



F. No.3/1/2018-DIPAM-II

Government of India

Ministry of Finance

Department of Investment and Public Asset Management (DIPAM)

REQUEST FOR PROPOSALS (RFP) TO ENGAGE AN ADVISOR/CONSULTANT FOR CREATION AND LAUNCH OF DEBT ETF BASED ON THE CAPEX AND BUSINESS NEEDS OF CPSEs/PSBs/PSUs.

Introduction

- 1.1 Development of a robust corporate debt market has been emphasized as a cornerstone to spurring economic growth in India by policy makers and experts alike, particularly in view of huge investment requirement of the economy in general and of the infrastructure sector in particular. In India, the corporate bond market constitutes a relatively small size around 13% in terms of GDP as compared with government bond market which is around 30.4% in terms of GDP. The debt market comprises the government securities market and the corporate debt market. Government securities (G-Secs) constitute 79% of the total amount of outstanding bonds in India.
- 1.2 CPSE issuers are one of the most frequent and regularly traded segments of the Corporate Bond Market. The Government is exploring the possibility of creating Debt ETF/Fixed Income Product which will be further referred to as Debt ETF, for the CPSEs/PSBs/PSUs to help them meet the CAPEX & business needs of the participating CPSEs/PSBs/PSUs by leveraging their aggregate strength. This will bring enhanced liquidity, enhanced investors base and transparency and smoothening of borrowing plans of the participating CPSEs/PSBs/PSUs. This will benefit both the investors and the issuers.

2. Proposal

2.1 The Government will select and appoint an Advisor/Consultant with experience and expertise in advising or who have been involved in a relevant capacity or have launched an ETF/Debt ETF /Debt MF/ index linked fund/Corporate Bonds Issuances, for advising and assisting for the creation and launch of Debt ETF/Fixed Income Product which will be further referred to as Debt ETF, comprising of Bonds/CLN/Promissory Notes etc issued by CPSEs/PSBs/PSUs etc. as underlying instruments. The Advisor will also analyse, assist and advice on the possible monetization of the Debt of the select CPSEs through market oriented instruments. Proposals under the guidelines at paragraph 6 hereunder are invited by 1600 hours (IST) on 2nd July, 2018 from reputed merchant bankers/investment bankers/consulting firms/financial institutions/asset management companies; either singly or as a consortium; to act as Advisor/Consultant to assist and advise the Government in the process.

3. Responsibilities of the Advisor/consultant

3.1 The Advisor will be required, inter-alia, to advise and work with the Government in all aspects of creating, launching and managing of the proposed Debt ETF consisting of a set of CPSEs/PSBs/PSUs identified at or a part thereof in such proportion as may be decided, for a period of 3 years which may be extended for 2 years on the same terms and conditions. The scope of work for the Advisor is divided into **two Stages**. **Stage-I** shall be to help create a Debt ETF, **Stage-II** shall include advising Government in launch and management of first issuance/offerings and post issuance provisions including liquidity, redemption etc and any other obligations arising out first issuance and reissuance, subsequent offerings etc., including but not restricted to, as mentioned below:

Stage I: Examination of various options on the approach to be adopted for establishment of Debt ETF

There may be many variations or options available for the process of raising funds for Corporate Bodies/PSUs by issuing Debt ETF or Fixed Income Product, each with certain advantages and disadvantages. The Advisor's role would be to examine these in detail and give recommendations on the favoured option with sufficient rationale to the Department of Investment and Public Asset Management (DIPAM), which would examine the same for adoption for establishment of the Debt ETF. Inter- alia, the Advisor is expected to:

