

3/33/2019-DIPAM-II
GOVERNMENT OF INDIA
MINISTRY OF FINANCE
DEPARTMENT OF INVESTMENT AND PUBLIC ASSET MANAGEMENT

**ENGAGEMENT OF BOOK RUNNING LEAD MANAGERS FOR
DISINVESTMENT OF UPTO 25% OF PAID UP EQUITY OF NATIONAL SEEDS
CORPORATION LIMITED OUT OF GOVERNMENT OF INDIA SHAREHOLDING
OF 100% THROUGH “INITIAL PUBLIC OFFERING” IN THE DOMESTIC
MARKET – REQUEST FOR PROPOSALS.**

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

CRITICAL DATE SHEET

| | |
|------------------------------------------------|------------------------------|
| Published Date | 11 August 2021 (1700 Hrs) |
| Bid Document Download / Sale Start Date | 11 August 2021 (1700 Hrs) |
| Online Clarification Start Date | 11 August 2021 (1700 Hrs) |
| Online Clarification End Date | 18 August 2021 (1700 Hrs) |
| Bid Submission Start Date | 11 August 2021 (1700 Hrs) |
| Bid Submission End Date | 01 September 2021 (1500 Hrs) |
| Bid Opening Date | 02 September 2021 (1500 Hrs) |

1.1 Bid Submission:

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

1.2 Tenderers/Contractors are advised to follow “Instructions to Bidders for Online Bid Submission” provided in the **Annexure-A**.

1.3 Bid documents may be scanned with 100 dpi with black and white option which helps in reducing the size of the scanned document.

1.4 Not more than one tender/bid shall be submitted by one contractor or contractors having business relationship. Under no circumstance will father and his son(s) or other close relations who have business relationship with one another (i.e. when one or more

partner(s)/director(s) are common) be allowed to tender/bid for the same contract as separate competitors. Any breach of this condition will render the tenders/bidders of both parties liable to rejection.

1.5 Tenderers/bidders who have downloaded the tender/RFP from Central Public Procurement Portal (CPPP) website <https://eprocure.gov.in/eprocure/app>, shall not tamper/modify the tender/RFP form including downloaded price bid template in any manner. In case, the same is found to be tampered/modified in any manner, tender/bid will be completely rejected and EMD would be forfeited and tenderer/bidder is liable to be banned from doing business with DIPAM.

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

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

2. Introduction

2.1 National Seeds Corporation Limited (NSC) was incorporated in March, 1963 under Companies Act, 1956 with the objective to undertake production of foundation and certified seeds. NSC is a Schedule 'B', Mini Ratna, Category-I CPSE in Agro-Based Industries cognate group under the administrative control of Ministry of Agriculture and Farmers Welfare, Department of Agriculture and Farmers Welfare. The paid up capital of Company as on 31.03.2021 is Rs. 57.32 Crores comprising of 573199 Equity Shares of face value of Rs. 1000/- each. The 100% shareholding of the Corporation is held by the Government of India. The company employed 1312 regular employees as on 31.03.2021. The registered and corporate office is at Beej Bhawan, Pusa Complex, New Delhi.

2.2 Profit After Tax for the Fiscal 2019-20 was Rs 29.92 crore for National Seeds Corporation Limited (NSC). As on March 31, 2020, it has a Net Worth of Rs. 646.37crore.

3.Government seeking proposals from BRLM

3.1 Proposals are invited as per Guidelines (Para 6 of these documents)from reputed Category I Merchant Bankers registered with SEBI having a valid certificate; either singly or as a consortium, with experience and expertise in public offerings in capital

market; to act as Book Running Lead Managers and to assist and advise the Government in the process. The Certificate of Registration with SEBI should remain valid till the completion of all activities relating to disinvestment in National Seeds Corporation Limited (NSC) of up to 25% out of Government of India Shareholding of 100% through “Initial Public Offering”

4. Responsibilities of the Book Running-Lead Managers (BRLMs)

4.1 The Book Running Lead Managers will be required, inter alia, to undertake tasks related to all aspects of the disinvestment in National Seeds Corporation Limited (NSC) out of Government of India Shareholding of 100% through “Initial Public Offering” but not restricted to, as mentioned below: -

