

**4(2)/2022-DIPAM-I
GOVERNMENT OF INDIA
MINISTRY OF FINANCE
DEPARTMENT OF INVESTMENT AND PUBLIC ASSET MANAGEMENT**

Dated: 07th July, 2022

ENGAGEMENT OF MERCHANT BANKERS AND SELLING BROKER FOR THE DISINVESTMENT OF RESIDUAL GOVERNMENT'S SHAREHOLDING OF 29.535% IN HINDUSTAN ZINC LIMITED – REQUEST FOR PROPOSALS THROUGH CPPP PORTAL

1. DATE SHEET

1.	Name of the Bid	ENGAGEMENT OF MERCHANT BANKERS-CUM-SELLING BROKER FOR THE DISINVESTMENT OF RESIDUAL GOVERNMENT'S SHAREHOLDING OF 29.535% IN HINDUSTAN ZINC LIMITED – REQUEST FOR PROPOSALS
2.	Time-period of contract	Two years from the date of acceptance of Terms & Conditions of the letter of appointment. The contract can be extended for one more year, if required.
3.	Application Fee (Refundable)	Rs.100000/- (Refundable)
4.	Name of the Authority's official for addressing queries/clarifications and submissions*	Shri Rajpal, Under Secretary Department of Investment and Public Asset Management, Ministry of Finance New Delhi Ph: 011-24368531 Email: Raj.pal13@nic.in Website: www.dipam.gov.in
5.	Schedule of Bidding Process	
		Key Dates
	Proposal Due Date (PDD)/ Bid End Date	28.07.2022 (03:00 PM)
	Opening of Technical Bids	29.07.2022 (03:00 PM)
	Technical presentation	To be communicated.
	Issuance of Letter of Award (LOA)	To be communicated.

***Notes:**

1. Clarification, if any, can be sought from Shri Rajpal on Phone No. **011-24368531** before the last date of submission of the bid.
2. The proposal due date/Bid end date is **28.07.2022 (3:00 P.M.)**.
3. All Bids shall be submitted online only at CPPP website: <https://eprocure.gov.in/eprocure/app> only. Manual bids shall not be accepted.
4. Tenderers/Contractors are advised to follow “General Instructions to Bidder for Online Bid Submission” provided in the **Annexure-I**

2. **Introduction**

2.1 Hindustan Zinc Limited (HZL) was a CPSE under the administrative control of Ministry of Mines and was privatized in the year 2002. GoI disinvested 26% of its equity holding in HZL along with transfer of control to strategic partner namely, M/s Sterlite Opportunities and Ventures Ltd. (SOVL) on 28.03.2002. Share Purchase Agreement (SPA) and Share Holders Agreement (SHA) were signed on 04.04.2002. The management and control of the company was transferred to SOVL, the Strategic Partner (SP) on 11.04.2002. Subsequently, as per provisions of SHA, the SP exercised its call option and government transferred 18.92 % to the SP.

2.2 The present shareholding pattern of the Company is as under:

Shareholder	As on date	
	Shares	%
Vedanta Ltd.	2743154310	64.922
President of India through Ministry of Mines [Public Shareholder]	1247950590	29.535
General Public	234214100	5.543
TOTAL	4225319000	100

2.3 A Writ Petition 229 of 2014 was filed in the Supreme Court seeking issue of directions to Government by the Court to not disinvest its residual shareholding of 29.54% in HZL without amending The Metal Corporation (Nationalization and Miscellaneous Provision) Act, 1976 quoting the SC decision in the Centre for Public Interest Litigation vs Union of India. In

November 2021 (18.11.2021), the Hon'ble Supreme Court inter-alia pronounced its Judgment in the matter and held as under:

“ ...

(ii) The decision in Centre for public Interest Litigation (supra) does not apply to the present facts because HZL had ceased to be a government company, at the stage of the disinvestment which is in challenge. Hence the Union Government's decision to disinvest 29.54 percent of its residual shareholding in HZL is not interdicted by the principles laid down by this Court in Centre for Public Interest Litigation (supra).

(iii) SOVL has stated before the Court that it is not exercising its second call option under the Share Purchase Agreement.

(iv) The Union Government has stated through the Solicitor General that the residual shareholding shall be divested in the open market and shall take place in accordance with the rules and regulations of SEBI to ensure that the best price is realized for the sale of the shareholding...”.