- (i) Assist the Government in selection including, but not limited to, preparation of RFP for the Market Maker and Legal Advisor for creation, launch and implementation of Debt ETF Program.
- (ii) Examine all options for raising funds by issuing bonds/CLN/Promissory Notes etc by select CPSEs, PSBs, PSUs etc through Debt ETF/s;
- (iii) Explore and examine all options for creation of Debt ETF with or without underlying bonds/other underlying instruments like CLN, Promissory Notes etc.;
- (iv) Examine various options for creation of Debt ETF, including, inter alia investor demand, cost of borrowing, liquidity, tradability of the instrument etc., and the pre-requisites for successful creation of the Debt ETF;
- (v) Advise and work with the Market Maker¹/Government/other stakeholders on the CPSE Debt ETF composition, structure, mechanism for tranching, trading, levach, redemption etc. and develop the key marketing and positioning themes of the Debt ETF: Advise on the appropriate basket maturity and other composition, index components and conduct necessary surveys and investor feedback to validate the basket maturity and other composition with all interested parties. Suggest structuring of the Debt ETF including but not limited to the terms of composition of CPSEs/PSBs/PSUs maturities of issuances, weightages, and methodology followed, coupon rate/s, market mechanism to make offerings, liquidity, related issues post issuance/reissuance(s), subsequent offerings etc.
- (vi) Advice and work with the Market Maker/Government/other stakeholders on documentation and legal compliances.

¹ The legal nomenclature of Market Maker would be spelled out in due course.

- (vii) Advice and work with the Market Maker/Government/other stakeholders on the mechanism to be established between DIPAM and borrowing CPSEs and Administrative Ministry regarding firming up of borrowing calendar aggregating the borrowing plan and enforcing returns/redemption.
- (viii) Examine various options and work with Market Maker/Government/other stakeholders, to advise and develop appropriate options, through which the Debt ETF can be established either by Market Maker(s) on their own or by the Government or any other alternative method/ manner for raising funds by issuing bonds/CLN/Promissory Notes etc issued infavour of the Debt ETF by CPSEs/PSBs/PSUs to be set up by Market Maker (s), including the pros and cons of each option;
- (ix) Recommend the approach to be adopted for establishment of the Debt ETF. The Government shall formulate the Debt ETF Basket, after taking into account, inter alia, the opinion of the Advisor and shall endeavor to structure a marketable Debt ETF product. However, the decision of the government in terms of the proposed Debt ETF Basket and structure shall be final and binding;

Stage II: Assistance in implementation of the approach adopted towards establishment of Debt ETF, Reissuance(s)/subsequent offering(s)

Depending on the decision of the Competent Authority, it may be decided not to proceed with this stage. However, if it is decided to further proceed with this stage, then the responsibilities of the Advisor, in this Stage, would include, but would not be restricted to the following:

- (i) Working in coordination with Market Maker/legal advisor/other stakeholders to prepare all the documents required for creation and launch of Debt ETF product(s), reissuance(s)/subsequent offering(s) along with the Key Information Memorandum (KIM): Ensure that created Debt ETF, Reissuance(s)/subsequent offering(s) and the Key Information Memorandum adequately explain the Debt ETF mechanism of raising funds through bonds/CLN/Promissory notes etc and appropriately highlight the key selling themes of the underlying basket, and any other documents required, in accordance with the regulations, and completing all

- stipulated requirements & formalities specified by regulatory / statutory authorities;
- (ii) Working in Co-ordination with other intermediaries/stakeholders appointed by the Government for the execution of the Debt ETF. Enter into the requisite agreements with the Government/other intermediaries/stakeholders, as required for the Debt ETF.
 - (iii) Working in Co-ordination with Market maker/other stakeholders, advise the Government on the timing and the modalities of the proposed CPSE Debt ETF, coupon rate & requirement, Reissuance(s)/subsequent offering(s): Evaluate and advise the Government on various timing aspects including market conditions and macro environment; draft and track a detailed work schedule and timeline clearly identifying the key responsibilities for the Government and the intermediaries, etc.;
 - (iv) Working in Co-ordination with Market maker/stakeholders, advise the Government on sizing and tranching of the proposed Debt ETF Reissuance(s)/subsequent offering(s): Advise on sizing of the initial Debt ETF based on issuers borrowing program and investor appetite to create adequate demand tension and a platform for future Debt ETF issuances/subsequent offerings for raising funds; detail out the path for on-tap follow on issuances and tranching strategy regarding the same;
 - (v) Working in Co-ordination with Market Maker/stakeholders for preparing and finalizing detailed marketing, distribution and communication strategy for the Debt ETF, Reissuance(s)/subsequent offering(s): Designing the retail marketing plan for Debt ETF, Reissuance(s)/subsequent offering(s), specifically suggest activities required under pre-marketing, investor education and for marketing during the period; evaluate key strategies and mechanisms to be deployed for broadening the reach to retail investor and HNI base and providing necessary education on the Debt ETF product Reissuance(s)/subsequent offering(s); design the institutional marketing plan for the Debt ETF, Reissuance(s)/subsequent offering(s); ensure that marketing plan provides a framework for not only the proposed Debt ETF but also for all such future offerings by the Government;