- (i) Structure the disinvestment in National Seeds Corporation Limited (NSC) of up to 25% out of Government of India Shareholding of 100% through “Initial Public Offering” in conformity with the prevailing framework and Guidelines/Regulations of SEBI, SEBI (ICDR) Regulations, the Stock Exchanges and Securities Contract (Regulation) Act, 1956, Securities Contract (Regulation) Rules 1957, SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2009, as amended and Companies Act, 2013 and the rules made under above statutes.
- (ii) Undertake due diligence activities and prepare the DRHP/RHP/Prospectus and complete all stipulated requirements & formalities of regulatory/statutory authorities.
- (iii) Undertake filing of the DRHP/RHP/Prospectus with SEBI/ Stock Exchanges/ ROC.
- (iv) Advise on the regulatory norms and assist in securing approval and exemptions, wherever necessary, from various regulatory agencies such as SEBI, Stock Exchanges, RBI, etc.
- (v) Conduct pre-market survey, 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 & positioning of the Company.
- (vi) Undertake market research, assist in the pricing of the Issue, allocation of shares and provide after sale support, etc.

- (vii) Perform all other responsibilities connected with the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering”.
- (viii) Underwrite the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering”.
- (ix) Assist in the selection of intermediaries to be appointed by Government and coordinate the work of all intermediaries.
- (x) Prepare and approve the statutory advertisements for publication. The cost of the preparation will be borne by the BRLMs and the cost of publication will be borne by the Government.
- (xi) Organize road shows both domestic and international. All expenses in this regard will be borne by the BRLMs except the tour expenses of Government and National Seeds Corporation Ltd. (NSC) officials.
- (xii) Advise the Government of India on the timing and the modalities of the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering”.
- (xiii) Ensure optimum return to the Government.
- (xiv) Undertake the task of printing and distribution of stationery required for the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) out of Government of India Shareholding of 100% through “Initial Public Offering” as illustrated in **Annexure-I**. The BRLMs will ensure that the stationery is printed in adequate quantity and delivered to the Centres/Parties well in advance. The appointed BRLMs will print a minimum of **2 lakh** application forms for all the categories. However, any shortfall in the number of applications printed will be viewed seriously by government and dealt with very strictly. All expenses in this respect will be borne by the BRLMs.
- (xv) The appointed BRLMs will also make the following payments after having obtained the negotiated quotes where applicable and would be reimbursed by the company or Gol or both as per actuals against an invoice:
 - i. Filing fee to SEBI;
 - ii. NSE/BSE charges for use of software for the book building;

- iii. Payments required to be made to Depository or the Depository Participants for transfer of shares to the beneficiaries' account.
- iv. Payment required to be made to stock exchange for initial processing, filing and listing of shares.
- (xvi) Shall enter into the requisite agreements i.e., Offer Agreement, Underwriting Agreement, Syndicate Agreement, Agreement with Registrar, Advertising Agency agreement and Escrow Agreement based on the model agreements as available on the website www.dipam.gov.in of the Department of Investment and Public Asset Management.
- (xvii) Ensure completion of all post issue related activities as laid down in the SEBI Regulations.
- (xviii) Render such other assistance as may be required in connection with the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through IPO.

NOTE:

- (a) The appointment of Bankers to the Issue, Registrar to the Issue, Legal Advisers–Domestic and International, Auditors and Advertising Agency/Public Relation Agency will be made by the Government or the company or both which will also bear the expenditure involved on account of these intermediaries.
- (b) The expenses related to the tour programme of only Government and National Seeds Corporation Ltd. (NSC) officials will be borne by the Government.
- (c) In case the Government decides to defer the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering” after the Application Forms have been printed, the Government would reimburse the actual cost of printing of Application Forms only and not the distribution cost. Further, in the event the filing fee is required to be paid again due to deferment of the offering, then Government will reimburse the initial filing fee paid by the BRLMs.