The transaction will be carried out following the order of the Hon'ble Supreme Court.

2.4 As per terms of the SHA, the SP was entitled to a second Call Option which was exercised in July, 2009. Gol repudiated the Call Option on 24th August, 2009 based on the opinion of Attorney General (AG). This triggered a dispute and the SP invoked dispute resolution mechanism and went into arbitration. In line with the decision of SC, the SP vide application dated 13.12. 2021 prayed before the Arbitration Tribunal to allow them to withdraw their claim(s) and pass appropriate orders terminating the arbitration proceedings. The Arbitration Tribunal in its order dated 01.05.2022 has allowed the application of the SP and terminated the said Arbitral proceeding.

2.5 HZL was a listed company at the time of privatization in the year 2002 and continues to be so on date. More information about Hindustan Zinc Ltd. (HZL) could be accessed from the website of the Company.

3. Proposal

3.1 The Government of India intends to disinvest its entire residual shareholding of 29.535% paid up equity capital of HZL through SEBI approved methods in the open market in tranches.

3.2 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; with experience and expertise in public offerings in the capital market; to assist & advise the Government in the process of disinvestment /offer. The broking license is required to be valid till the completion of all activities relating to the disinvestment/offer.

4. Responsibilities of the “Merchant Banker-cum-Selling Broker”

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

- (i) Advise the Government on the timing and the modalities of the disinvestment / offer.
- (ii) Structure the disinvestment/offer 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.
- (iii) While structuring the disinvestment/offer transaction, the provisions of Share Holders Agreement between the Government and the Strategic Buyer in the year 2002 are to be kept in view and the implications understood and appropriate safeguards to protect Government interests are to be built in the transaction.
- (iv) Prepare the documents/notice(s) that are required to be filed with the SEBI/Stock Exchange(s) and complete all stipulated requirements & formalities of regulatory/ statutory authorities.
- (v) Filing of the documents/notice(s) with the SEBI/Stock Exchange(s).
- (vi) 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.
- (vii) Ensure best return to the Government.

- (viii) 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, if any.
- (ix) Undertake market research, assist in the pricing of the disinvestment/offer, allocation of shares and provide after sale support, etc.
- (x) Perform all other responsibilities connected with the disinvestment/offer
- (xi) Assist in selection of intermediaries, if any, to be appointed by Government and coordinate the work of all intermediaries.
- (xii) 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.
- (xiii) The appointed Merchant Banker(s) will also make the following payments:
 - 1. NSE/BSE charges for use of software;
 - 2. NSE/BSE transaction charges; and
 - 3. SEBI fee/charges.
 - 4. Fees paid to the Depository
 - 5. And any other statutory fees/charges

(The payment would be reimbursed by DIPAM after successful completion of a tranche on submission of the invoice.
- (xiv) Shall enter into the requisite agreements.
- (xv) Ensure completion of all post disinvestment/offer related activities as laid down in the SEBI Regulations, and NSE and/or BSE rules.
- (xvi) Rendering such other assistance as may be required in connection with the disinvestment/offer.
- (xvii) To act as Seller Broker(s), if required.
- (xviii) Transfer of shares on offer to the designated stock exchange or the clearing corporation as may be required under the rules.

- (xix) Transfer of funds and/ or the unsold shares to Government account on completion of the transaction.

5. 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:

- 5.1 Within 7 (seven) days from the date of issue of the appointment letter each of the selected bankers will submit to the concerned officer of DIPAM :-
 - 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 disinvestment/offer ;
 - b) details of inter-se allocation of responsibilities (“Inter-Se”) in relation to the disinvestment/offer, 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 disinvestment/offer .
 - 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 disinvestment/offer 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.

- 5.2 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.
- 5.3 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.
- 5.4 The selected bankers will be required to advise DIPAM on the proper and optimum timing and best floor price for the disinvestment/offer (apart from other tasks in relation to disinvestment/offer). Further, any decisions of the DIPAM, GOI or the working group regarding the captioned disinvestment/offer (including pricing and timing) shall be kept confidential by the selected bankers and during the course of the disinvestment/offer they shall not opine to anyone else (including proposed investors) on the correctness of any decisions of DIPAM or GOI on the captioned disinvestment/offer (including specifically with regard to pricing or timing).
- 5.5 The selected bankers will be required to ensure media management and PR so as to generate adequate publicity for the disinvestment/offer within the realms as permitted by Securities and Exchange Board of India.
- 5.6 Further, after the closure of disinvestment/offer, within 10 days 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
- 5.7 The Government will select and appoint up to **05 (five) 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.