- assist in finalizing the marketing budget with the Government keeping in mind the above objectives; and create detailed retail distribution strategy including broker incentives, outreach programmes, etc.;
- (vi) Conduct pre-market survey, awareness programmes (workshops, seminars, events, etc.), in co-ordination with the Market Maker/Government / other intermediaries/other stakeholders, as may be required, road shows both national and international, to generate interest amongst prospective investors, both retail and institutional, as may be required; arrange meetings with key investors, undertake market research, facilitate communication about the Debt ETF product and articulate the key marketing themes & positioning of the Debt ETF.
 - (vii) Working in Co-ordination with Market maker/stakeholders, advise the Government on the pricing/coupon rate vis-à-vis market interest rate/Rates on other Debt products, for issuance to the Debt ETF, Reissuance(s)/subsequent offering(s); advise on appropriate discount/incentives required to ensure the success of the Debt ETF based on detailed investor feedback across all segments; advise on the mix of upfront vis-à-vis back-end loaded discount;
 - (viii) Working in Co-ordination with Market maker/Legal Advisor/other stakeholders, undertake filing of the First Issuance of Debt ETF and preparation of Subsequent offering documents with SEBI, AMFI (as applicable), Stock Exchanges, other authorities (as applicable) and liaisoning with SEBI in case of any clarifications and ensuring redressal of all raised queries Handhold through successful launch of the Debt ETF. and
 - (ix) Advise and work with the Market Maker/Legal Advisor/other stakeholders in securing approval and exemptions, wherever necessary, based on the final outline of the Debt ETF (Coupon Rate, Reissuance, subsequent offering etc.), from various regulatory agencies such as SEBI, Stock Exchanges (listing and trading approvals / any other approvals), RBI, and all other relevant authorities
 - (x) Continue to advise and help DIPAM to meet committed liabilities flowing out of post Launch/Issuance provisions, reissuance/subsequent offerings contained in the Debt ETF Scheme etc.

- (xi) Perform any other activities and responsibilities in connection with the creation and launch of the Debt ETF and render such other assistance / advice, as may be required by the Government in this regard.
- (xii) Any other task in relation to the product as it develops and takes shape.

The above scope of work is indicative and non restrictive in nature. There may be some services relevant but not expressly captured in the above scope of work which upon being brought to the notice of DIPAM will form an integral and mandatory part of scope of work.

4. Eligibility

4.1 Bidders should be:

- (i) SEBI or RBI registered reputed merchant bankers/investment bankers/ consulting firms/financial institutions/asset management companies; either singly or as a consortium.
- (ii) The bidders should have been involved in advisory or transaction capacity or have launched an ETF/Debt ETF/ Debt Mutual Fund/ index linked fund/Corporate Bond Issuances during the period 01.04.2015 to 31.03.2018 aggregating to the total value of Rs.5000 crore or more with minimum size of Rs. 500 crore in any single issuance

Note: "Involvement in a relevant capacity will have to be explained adequately by the bidder at the time of presentations to the satisfaction of Inter-Ministerial Group (IMG) before whom the presentations will be made".

4.2 The interested Bidders fulfilling the eligibility criteria mentioned in para 4.1 above are required to 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. It is further certified that there is no investigation pending against us or our sister concern or the CEO, Directors/ Managers/ Employees of our concern or of our sister concern.

Note 1: The certificate should be signed by the authorized signatory of the bidder. The contents of the certificate must not be changed. Clarification, if any, may be sought separately.

Note 2: Conflict of interest would deem to exist or would deem to have originated if the bidder is in the process of advising/launching an ETF/Debt ETF/ Debt Mutual Fund/ index linked fund comprising of CPSEs/PSBs/PSUs or advising/launching a similar product.