4.2 The Government will select and appoint up to **2 (two)** Merchant Bankers with requisite experience in Public Offerings, who together will form a team and would be called Book Running Lead Managers. The BRLMs, in consultation with the Government, will form a syndicate as required under the SEBI Guidelines/Regulations. The

Government will have the option of appointing additional syndicate member(s), if considered necessary.

5. Accountability

5.1 In order to ensure best returns to the Government the selected BRLMs will be required to comply with the following conditions emerging from the responsibilities listed in clause 4 above:

5.2 Within 14 (Fourteen days) from the date of issue of the appointment letter each of the selected bankers will submit to the concerned DIPAM officer–

- a) details of inter-se allocation of responsibilities (“Inter-Se”) in relation to the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering”, 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;
- b) 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 of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering” 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.

5.3 Each of the selected bankers will submit to the concerned DIPAM officer a separate list of investors of both domestic and international investors, (indicating name and address) to be approached by each of the selected bankers respectively for the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering” at least 30 (thirty) days prior to the road-show;

- 5.4 Each of the selected bankers will submit to the concerned DIPAM officer a detailed strategy for reaching out to the retail investors so as to create awareness about retail participation in the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering” at least 14 (fourteen) days prior to filing of RHP.
- 5.5 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 course of action for the period after the day this update is being given.
- 5.6 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.
- 5.7 The selected bankers will be required to advise DIPAM on the proper and optimum timing and best floor price for the disinvestment of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering.
- 5.8 Further, after the closure of Government of India Shareholding in National Seeds Corporation Limited (NSC) through “Initial Public Offering, 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

6. Eligibility

6.1 The **cumulative** size of domestic equity issues (Initial Public Offering or Further Public Offering) handled by the bidders during the period from 1st July 2018 to 31st June 2021 should be at least Rs 1000 crore.

Or

The **cumulative** size of OFSs/QIPs handled by the bidders during the period from 1st July 2018 to 31st June 2021 should be at least Rs 1000 crore and the **cumulative** size of IPOs handled by the bidder during the period from 1st July 2018 to 31st June 2021 should be at least Rs 500 crore.

6.2 The Government has prescribed guidelines for qualifications for Advisors for disinvestment process, enclosed at **Annexure-III**. The interested Bidders fulfilling the eligibility criteria mentioned in paragraph 6.1 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 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 the same nature as the transaction for which the Government and/or the Company (being disinvested) is proposing to select the Adviser, 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 Adviser 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 the same nature as the transaction in respect of which we have been appointed as the Adviser.”

(The certificate should be signed by the authorized signatory of the Bidder.)

Note: The content of the certificate must not be changed. Clarification, if any, may be provided separately.

7. Submission of Proposal:

7.1 Proposals have to be submitted as per the following directions:

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

(a) **Refundable earnest money** (to be refunded after selection of BRLMs) by way of bank draft/pay order/digital payment (to be credited to Govt. Account No. 34663044146; IFSC: SBIN0000625, SBI, Central Secretariat Branch, New Delhi by using Inter Bank RTGS Code R42) of

Rs. 1,00,000 (Rupees One Lakh only) payable at New Delhi in favour of Pay & Accounts Officers, DIPAM. **In case of digital payment, a proof of same may be attached.** (Enclosure 1);

- (b) Certificate, duly signed by the authorized signatory of the bidder as per para 6.2 (Enclosure 2);
 - (c) Certificate in format at **Annexure-IV** (Enclosure 3);
 - (d) Authority letter authorizing the person of the bidder to sign the proposal and other documents (Enclosure 4);
 - (e) A copy of the valid certificate of Category I Merchant Banker issued by SEBI (Enclosure 5); and
 - (f) A confirmation letter that you are agreeable to sign the agreements on the basis of model agreements in the format as placed on the website www.dipam.gov.in of the Department of Investment and Public Asset Management, (Enclosure 6).
- (ii) **Cover 2 (Online)**:containing the technical bid as per format in para 8, to be opened in the presence of the bidders through VC. The bidders are also required to send technical bid through soft copy to Department of Investment & Public Asset Management after the opening of the bids.
- (iii) **Cover 3 (Online)**:containing the Financial Bid that should be submitted in the BoQ format provided online along with the 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.