6. Eligibility

- 6.1 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.5000 crore or more** during the period from **01.04.2019 to 31.03.2022**. Only completed transaction during this period will be taken into consideration.
- 6.2 Bidder should meet the prescribed guidelines by Government of India for qualifications for Merchant Bankers for disinvestment process, enclosed at **Annexure-II**. The interested bidders fulfilling eligibility criteria are advised to go through the guidelines and if eligible, submit certificate as part of the proposal as per Annexure.

7. Submission of Proposal:

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

- (i) **Cover 1 (Online)**: containing the following:
- (a) General particulars of bidder in prescribed format at **Annexure-III**;
 - (b) 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. 100000/- (Rupees One Lakh only) payable at New Delhi in favour of Pay & Accounts Officers, DIPAM, as refundable fee. In case of digital payment, a proof of the same may be attached with the bid.
 - (c) Authority letter authorizing the person of the bidder to sign the proposal and other documents **Annexure- IV**;
 - (d) Certificate with respect to “No conflict of Interest” in format at **Annexure V**;
 - (e) Certificate with respect to “No Adverse order by Regulator” in format at **Annexure VI**;
 - (f) Certificate of unconditional bid in format at **Annexure-VII**;
 - (g) Copy of the valid certificate of Category I Merchant Banker issued by SEBI ;
 - (h) Copy of valid broking license issued by SEBI ;
 - (i) Willingness of the broker to act as a selling broker for the disinvestment/offer ;and
 - (j) RFP conditions acceptance Letter as per **Annexure-VIII**.
- (ii) Containing the technical bid as per format in paragraph 7.4, 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 2 (Online)**:containing the Financial Bid that should be submitted in the BoQ format provided online along with the RFP 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. **Annexure-IX**

7.2 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 Conference Hall, 515, DIPAM, 5th Floor, Block 14, CGO Complex, Lodhi Road, New Delhi.

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

7.4 **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, 2019 to 31st March , 2022 (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).
- (ii) Unabridged Annual Reports or audited financial accounts for the last three years of the firm submitting the Proposal.
- (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 (**Annexure-X**).
- (iv) Details of Domestic and International Equity Offerings managed as Book Running Lead Managers, in respect of issue size of **Rs. 5000 crore** or more, to be furnished in the format given in **Annexure-XI**.
- (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 1st April, 2019) (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 (**Annexure-XII**).
- (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 HZL.

(Weightage for evaluation: 20/100)

- (i) Indicate work done in the areas of Minerals and its related Manufacturing Sector projects, consultancy services in said sector, including HZL- like studies or research undertaken (**Annexure-XIII**).
- (ii) Exhibit strength / expertise in the areas of Minerals and its related Manufacturing Sector projects, consultancy services in said sector, including HZL, if any.
- (iii) The Public Offerings handled during the period from **01.04.2019 to 31.03.2022** in the areas of Mining and Minerals and its related Sector projects, consultancy services in said sector.
- (iv) Research Reports done on the companies operating in areas of Mining and Minerals and its related Sector projects, consultancy services in said sector, including HZL.
- (v) SWOT analysis of HZL.

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 disinvestment/offer.
- (v) Details of the valuation methodology to be followed in determining the price of the disinvestment/offer”.
- (vi) Indicate realistic time schedule for launching the proposed disinvestment/offer 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 (**Annexure-XIV**).

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 **01.04.2019 to 31.03.2022**.
- (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 (**Annexure-XIII**).

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

- 8.1 Qualified interested Bidders would be required to make a presentation of their credentials, in the format prescribed in paragraph 7.4 above, for the proposed transaction, before an Inter-Ministerial Group (IMG), 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 14 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.
- 8.2 The IMG would evaluate the Bidders on the criteria mentioned in paragraph 7.4 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.
- 8.3 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.
- 8.4 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.
- 8.5 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.
- 8.6 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 4.1 above would be **equally shared** by all the Merchant Bankers.
- 8.7 The selected Bidders will work as a team and be called Merchant Bankers.

9. Requirements for Financial Bids

9.1 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 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 1% applicable Tax Deducted at Source (TDS) under the Goods and Services Tax (GST) Act as per para 8.5 and 8.6 of this RFP.