5. Fees and Expenses

(i) The interested bidders shall quote a fee for acting as Advisor for creation and launch of Debt ETF Program as described in Para 2 and 3 above. The fees and expenses for Adviser would be payable as under:

- (a) 20% of approved bid amount after acceptance of structure of the Debt ETF Program by the Government,
 - (b) 20% of approved bid amount after 1st issuance and
 - (c) Balance amount in 6 monthly equal installments in remaining period.
- (ii) In case DIPAM does not utilise the services of the advisor for reissuance/subsequent offering, then no fee shall be payable to the advisor as mentioned at 5(i)(c) above.
- (iii) The fee(s) mentioned in paragraph 5(i) above is/ are inclusive of all the applicable taxes, cess, duties, etc.
- (iv) All bills are to be raised in INR and will be payable in INR only.
- (v) No out-of-pocket expenses, travelling/ hotel and other costs, charges and expenses incurred by the Advisor or its officers, employees or agents towards dispensation of work by the Advisor, will be payable by the Government.
- (vi) On the basis of the approach adopted by DIPAM towards establishment of the Debt ETF, DIPAM may terminate the process after completion of Stage-I or after 1st issuance. In case the process is called off after completion of Stage-1, the fee payable to the Advisor would be 15% of approved bid amount. In case the process is called off after 1st issuance, the fee payable to the Advisor would be 30% of approved bid amount.

6. Submission of Proposal

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

- (i) Envelope 1 (unsealed) containing the following:
 - a. Non-refundable fee of ₹ 1,00,000/- (Rupees One lakhs only) by way of a demand draft drawn in favor of 'Pay and Accounts Officer, Ministry of Finance, Department of Investment and Public Asset Management (DIPAM) , New Delhi' payable at Delhi (Enclosure - 1);
 - b. Certificate, duly signed by the authorized signatory of the Bidder as per paragraph 4.2 (Enclosure-2);
 - c. A declaration that the bidder is not under orders of debarment or blacklisted by any Govt. or Quasi Govt. Agency, as on the last date for submission of bids. (Enclosure-3);
 - d. Certificate in the format at **Annexure I** (Enclosure-4); and
 - e. Authority letter authorizing the person of the Bidder to sign the proposal and other documents (Enclosure-5).
 - f. An undertaking 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 the concurrence of the Government (Enclosure-6).
 - g. A certificate that the bidder fulfills all the eligibility conditions given in para 4.1(Enclosure-7).
- (ii) Envelope 2 (Sealed) containing the technical bid as per format in paragraph 6.4, to be opened in the presence of the Bidders on 2nd July, 2018 at 1630 Hrs in the Committee Room of Department of Investment and Public Asset Management (Room No. 515, Block 14, CGO Complex, Lodhi Road, New Delhi- 110003). The bidders are also required to send technical bid through soft copy to DIPAM after opening of the bids.
- (iii) Envelope 3 (Sealed) containing the Financial Bid in the Format as at **Annexure-II**, to be opened only after the presentations and of only

those parties who qualify in the technical bid. The bids will be opened in the presence of the Bidders (who are technically qualified based on presentations) immediately after the presentations. Bids with conditionality will be summarily rejected.

6.2 The proposal (all three envelopes) can be submitted latest by 1600 hrs on 2nd July, 2018 to Shri Jagdish Kumar, Deputy Director, Department of Investment and Public Asset Management, Room No. 407, 4th Floor, Block No. 14, CGO Complex, Lodhi Road, New Delhi-110003 in hard copies in original, duly signed by the authorized signatory of the Bidder. No proposal will be entertained after the appointed time and date. The Government will not be responsible for any postal / courier delay. The proposals received after the appointed time and date will be summarily rejected.

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

6.4 Proposal Format

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

Section (A): Experience & Capabilities in handling similar work

(Weightage for evaluation: 15/100)

- i. Profile of the organization with full particulars of the constitution, ownership, sponsor details and business activities of the Bidder.

In the 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 consortium Bidders shall be “joint” and “several”.

Note: Consortium will be treated as one party. 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 its sponsors, 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 conflict of interest may also be indicated.

Note: In the case of consortia, similar details of each proposed partner will be required.