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 as per the critical date sheet.

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

8. Proposal Format:

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

Section (A):

Experience and Capabilities in handling similar transactions as Advisers/GlobalCoordinators - (Weightage for evaluation 15/100)

- (i) Profile of the organization with full particulars of the constitution, ownership and business activities of the prospective Book Running Lead Manager (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. The consortium partner(s) should be a Category-I Merchant Banker holding valid certificate issued by SEBI and should furnish the Certificate as per clause 5.2 as part of the proposal.

2. Consortium will be treated as one party and in case of selection, only consortium leader's name will appear in the documents like DRHP/RHP/Prospectus.

3. 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 mentioned in eligibility criteria in para 6.1, to be furnished in the format given in **Annexure-II**.

Section (B):

Number of issues handled as a left lead (Weightage for evaluation 15/100)

- (i) Furnish details of Domestic and International Equity Offerings managed as a left lead, in the format given in Annexure II.

Section (C):

Domestic equity sales and distribution capacity – (Weightage for evaluation 5/100)

- (i) Give details that demonstrate capability of selling Indian Issues. Domestic distribution network and brokering capability may also be furnished.
- (ii) Trading rank among brokering houses in India.

Section (D):

Past Performance with Department of Investment and Public Asset Management(DIPAM)(Earlier DoD) (from 01.07.2018)– (Weightage for evaluation 10/100)

- (i) The Merchant Banker would be evaluated on the number of applications and the issue amount procured by them for various issues in which DIPAM also divested Government of India shareholding.
- (ii) The quality of deal team and its ability to handle the issues that had arisen during the transactions.
- (iii) Understanding of regulatory framework and the time frame and quality of response to the queries of the Department/Company.

Section (E):

Sector Expertise, Experience and Understanding of **Agriculture, seed production/Marketing and Agriculture Infrastructure**- (Weightage for evaluation 10/100)

- (i) Indicate work done in the areas of **Agriculture, seed production/Marketing and Agriculture Infrastructure**.
- (ii) Exhibit strength/expertise in the areas of **Agriculture, seed production/Marketing and Agriculture Infrastructure**, including if any.

- (iii) The Public Offerings handled during the period from **1st July 2018 to 31st June 2021** in the areas of **Agriculture, seed production/Marketing and Agriculture Infrastructure**.
- (iv) Research Reports done on companies operating in areas of **Agriculture, seed production/Marketing and Agriculture Infrastructure**.
- (v) SWOT analysis of **National Seeds Corporation Ltd. (NSC)**.

Section (F):

Deal Team Qualification & Manpower Commitment to the Deal - (Weightage for evaluation 10/100)

Details of **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, e-mail 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 the same qualification and experience would be made available with concurrence of the Government.

Section (G):

Marketing strategy & Post Issue Market Support - (Weightage for evaluation 10/100)

- (i) Optimal syndicate structure suggested to maximize quality and quantity of demand.
- (ii) Proposal on syndicate incentivisation.
- (iii) Strategy for pre-marketing.
- (iv) Proposed Road Show venues and reasons for suggesting the same and the level of BRLM representatives who will travel on the domestic and international road shows.

- (v) Demand analysis and aspects influencing demand.
- (vi) Strategy for marketing shares (including broker networks).
- (vii) Strategy for identification of target investor groups.
- (viii) Commitment(s) which may act either as a constraint, or as a conflicting interest, to your involvement in the proposed "Initial Public Offer".
- (ix) Strength in lending aftermarket support, with specific reference to Indian issues managed in the past.
- (x) Identification of key selling points for marketing the Offering.
- (xi) Details of the valuation methodology to be followed in determining the price of the disinvestment of Government of India shareholding in NSC through IPO Underwriting capabilities including details of capital base of the Investment Bank available to support such underwriting, record of past underwriting commitments and experience. Details of the underwriting commitments (including hard underwriting) which could not be met.
- (xii) Indicate realistic time schedule for launching the proposed disinvestment of Government of India shareholding in NSC through IPO with breakup of all activities to be undertaken by various agencies involved in the process.

