

Corrigendum to RFP for engagement of Transaction Adviser for Strategic disinvestment and transfer of management control in IDBI Bank Limited

I. Clause 10: Requirement for Financial Bids:

Under para 10.1 of RFP, "The Bidder is required to quote a Transaction fee as a lump sum in Indian Rupees. The fee quoted by Bidder should be inclusive of all applicable taxes, cess, duties etc., but exclusive of GST. The fee will be payable in Indian rupees after successful completion of the transaction".

It has been decided to introduce two milestone payments within the overall ambit of the success fee to the Transaction Advisor. **Para 10.1 of RFP shall now be read as follows:**

"The Bidder is required to quote a Transaction fee as a lump sum in Indian Rupees. The fee quoted by Bidder should be inclusive of all applicable taxes, cess, duties etc., but exclusive of GST. The fee will be payable in Indian rupees as below.

- 25% of the total fee is payable on shortlisting of bidders after receipt of Expression of Interest (Eoi).
- Balance 75% fee is payable on completion of the services culminating in signing of SHA/SPA, receipt of disinvestment proceeds in Government account; transfer of management control to strategic partner(s)".

II. Accordingly, clause 5.2.2 under the heading **Success fee** in the "**Agreement for Advisory Services**" in Annexure-4 of the RFP, it is mentioned that "Gol shall pay ABC percent (%) of the gross consideration to be paid by the strategic partner to Gol /the company for ----- transfer of management control to strategic partner(s)."

Payment to ABC (name of Transaction Advisor) "in percentage of the gross consideration to be paid by the strategic partner to Gol", is an error. Clause 5.2.2 of RFP under the heading **Success fee** in the "Agreement for Advisory Services shall read as follows:

"Gol shall pay ABC Rs----- as success fee. The success fee shall be payable as per following milestones:

- 25% of the total fee is payable on shortlisting of bidders after receipt of Expression of Interest (Eoi).
- Balance 75% fee is payable on completion of the services culminating in signing of SHA/SPA, receipt of disinvestment proceeds in Government account; transfer of management control to strategic partner(s)".

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III. Clause 11 : Drop-Dead Fee

Under clause 11.1 has been modified as follows:

A drop-dead fee of Rs.10,00,000 (Rupees ten lakh only) would be payable to the appointed Advisor in case the transaction is called off and subject to the condition that no payment has been made towards success fee. Other terms and conditions of the clause will remain unchanged.

IV. Clause 12.1 (regarding Non disclosure Agreement) of RFP: The last line may be read as "Failure to sign the same would make their appointment null and void".

V. Clause 7.1(h): Performance Bank Guarantee fee has been decided to be reduced from 10% to **5% of fee quoted**. All other terms and conditions of the clause shall remain unchanged.

VI. In the Agreement for Advisory Services at Annexure 4, a **sunset clause** has been decided to be added under Clause 2 (General Provisions) as follows:

"2.1.2 Engagement as Transaction Advisor would be valid for five (5) years from the date of appointment letter issued by DIPAM or till the completion of transaction, whichever is earlier. The validity can be extended mutually."