



Investor's Relation Division
Central Office: Chandermukhi Building, Nariman Point, Mumbai – 400021

Addendum No 2 dated 04.10.2024

RFP Ref.no. CBI/IRD/2024-25/168 Date: 25.09.2024

Request for Proposal for Selection of Book Running Lead Managers/ Merchant Bankers For Raising of equity capital by way of Qualified Institutional Placement (QIP)

Introduction:

Bank has published the RFP No. CBI/IRD/2024-25/168 dated 25.09.2024. Request for Proposal for Selection of Book Running Lead Managers/ Merchant Bankers for Raising of equity capital by way of Qualified Institutional Placement (QIP).

Following amendments have been made to RFP. All other terms and conditions of the RFP shall remain unchanged. Please treat this as an integral part of the RFP documents issued.

RFP Clause	Original Clause	Revised Clause
Clause No. 4(3) Page No.12	Bidders should have handled atleast three domestic equity issue (Initial Public Offering/ FPO/ Qualified Institutional Placement) in BFSI (Banking Financial Service & Insurance) space/ Corporate space aggregating to INR 2,500 crore or more during the <u>preceding five years as on 30th June 2024</u> and out of which atleast one issue shall be of BFSI sector for an amount of INR 1,000 Crores and above.	Bidders should have handled atleast three domestic equity issue (Initial Public Offering/ FPO/ Qualified Institutional Placement) in BFSI (Banking Financial Service & Insurance) space/ Corporate space aggregating to INR 2,500 crore or more during the <u>preceding five years as on 15th October 2024</u> and out of which atleast one issue shall be of BFSI sector for an amount of INR 1,000 Crores and above.

Addendum Ref.no. CBI/IRD/2024-25/188

Date: 04.10.2024

Pre-Bid Queries and Reply for Selection of BRLM/ Merchant Banker for Raising of Equity Capital Through QIP

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
1.	13	4	A certificate from the statutory auditor or cost auditor of the company (in the case of companies) or from a practicing cost accountant or practicing chartered accountant (in respect of suppliers other than companies) giving the percentage of local content in the format as per Annexure-XVI.	Request if this requirement can be complied with the certification by the Authorized Signatory.	In case of Companies in addition to statutory Auditor or cost auditor, authorized signatory can also certify.
2	23	16 (b)	Submission of supporting details for actual funds mobilized (allotted) in the issues handled during the preceding 5 years upto 30th June 2024, duly certified by the Authorised Signatory.	Requested to exempt supporting details for actual funds mobilized (allotted) in the issues handled during the preceding 5 years upto 30th June 2024, as these are allotment based and not available across categories of investors. Therefore, please accept the funds mobilized details, duly certified by the Authorized Signatory.	Supporting documents evidencing actual funds mobilized (allotted) in the issues, duly certified by the authorized signatory.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
3	12	5(2)	The copy of the certificate of incorporation and certificate of commencement of business or Registration Certificate along with notification/order of merger/restructuring etc., if applicable, certified by entity's Compliance Officer/ Company Secretary/Statutory Auditor	Please suggest if the same can be certified by authorized signatory for the bidding process.	Can be certified by authorized signatory
4	12	5(3)	b. The details/copies of the respective Offer Documents (relevant pages), where the name of the Bidder is mentioned or the extract from Prime Database or Bloomberg should be submitted, duly certified by Statuary Auditor / Company Secretary of the entity; and	Please suggest if the same can be certified by Authorized signatory for the bidding process.	Can be certified by authorized signatory