9.2 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 fee quoted should be unconditional and inclusive of the expenditure to be incurred on the work mentioned in paragraph 4.1 above. Engagement as Merchant Bankers for the transaction would be valid for Two **years** from the date of acceptance of terms & condition of the letter of appointment by bidder or till the completion of transaction whichever is earlier. The contract can be extended for one more year, if required.

9.3 The Bidders may quote a **drop dead fee** (not exceeding the fees quoted for transaction), 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 (road show) both domestic and international to solicit interest in the disinvestment/offer 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. The Bidders will be liable to pay taxes applicable as per law.

10. PAYMENT OF FEE AND REIMBURSEMENT OF EXPENSES

10.1 The fee along with applicable GST [as per invoice/bill submitted by selected Merchant Banker/(s)] would be paid by the Government of India after deducting applicable Tax at Source (TDS) under Goods and Services Tax (GST) Act. The different taxes should be indicated separately while raising the bills for payment of fee by the Merchant Banker/(s).

10.2 All bills are to be raised in INR and will be payable in INR only after successful and satisfactory closure of each tranche of transaction.

10.3 The expenses to be incurred by appointed Merchant Bankers on items mentioned in Para-4.1 above would be equally shared by all Merchant Bankers.

10.4 The professional fee of Merchant Bankers on *pro-rata* basis (of the total

proposed divestment of 29.535%) shall be paid after successful completion of each tranche of the transaction.

10.5 The reimbursement of expenses on items mentioned in Para-4.1 (xii) above after successful completion of each tranche of transaction upon submission of invoices/bills

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

11 Termination of the assignment

11.1 In case it is found that 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 selected as the Merchant Banker.

11.2 DIPAM, in its sole discretion, at any point of time reserves the right to terminate the selected merchant banker and substitute the selected merchant banker with another without the DIPAM being liable in any manner whatsoever to the selected merchant banker. 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 selection should not be terminated would be issued giving it an opportunity to explain its position.

11.3 Further during the course of a transactions, at any point of time if DIPAM (in its discretion) is of the opinion that the selected merchant bankers are not performing up to the expectations of DIPAM, then DIPAM shall have the right to substitute the selected merchant bankers with another Merchant Banker, as DIPAM may deem fit, without the DIPAM being liable in any manner whatsoever.

11.4 In case of a default by the selected merchant banker, DIPAM reserves the right to take appropriate penal action which may lead to the termination of appointment and debarment up to 3 years from the date of such termination.

11.5 DIPAM reserves the right to terminate the entire selection list if it desires without assigning any reasons.

12. LAWS GOVERNING THE CONTRACT

This document and services hereunder shall be governed by and construed and enforced in accordance with the Laws of India and only the courts in New Delhi shall have exclusive jurisdiction for any dispute arising out of as in relation to this tender.

13. NON DISCLOSURE

By virtue of shortlisting and subsequent awarding the contract to the selected merchant banker and in the course of its performance, the merchant banker may have access to the Confidential Information of the DIPAM and HZL. The

merchant banker is aware that Confidential Information is valuable information and any disclosure of which would cause irreparable loss and damage to the Government for which monetary compensation may not be adequate and accordingly the merchant banker agrees and undertakes to hold the Confidential Information as confidential and shall not disclose the same including to any third party and the merchant banker also agrees that its employees and agents shall also maintain Confidentiality of the Confidential Information. The merchant banker agrees that it shall neither use, nor reproduce for use in any way, any Confidential Information. The merchant banker agrees to protect the Confidential Information with at least the same standard of care and procedures used by HZL to protect its own Confidential Information. Without limitation of the foregoing, the merchant banker shall advise HZL immediately in the event that the merchant banker learns or has reason to believe that any person who has had access to Confidential Information has violated or intends to violate the terms of this Agreement, the merchant banker shall immediately seek injunctive relief against any such person, at the its cost and expenses. If the merchant banker hires another person to assist it in the performance of its obligations under the Contract, or assigns any portion of its rights or delegates any portion of its responsibilities or obligations under this Agreement to another person, it shall cause its assignee or delegate to be bound by the confidentiality of the Confidential Information in the same manner as the merchant banker is bound to maintain the confidentiality.