Section (H):

Local presence and commitment to India and strength in drawing Retail Investor participation - (weightage for evaluation 10/100)

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 (I):

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 July 2018 to 31st June 2021**.
- (iii) The understanding and relationship with international institutional investors.

Section (J):

Research Capability - (Weightage for evaluation 5/100)

- (i) Research strength within the country and globally. Please furnish details in format given in Annexure – V.
- (ii) Number of research reports published in the sector the CPSE belongs to.
- (iii) Background of research team including rankings, if any.

9. Payment of Selling Commission

9.1 The Government will bear the expenses relating to the payment of brokerage to the brokers etc. to elicit wider participation of retail investors. The brokerage will be 0.35% on allotment to Retail investors; 0.15% on allotment to non-institutional investors and 0.25% on allotment to eligible employees out of quota reserved for them. In the first instance the brokerage will be paid by the appointed BRLMs and on successful completion of the transaction the brokerage would be reimbursed on production of documentary proof of actual disbursement within the stipulated period of one month from the date of finalization of the basis of allotment.

10. Procedure for Selection of the Book Running-Lead Managers (BRLMs)

10.1 Qualified interested Bidders would be required to make a presentation of their credentials, in the format prescribed in paragraph 8 above, for the proposed transaction, before an Inter-Ministerial Group (IMG), through VC. The time/date of the presentation will be posted on the website of Department of Investment and Public Asset Management 'www.dipam.gov.in' in due course. Only the Team Leader of the Core Team shall make the presentation.

10.2 The IMG would evaluate the Bidders on the criteria mentioned in paragraph 8 above based on their presentation and Proposals received and shortlist them for the purpose of opening of their Financial Bids. Only the parties scoring predetermined marks/score out of 100, which will be announced before presentation, will be technically shortlisted.

10.3 After the short listing of Bidders based on their presentations, IMG would open the Financial Bids of only shortlisted Bidders. The shortlisted bidders, if they so desire, may remain present at the time of opening of the financial bids. The qualifying marks and the marks scored by the shortlisted 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.

10.4 The marks scored by the shortlisted bidders in the technical evaluation will then be given a weightage of 70. Similarly, the financial bids of the shortlisted bidders will be given a weightage of 30. The score on the basis of Quality and Cost Based System (QCBS) of technical and financial bids will determine the H1, H2, H3 and so on.

10.5 The party scoring the highest points/marks (H1) based on the above principles would be appointed for the transaction. The other technically qualified bidders ranked as H2, H3 and so on in that order would be asked to accept the rules mentioned in para 10.7 regarding the sharing of fee and the parties who so accept the fees will also be appointed till the required number of BRLMs are filled up. Government may consider selecting lesser number of Bidders for appointment as BRLMs.

10.6 The BRLM, having the highest technical bid score amongst the appointed BRLMs would be appointed left lead for the transaction. In case of a tie between the BRLMs, the BRLM with more experience of handling transactions as a left lead, from 1st July 2018 to 31st June 2021 will be appointed the left lead.

10.7 10% of the discovered fee (fee quoted by H1) would be paid to left lead. 60% of the discovered fee would be shared equally amongst the BRLMs (including left lead). 30% of the discovered fee would be shared among the bankers, in proportion to the overall final bid amount (excluding rejection and withdrawal cases) brought in by each banker (including QIB, NII and retail investors but excluding employees of the company). The method for calculating the bid amounts brought in by each banker as follows:

- The bid amount brought in by each banker from Non-Institutional Investors (NIIs) and Retail Investors portion will be calculated on the basis of data made available by the RTA (to be certified by all the BRLMs) for allotment of shares.
- The bid amounts brought in by each banker from QIBs will be calculated in following manner:

The BRLMs will submit a list of QIB investors to be contacted by each BRLM before the filing of RHP to DIPAM. One investor can be allocated to more than one BRLM.