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
5	12	Clause 5 and Annexure XVI	A certificate from the statutory auditor or cost auditor of the company (in the case of companies) or from a practicing cost accountant or practicing chartered accountant (in respect of suppliers other than companies) giving the percentage of local content in the format as per Annexure-XVI	Please suggest if the certificate can be provided by the Whole Time Director/ Company Secretary /Other Authorized Signatory on the letterhead of the Bidder.	In case of Companies in addition to statutory Auditor or cost auditor, authorized signatory can also certify.
6	23	16(b) 2(b)	* Submission of supporting details for actual funds mobilized (allotted) in the issues handled during the preceding 5 years upto 30th June 2024, duly certified by the authorized signatory.	Need clarity on supporting details. Can we provide details certified by a Chartered Accountant?	Supporting documents evidencing actual funds mobilized (allotted) in the issues, duly certified by the authorized signatory
7	40	45(d)	The selected Merchant Bankers/BRLM's shall be required to sign/execute a standard Non- Disclosure Agreement with the Bank in terms of Annexure-VII of this document. Failure to sign the same would make their selection null and void.	Please suggest whether the NDA need to be submitted along with bid documents or same need to be submitted once successful bidder is appointed?	On appointment of Merchant Bankers, it is to be submitted on Non Judicial Stamp paper as per requisite value as applicable to the state in which the agreement is to be executed.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
8	16	Envelope 2-Point 3	Pre-Contract Integrity Pact as per Annexure VII	We request you to kindly clarify whether it is to be given along with technical bid	Yes, along with Bid Submission.
9	16	Envelope 2-Point 4	Non-Disclosure Agreement as per Annexure VIII	We request you to kindly clarify, whether NDA needs to be given as a part of technical bid or shall be required to be submitted at a later stage, post appointment.	On appointment of Merchant Bankers, it is to be submitted on Non Judicial Stamp paper as per requisite value as applicable to the state in which the agreement is to be executed.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
10	20	3.(xi)	To undertake market research, assist in the pricing of the Issue, allocation of shares and provide after sale support, etc.	We request you to please clarify what kind of after sale support is expected from the BRLMs post listing of securities. Further, we request you to please clarify whether the allocation in the QIP shall be made on proportionate basis or discretionary basis.	After sales support, would include but will not be limited to collecting application forms from the investors, punching of application forms of eligible investors with the help of RTA of the Bank, assisting bank in obtaining listing and trading approvals from the stock exchanges and all other activities incidental thereto to QIP. Post Listing of the securities, statutory or other formalities, If any, remains shall be completed by BRLM. Further, Allocation will be decided in consultation with BRLM. However, decision of the Bank will be final and binding on all the parties.
11	10	3.(x)	To assist in selection of intermediaries, if any, to be appointed by the Bank and coordinate the work of all intermediaries.	We request you to please clarify on appointment of domestic and international legal counsels on the transaction and who will bear the cost of the domestic and international legal counsels for the Bank and BRLMs.	The Bank will appoint its own Domestic Legal Counsel and International Legal Counsel will be required for Limited purpose if any, as bank is not expecting investment from USA and same will be appointed by the bank with the help of DLC of Bank. Cost of the legal counsels appointed by the Bank will be borne by the Bank and cost of legal counsel appointed by BRLMs will be borne by BRLMs.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
12	37	35(e)	The written demand by the BANK as to the loss/damages shall be final, conclusive and binding on the selected bidders(s) and the selected bidder(s) shall be liable to pay on demand without any contestation/demur the actual amount of such loss/damages caused to the Bank subject to an upper limit equivalent to the total amount payable at contracted rate/paid for this assignment.	The Bidder can accept the liability for a maximum amount of actual remuneration / fees received by Bidder after deduction of the actual expenses incurred in relation to the Issue. Please modify the clause to this effect.	Clause stands as per RFP terms.
13	37	35(d)	An indemnity bond, as per Bank's format, has to be submitted by the selected BRLMs.	We request you to kindly clarify whether it is to be given along with technical bid.	Clause stands as per RFP terms.
				Please clarify who will bear the below expenses: (a) Industry report (b) Virtual data room (VDR) (c) Domestic and International legal counsel (d) Advertisement expenses (e) Roadshow expenses (f) Printer expenses (g) RTA fees (h) Filing fees (SEBI, Stock Exchange, ROC) (i) Listing fees (j) Selling commission to SCSBs, syndicate members etc.	Bank will bear the cost of one Domestic and one international legal advisor/counsel appointed for the Bank only. During Roadshow, expenses relating to cost of travel / stay for Bank's executives/ management, if any, will be borne by the Bank. Cost relating to RTA fees, regulatory filing/exchange filing shall be borne by the Bank. All the incidental cost relating to the issue shall be borne by the appointed BRLMs.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
14	12	4	<p>Eligibility Criteria: Point 3: Bidders should have handled atleast three domestic equity issue (Initial Public Offering/ FPO/ Qualified Institutional Placement) in BFSI (Banking Financial Service & Insurance) space/ Corporate space aggregating to Rs. 2500 crore or more during the preceding five years as on 30th June 2024 and out of which atleast one issue shall be of BFSI sector for an amount of Rs. 1000 Crores and above</p>	<p>For aggregation purpose and BFSI sector eligibility, can we consider Institutional Equity placement in form of Blocks in BFSI Sector. We have done approx. Rs.55,258 crores of Equity Issue placement in BFSI Sector in preceding five years.</p>	<p>Clause stands as per RFP Terms.</p>
15	13	4	<p>The selected Merchant Bankers would be required to sign the non-disclosure agreement as per Annexure VIII</p>	<p>Does it mean NDA to be submitted post selection of Merchant Banker only?</p>	<p>On appointment of Merchant Bankers, it is to be submitted on Non Judicial Stamp paper as per requisite value as applicable to the state in which the agreement is to be executed.</p>
16	14	6.3	<p>EMD of successful bidders will be refunded after completion of the validity of the Bid.</p>	<p>EMD of Successful Bidder/For Selected BRLM, when will the same be refunded? What will be the Validity of Bid?</p>	<p>After completion of Issue and discharging all the duties and responsibilities of BRLM.</p>

