5% of the OFS size subsequent to completion of the transaction under OFS. The employees will be eligible to apply for shares up to Rs. 2 lakhs only. The method and procedure of allotment of shares to the employees has been worked out in consultation with the Merchant Bankers/ Selling Brokers and Legal Advisors to the past Issues and is under reference to SEBI. Merchant bankers/Selling Brokers will be required to render such assistance as may be required in this connection.

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) 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, etc.
- (iii) Prepare the notice to be filed with the Stock Exchange(s) and complete all stipulated requirements & formalities of regulatory/ statutory authorities.
- (iv) Filing of the notice with the Stock Exchange(s).
- (v) Advise on the regulatory norms and assist in securing approval and exemptions, wherever necessary, from regulatory agencies such as SEBI, Stock Exchanges, RBI, etc., if required.
- (vi) Ensure best return to the Government.

- (vii) 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 and articulate the key marketing themes and positioning of the Company. All expenses in this regard will be borne by the Merchant Banker(s) except the tour expenses of Government and company officials.
- (viii) Undertake market research, assist in the pricing of the Issue, allocation of shares and provide after sale support, etc.
- (ix) Perform all other responsibilities connected with the "OFS".
- (x) Assist in selection of intermediaries, if any, to be appointed by Government and coordinate the work of all intermediaries.
- (xi) 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.
- (xii) 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.
- (xiii) 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.

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 DOD 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 DOD and they may be required to make certain alterations and resubmit the Inter-Se. The Revised Inter-Se should be submitted to DOD within 2 days of finalization of the revisions in the Inter-Se with DOD. The revised Inter-Se, upon formal acceptance by DOD, 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 DOD and they may be required to make certain alterations and resubmit the Plan. The Revised Plan of Action should be submitted to DOD within 2 days of finalization of the revisions in the Plan of Action with DOD. The revised Plan of Action, upon formal acceptance by DOD, 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 DoD, 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 DOD 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 DOD, 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 DOD 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 DoD had accepted. DoD 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 DoD for future assignments

4.7 The Government will select and appoint Five (5) Merchant Banker(s) with requisite experience in Public Offerings, who together will form a team and would be called Book Running Lead Manager(s).

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 1000 crores or more during the period from 1st April 2011 to 31st December, 2014. For this purpose, the completed IPO/ FPO/OFS as up to the last completed quarter will be taken into consideration.

5.2 The Government has prescribed guidelines for qualifications for Merchant Bankers for disinvestment process, enclosed at **Annexure-I**. 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) **Envelope 1 (unsealed)** containing the following:
 - (a) Non-refundable **fee of Rs 1 Lakh** by way of a demand draft drawn in favour of 'Pay and Accounts Officer, Ministry of Finance, Department of Disinvestment, New Delhi' payable at Delhi (Enclosure-1);
 - (b) Certificate, duly signed by the authorized signatory of the bidder as per paragraph 5.2 (Enclosure-2);
 - (c) Certificate in format at **Annexure-II** (Enclosure-3);
 - (d) Authority letter authorizing the person of the bidder to sign the proposal and other documents (Enclosure-4);
 - (e) Copy of the valid certificate of Category I Merchant Banker issued by SEBI (Enclosure-5);
 - (f) Copy of valid broking license issued by SEBI (Enclosure-6); and

- (g) Willingness of the broker to act as a selling broker for the OFS transaction (Enclosure-7).
- (ii) **Envelope 2 (Sealed)** containing the technical bid as per format in paragraph 6.4, to be opened in the presence of the bidders on **04.02.2015 at 1500 hours** in the Committee Room of the Department of Disinvestment (Room No. 515, 5th Floor, Block 14, CGO Complex, Lodhi Road, New Delhi- 110003). The bidders are also required to send technical bid through soft copy to DoD after the opening of the bids.
- (iii) **Envelope 3 (Sealed)** containing the Financial Bid, 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 The proposal (all three envelopes) can be submitted latest by **1500 hours** on 04.02.2015 to **Shri Ashish Kumar**, Under Secretary, Department of Disinvestment, Room No. 203, 2nd Floor, Block No. 11, CGO Complex, Lodhi Road, New Delhi- 110003, in hard copies in original, duly signed by the authorized officer of the Merchant Banker. No proposal will be entertained after the appointed time and date. The Government will not be responsible for any postal/ courier delay. The proposals received after the appointed time and date will be rejected.