For the purpose of this clause “Confidential Information” shall mean all non-public information of the HZL which is accessible by or is available to the merchant banker directly or indirectly, whether in writing, oral, graphic, visual or any other tangible, intangible or electronic form including, without limitation, any and all information relating to the HZL’s (whether past, present or future), financial data, financial results and projections, costs and prices, details of HZLs’ employees and consultants (past, present or prospective), technologies, technical and business strategies, business and marketing plans, marketing and sales techniques, pricing and other strategies, computer programs, software tools, source codes, object codes, protocols, product descriptions, development schedules, Software positioning, choices of Software names, trade secrets or know how, customer information and Intellectual Property Rights (defined later) as well as any such information not generally known to third parties or received from others.

The selected merchant banker shall execute a Non-Disclosure agreement at the time of award of contract.

14. For any further clarification, contact Shri Rajpal, Under Secretary, DIPAM, Ministry of Finance, Room No. 220 , 2nd Floor, Block No.11 / 14, CGO Complex, New Delhi - 110003, Tel. 011- 24368531, e-mail:raj.pal13@nic.in.

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 Enrolment**” 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 RFP/RFP DOCUMENTS

- 1) There are various search options built in the CPP Portal, to facilitate bidders to search active tenders/bids 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/RFPs, 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 RFP published on the CPP Portal.
- 2) Once the bidders have selected the RFPs they are interested in, they may download the required documents / RFP schedules. These RFPs 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 RFP document.

- 3) The bidder should make a note of the unique Tender ID assigned to each tender/RFP, 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 RFP document before submitting their bids.
- 2) Please go through the RFP advertisement and the RFP 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 RFP 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 RFP document.
- 3) Bidder has to select the payment option as "offline" to pay the RFP fee / EMD as applicable and enter details of the instrument.
- 4) Bidder should prepare the EMD as per the instructions specified in the RFP 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 RFP 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 RFP 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 RFP documents become readable only after the bid opening by the authorized bid openers.
- 8) The uploaded bid documents become readable only after the bid 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 bid document and the terms and conditions contained therein should be addressed to the Bid Inviting Authority for a bid or the relevant contact person indicated in the bid.
- 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.

Subject: Guidelines for qualification/disqualification of Merchant Bankers-cum-Selling Brokers.

1. The Merchant Banker should be a SEBI registered category I Merchant Banker. The broking arm of Merchant Banker along with whom they are filing the RFP should hold a valid stock licence. The bidding entity should disclose any adverse order passed against them by SEBI during the last one year from date of submission of the bid.
2. The adverse order that will act as disqualification would be decided on a case-to-case basis by DIPAM.
3. In case the disqualification takes place, after the entity has already been appointed, the party will have a choice to withdraw voluntarily from the transaction, failing which the Government would have the liberty to terminate the appointment/contract.
4. If the registration or the licence granted by the regulatory authority has been cancelled or suspended at any time after the appointment that will automatically render the party disqualified to that extent.
5. 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.
6. Before disqualifying, a Show Cause Notice would be issued to the entity concerned and it would be given an opportunity to explain its position.
7. The conflict of interest is defined to include engaging in any activity or business by the entity in association with any third party, during the engagement, which would or may be reasonably expected to, directly or indirectly, adversely affect the interests of Government of India and/ or the Company (being disinvested) in relation to the transaction, and in respect of which the entity has or may obtain any proprietary or confidential information during the engagement, that, if known to any other client of the Advisor, 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.

GENERAL PARTICULARS OF MBSB

1. Name of Bidder Firm/Company :
2. Date of incorporation of Company/LLP or Registration of Partnership Firm :
3. Whether worked with DIPAM :
4. (i) If yes, category/ies of MBSB worked :
5. **Contact Details of Bidder Firm**
 - (a) Postal address (with PIN Code)
 - (b) Telephone/Fax No.
 - (c) Official e-mail for communication

6. **Contact details of Authorized Person** :

(a)	Name of Authorized Person	
(b)	Postal address (with PIN Code)	
(c)	Mobile/Telephone/Fax No.	
(d)	E-mail for communication	

7. Whether bidder carrying valid Category-I MB Certificate: **Yes/No**
8. Whether bidder carrying valid Broking Licence issued by SEBI: **Yes/No**
9. **Details of Bank Account (For refund)**

Name of Account		Account No and Type	
IFSC Code		MICR Code	
Bank and Branch Address			

DECLARATION

Verified that the information furnished above is true and correct to the best of my knowledge and belief and nothing has been concealed and misrepresented.