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
17	22	16	4. Technical Presentation	Is the hard copy of Technical Presentation should be submitted along with the Technical Bid or Date of submission will be later?	Presentation need not be submitted with bid documents
18	33	25	The Bank shall reserve the right to terminate the contract at any time by giving a seven(7)days written notice in case the BRLM's fail to complete the work as per the specification and satisfaction of the Bank. Nevertheless,the cancellation/termination of the release order by the Bank shall be at the risk and responsibility of the recipient/respondent.	What does "termination of release order" mean in the context of a QIP?	Cancellation or termination of appointment of Merchant Banker/BRLMs for this QIP Transaction.
19	51	Annexure IV C	B. Details of Team	IBD refers to International Banking Division. Is this correct or should this be referred to as Investment Banking Division?	Assume this as Investment Banking Division.
20	77	Annexure XIV	Checklist – 19. CV of all Key Professionals	Can we provide details of Key Professional and provide detailed CVs only after selection of Merchant Bankers?	Clause stands as per RFP terms.

Sr. No.	Page No. of RFP	Clause No	Original RFP Clause	Bidder's Query	Bank' Reply
21	12	4(3)	<p>Bidders should have handled atleast three domestic equity issue (Initial Public Offering/ FPO/ Qualified Institutional Placement) in BFSI (Banking Financial Service & Insurance) space/ Corporate space aggregating to INR 2,500 crore or more during the <u>preceding five years as on 30th June 2024</u> and out of which atleast one issue shall be of BFSI sector for an amount of INR 1,000 Crores and above.</p>	<p>As most of the PSU Banks have approached the capital markets to raise capital via QIP route over last 12 months, <i>we request the Bank to extended the period of transaction closures, which will help more Bankers to be eligible, especially the ones that have mobilized sizable capital over last 3 months.</i></p> <p>In view of the above, we humbly request the Bank to modify the Eligibility Criteria Clause in the RFP as follows: <i>Bidders should have handled atleast three domestic equity issue (Initial Public Offering/ FPO/ Qualified Institutional Placement) in BFSI (Banking Financial Service & Insurance) space/ Corporate space aggregating to INR 2,500 crore or more, during the <u>preceding five years as on the date of submission of the bid (i.e. 15th Oct, 2024</u> and out of which atleast one issue shall be of BFSI sector for an amount of INR 1,000 Crores and above</i></p>	<p>Cutoff date is Modified as 15th October, 2024 instead of 30th June, 2024.</p>