In case of a QIB investor which was already allocated to BRLM/BRLMs:

Credit will be given to the respective BRLM/BRLMs who was/were allocated the investor under consideration. In case an investor was allocated to more than one BRLM, the credit will be shared equally among all the responsible BRLMs.

In case of a QIB investor that was not allocated to any BRLM:

a. Credit will be given to the BRLM who organized the meeting/call with the investor.

b. For an unallocated investor with whom the BRLMs had not arranged a meeting/call, credit can be given to BRLM on the basis of a written confirmation (including mail/Bloomberg confirmation/broker code from application form) provided by the authorized representative of the investor to the BRLM.

c. If an unallocated investor does not fall into (a) or (b) mentioned above, credit for such investors will be split equally amongst the BRLMs.

10.8 The selected Bidders will work as a team and be called Book Running Lead Managers.

10.9 For the release of fees all the BRLMs should jointly certify the list of investors brought in by them. DIPAM will go by the certification jointly given by the BRLMs for payment of the fees.

11. Requirements for Financial Bids

11.1 The bidder is required to quote a transaction fee **as a percentage of the disinvestment proceeds i.e. the amount received in government account.** The fee quoted should be limited to 4 (four) decimal points. The fee quoted by the bidder should include all the applicable taxes, cess, duties, etc. The fee will be payable in Indian Rupees after successful completion of each of the transaction.

Note: All merchant bankers are required to furnish a break-up of expenses on items like printing of stationery; advertisement agency/public relation agency for preparation of statutory advertisements and road shows; fee payable to SEBI as filing fee; payment to NSE and BSE for use of software for the book building and payment required to be made to depositories or depository participants for transfer of shares; any additional selling commission/brokerage that the Merchant Bankers may pay in addition to selling commission/brokerage that Government will pay. These details are to be provided along with the financial bid on a separate sheet being the annexure to the financial bid.

11.2 **DIPAM reserves the right to deduct up to 2%** from the overall fee to be given to a BRLM at the end of transaction in case of any shortcomings in the services provided by BRLMs during the course of the issue e.g. not setting up meetings with

sufficient number of investors, shortfall in number of application forms to be printed, delay in filing of documents on part of BRLMs etc. Decision of DIPAM will be final in this regard.

11.3 The fee quoted should be unconditional and inclusive of the expenditure to be incurred on the intermediaries and the work mentioned in paragraph 4.1 above.

11.4 The Bidders may quote a drop dead fee, if any, payable by Government in case of calling off of the transaction by the Government after initiation of the process by the Bidder. The lowest drop dead fee quoted by any of the finally selected Bidders would be treated as drop dead fee payable by Government and be shared equally by all the Bidders. Drop dead fee will not be a criterion in determining the H1 Bidder.

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

12. Termination of the Assignment

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

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

13. Non-disclosure Agreement

13.1 Selected BRLMs would be required to sign the non-disclosure agreement with the Company. Failure to sign the same would make their appointment null and void.

14. For any further clarification, you may kindly contact, **Smt. Mamta Meena, Deputy Director**, DIPAM, Ministry of Finance, Room 431, 4th Floor, Block No.14, CGO Complex, New Delhi -110 003, Tel. 011- 24368036, e-mail:mamta.meena@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 Enrollment" on the CPP Portal which is free of charge.
- 2) As part of the enrolment process, the bidders will be required to choose a unique username and assign a password for their accounts.
- 3) Bidders are advised to register their valid email address and mobile numbers as part of the registration process. These would be used for any communication from the CPP Portal.
- 4) Upon enrolment, the bidders will be required to register their valid Digital Signature Certificate (Class III Certificates with signing key usage) issued by any Certifying Authority recognized by CCA India (e.g. Sify / nCode / eMudhra etc.), with their profile.
- 5) Only one valid DSC should be registered by a bidder. Please note that the bidders are responsible to ensure that they do not lend their DSC 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 RFPdocument.

- 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 “MySpace” 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.
- 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.