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 1st April 2011 to 31st December, 2014

(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 cr** or more, to be furnished in the format given in **Annexure-III**.
- (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 Department of Disinvestment (In offer for sale or fresh issue in conjunction with offer for sale by way of IPO/FPO/OFS)

(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 Department of Disinvestment 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 DoD/ Company.

Note: The Merchant Bankers who have not worked on any assignment in the past with the Department of Disinvestment 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 IOCL

(Weightage for evaluation: 20/100)

- (i) Indicate work done in the areas of Oil exploration/ production of Hydrocarbons/transportation/extraction of LPG, including IOCL- like studies or research undertaken.
- (ii) Exhibit strength/expertise in the areas of Oil exploration/ production of Hydrocarbons/transportation/extraction of LPG,/Sale, including IOCL, if any.
- (iii) The Public Offerings handled during the period from 1.4.2011 to 31.12.2014 in the area of Oil Exploration/Generation/Sale, including IOCL.
- (iv) Research Reports done on the companies operating in areas of Oil exploration/ production of Hydrocarbons/transportation/extraction of LPG,/Sale, including IOCL.
- (v) SWOT analysis of the IOCL.

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 1st April 2011 to 31st December, 2014.

(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 6.2.

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) at New Delhi in the Committee Room of the Department of Disinvestment, Room No.515, 5th Floor, Block No.14, C.G.O. Complex, Lodhi Road, New Delhi- 110003. The presentation will be held on 06.02.2015 and time of the presentation will be posted on the website of the Department of Disinvestment (www.divest.nic.in) on 04.02.2015 (evening). 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 announced before presentation, will be technically short-listed.

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 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 appointed for the transaction. The other technically qualified Merchant Bankers ranked as H2, H3 and so on in that order 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 till the required number of Merchant Bankers are filled up. Government may consider selecting lesser number of Bidders for appointment as Merchant Bankers.

7.6 The fee quoted by H1 would be shared equally by all the appointed Merchant Bankers. 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. However, the expenses to be incurred by the appointed Merchant Bankers on items as mentioned in para 3.1 above would be shared equally 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 fee in INR (in a sealed envelope) for the transaction. The fee quoted by the Bidder should be inclusive of all the applicable taxes, cess, duties, etc. **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.

8.2 The fee quoted should be unconditional and inclusive of the expenditure to be incurred on the work mentioned in paragraph 3.1 above.

8.3 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 applicable at various stages of the transaction should be indicated. 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.

8.4 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 DoD to the Selected Bidder without the DoD 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 DoD 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 tenure of appointment of the selected merchant banker (s) for the captioned OFS, in case DoD (in its sole discretion) at any time considers that the services of any of the selected merchant banker (s) are in any manner deficient and/or are not being performed to the satisfaction of DoD in terms of the scope of work as set out herein or in the engagement letter or in any agreement that may be executed with them in connection with the caption OFS, DoD shall have the right to terminate the appointment of such merchant banker (s) without assigning any reasons for the same and consequently DoD may either reallocate the work entrusted to such merchant banker (s) whose services are so terminated, to other selected merchant banker (s) appointed for this OFS or alternatively, appoint another merchant banker in his place after following due process, as may be decided and deemed fit by DoD.

10. For any further clarification, contact Shri Ashish Kumar, Under Secretary, Department of Disinvestment, Ministry of Finance, Room No. 203, 2nd Floor, Block No.14, CGO Complex, New Delhi - 110 003, Tel. 011-2436 8736, Fax 011-2436 6524, e-mail:- kumar.ashish@nic.in

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 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.
- (m) 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.
- (n) 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.

Sd/-
(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 [name of the company] through “OFS” is in accordance with the terms and conditions laid down in the Request for Proposals displayed on the website of the Department of Disinvestment and is unconditional.

Seal with signatures of authorized signatory of the Merchant Banker

DETAILS OF DOMESTIC/ INTERNATIONAL EQUITY OFFERINGS

| Parameters | 01.04.2011-31.03.2012 | | 01.04.2012-31.03.2013 | | 1.4.2013-31.12.2014 | |
|--|-----------------------|----------------|-----------------------|----------------|---------------------|----------------|
| | 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.