Seal with Signature of the authorized signatory of bidder

Authority letter

(To be given on Company Letter Head)

Date:

To,

Sub: Authority Letter authorizing the person of the bidder to sign the proposal.

Dear Sir,

With reference to the Request for Proposal for appointment of Merchant bankers for disinvestment of residual GoI shareholding through SEBI approved methods, in the open market dated....., Mr./Mrs. [Name of the authorised signatory to be appointed] is appointed as an authorised signatory on behalf of the company/firm.

Mr./Mrs. [Name of the authorised signatory to be appointed] as an authorised signatory will represent the company/firm for the purpose of bidding with respect to the Request of appointment of Merchant bankers released by DIPAM dated..... and will sign, submit and execute all documents on behalf of the company.

Mr./Mrs. [Name of the authorised signatory to be appointed] will be the authorised signatory of the company and all the acts done or documents executed by him/her shall be binding on the company.

Yours Faithfully,

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

Certificate with respect to No Conflict of Interest

(To be given on Company Letter Head)

“We certify that we are not working for any third party that will have a conflict of interest as per **Annexure-II**. Further, during the course of the disinvestment/offer transaction/sale of shares of **Hindustan Zinc Limited(HZL)** if any conflict arises, the same will be informed to DIPAM.

Note: The certificate should be signed by the authorized signatory.

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

Certificate with respect to No adverse order by Regulator
(To be given on Company Letter Head)

“We certify that there has been no adverse order by a regulatory authority during the last one year against us. It is also certified that there is no investigation pending against us.”

“It is further certified that in future if any adverse order issued, we will intimate the same to DIPAM.

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.

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

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 of residual GoI shareholding in **Hindustan Zinc Limited (HZL)** through SEBI approved methods, in the open market 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: _____

Subject 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 RFP 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 RFP conditions of above mentioned bid 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)

SAMPLE FORMAT OF PRICE BID & QUOTATION OF DROP DEAD FEE:

Tender Inviting Authority: Rajpal, Under Secretary, Department of Investment & Public Asset Management (DIPAM)

Name of the Work: Engagement of Merchant Bankers and Selling Broker for the disinvestment of residual government's shareholding of 29.535% in Hindustan Zinc Limited - invitation of Open Tenders.

Contract No.: F.No. 4(2)/2022-DIPAM-I

Name of Bidder Firm/Company :

FINANCIAL BID:

S. No.	Item Description	Fee (in figures) to be entered by the bidder excluding GST in INR	Fee (in Words) to be entered by the bidder excluding GST in INR
1.	Fixed Lump-Sum Fee in Indian Rupees excluding GST		

DROP DEAD FEE:

1. Whether bidders intend to quote Drop Dead Fee:
2. If Yes, Amount of Drop Dead Fee

(a) In figures : (₹ _____)

(b) In Words :

(Rupees _____)

_____).

(Note: In case of any variation in Drop Dead Fee in figures and words; Drop Dead Fee quoted in Words shall be treated as final)

Above format is to be filled and uploaded in BoQ format provided along with the tender document on CPP portal (<https://eprocure.gov.in/eprocure/app>).

Seal with signatures of authorized signatory of the Bidder

Details of all Pending litigation

(To be given on Company Letter Head)

Details of pending litigations

S.no.	Case no.	Court	Matter of Litigation	Date of filing/ matter initiated on	Last order passed/ current status of the litigation
1.					
2.					
3.					
4.					
5.					

Yours Faithfully,

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

DETAILS OF DOMESTIC/ INTERNATIONAL EQUITY OFFERINGS

Parameters	01.04.2019- 31.03.2020		01.04.2020- 31.03.2021		01.04.2021- 31.03.2022	
	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.

Past transactions with DIPAM

(To be given on Company Letter Head)

S.no.	Transaction previously taken up with DIPAM (IPO/FPO/OFS etc.)	Time Period	Government of India Receipts
1			
2			
3			

Yours Faithfully,

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

Details of the Research Team

(To be given on Company Letter Head)

S.no.	Team Member name	Qualification	Total work Experience	Experience in the field of Research
1.				
2.				

It is also certified that if any member leaves the organization during the empanelment period, he/she will be replaced by someone with similar qualification and experience.

Yours Faithfully,

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

Details of available infrastructure

(To be given on Company Letter Head)

S.no.	Office /branch address	Office operating since	Number of staff employed
1.			
2.			
3.			

Yours Faithfully,

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