INDICATIVE LIST OF STATIONERY FOR THE DISINVESTMENT OF GOVERNMENT OF INDIA SHAREHOLDING IN NATIONAL SEEDS CORPORATION LIMITED (NSC) THROUGH "INITIAL PUBLIC OFFERING"

| Sr. | Description |
|------------|--------------------------------------------------------------------------------|
| 1 | DRAFT RED HERRING PROSPECTUS |
| 2 | RED HERRING PROSPECTUS (ORDINARY & SPECIAL) |
| 3 | PROSPECTUS |
| 4 | BID CUM APPLICATION FORM with Memorandum in Book form (RESIDENT/NRI/EMPLOYEES) |
| 5 | POSTERS/BANNERS |
| 6 | CAN, REFUND STATIONER, ETC. |

DETAILS OF DOMESTIC/INTERNATIONAL EQUITY OFFERINGS

| Parameters | 01.07.2018- 31.06.2019 | | 01.07.2019- 31.06.2020 | | 01.07.2020- 31.06.2021 | |
|-------------------------------------------------------------------------------|---------------------------|-----------------|---------------------------|-----------------|---------------------------|-----------------|
| | Mandate | Value (` Cr) | Mandate | Value (` Cr) | Mandate | Value (` Cr) |
| DOMESTIC EQUITY PUBLIC OFFERINGS | 1 | | 1 | | 1 | |
| | 2 | | 2 | | 2 | |
| | 3 | | 3 | | 3 | |
| TOTAL | | | | | | |
| INTERNATIO NAL EQUITY PUBLIC OFFERINGS | 1 | | 1 | | 1 | |
| | 2 | | 2 | | 2 | |
| | 3 | | 3 | | 3 | |
| TOTAL | | | | | | |
| PUBLIC OFFERINGS PULLED OUT/WITHD RAWN PRE OR POST ROADSHOW | 1 | | 1 | | 1 | |
| | 2 | | 2 | | 2 | |
| | 3 | | 3 | | 3 | |
| TOTAL | | | | | | |

Note: 1. Please indicate whether you were engaged by Government of India for any Equity Public Offering, other than those mentioned above and if so, furnish details.

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 Advisers for disinvestment process.

In order to inspire public confidence in the selection of Advisers 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 Advisers 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 Advisers 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 Advising 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 Adviser, 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 Advisers 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 Adviser. 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 Adviser and confirm in writing that there exists no conflict of interest as on the date of submitting their proposal for appointment/ their appointment as Advisers in handling of the transaction and that, in future, if such a conflict of interest arises, the Adviser 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 Adviser to continue as Adviser or terminate the appointment of the Adviser. For disinvestment purposes, conflict of interest is defined to include engaging in any activity or business by the Adviser 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 Adviser has or may obtain any proprietary or confidential information during the engagement, that, if known to any other client of the Adviser, 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 Adviser 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 Adviser. 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 Adviser.
- (j) The conflict of interest would also be deemed to have arisen if any Adviser 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 Adviser 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 Advisers 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 Adviser.

- In the event the Adviser 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 Adviser, 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 Adviser till the completion of the transaction, the Adviser 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 Adviser has been appointed as the Adviser. Provided that, if six months or more have elapsed from the date of appointment as Adviser to the government disinvestment transaction, the Adviser 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 Adviser. 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 Adviser.
- (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 Further 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 Adviser 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 Adviser. Before terminating the appointment, a show cause notice stating why its appointment should not be terminated would be issued to the Adviser giving it an opportunity to explain its position.

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

FORMAT OF UNCONDITIONAL BID ON THE LETTERHEAD OF THE BIDDER

This is to certify that the fee quoted by us for engagement as Book Running Lead Managers for listing and disinvestment of Government of India shareholding in National Seeds Corporation Limited (NSC) through "Initial Public Offering" 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

STATEMENT SHOWING RESEARCH REPORTS DETAIL

| S.No | Domestic Staff Strength(in Number) | No. of Research Publication | Dateof PublicationofLast Report | Rating | Target Price |
|---------------------------------|------------------------------------|-----------------------------|---------------------------------|--------|--------------|
| A. Sectors | | | | | |
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| B. CPSE sector Companies | | | | | |
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