- iv. In-house capabilities and experience in launching and managing ETF/Debt ETF/ Debt Mutual Fund/ index linked fund/Corporate Bond issuances and similar products: expertise in handling corporate bonds; Elaborate on strength of in-house divisions handling ETF/Debt ETF/ Debt Mutual Fund/ index linked fund/Corporate Bond issuances and similar products, preparing documents etc.; list out local and global credentials etc.
- v. Details of partnerships / tie-ups undertaken by the bidder with various intermediaries, including stock exchanges / index providers / distributors to launch and manage ETF/Debt ETF/ Debt Mutual Fund/ index linked fund/Corporate Bond issuances or similar products.
- vi. Understanding of ETF and the underlying investment thesis: Step-by step process, likely investor category, structure of expenses, incentivization mechanism etc. associated with the creation and launch of ETF/Debt ETF.

Section (B): Past Performance with Department of Disinvestment/DIPAM with effect from 1st April, 2015 to 31st March, 2018.

(Weightage for evaluation: 10/100)

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

Note: The bidders who have not worked on any assignment in the past with the Department of Disinvestment/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 listed CPSEs and PSBs/PSUs/corporate entities in which GoI holds stake

(Weightage for evaluation: 20/100)

- (i) Indicate work done- like studies or research undertaken- in sectors in which large market cap CPSEs/PSBs/PSUs have a presence such energy, natural resources, power, engineering, chemicals and fertilizers, shipping, etc.
- (ii) Exhibit strength/ expertise in the above-mentioned sectors, if any.
- (iii) The Public Issues handled during the period from 1st April, 2015 to 31st March, 2018 in the above-mentioned sectors.
- (iv) Research Reports done on the listed CPSEs/PSBs/PSUs operating in sectors such as energy, natural resources, power, engineering, shipping, chemicals and fertilizers, etc. and corporate entities in which GoI holds stake.
- (v) SWOT analysis of large market cap CPSEs/PSBs/PSUs and corporate entities in which GoI holds stake.
- (vi) Description of various contours associated with the proposed creation and launch of a Debt ETF - recommend the likely size, timing, likely composition of stocks, likely investor category, and mention about challenges, if any, etc.

Section (D): Deal Team Qualification and Manpower Commitment to the Deal

(Weightage for evaluation: 10/100)

- (i) Details of **core team** that will be dealing with the transaction, their status in the organization, their background, qualification, experience and present addresses, e-mail, telephone numbers– office, residence, mobile, 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.
- (ii) 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 the concurrence of the Government.

Section (E): Marketing strategy and Post Issue Market Support

(Weightage for evaluation: 15/100)

- (i) Retail marketing plan for the ETF offering: Specifically suggest activities required under pre-marketing, investor education and for marketing during the Issuance/Reissuance(s)/Subsequent Offering(s);
- (ii) Key strategies and mechanisms to be deployed for broadening the reach to retail investor and HNI base and providing necessary education on the ETF product;
- (iii) Institutional marketing plan for the ETF offering: Suggest relevant pools of institutional demand and road show/ investor interactions required;
- (iv) Proposed Road Show venues and reasons for suggesting the same;
- (v) Demand analysis and aspects influencing demand;
- (vi) Proposal on syndicate incentivization;
- (vii) Approach for pricing the Government stake sale to the ETF;

- (viii) Indicate realistic time schedule for launching the Debt ETF/Reissuance(s)/Subsequent Offering (s) with break-up of all the activities to be undertaken by various agencies involved in the process;
- (ix) Suggestions on maintaining after-market liquidity and framework for follow on.

Section (F): Local presence and commitment to India and strength in drawing retail investor participation

(Weightage for evaluation: 10/100)

A brief note evidencing the Bidder's 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 note should also include prior experiences of attracting retail participation in public offerings and Debt ETF/ Debt MF/Index linked Funds offerings, if any.

Section (G): Global Presence

(Weightage for evaluation: 10/100)

- (i) Indicate global network
- (ii) The understanding and relationship with international institutional investors relevant from an ETF distribution perspective.

Section (H): Research Capability

(Weightage for evaluation: 10/100)

Research strength in the country, sector, region and world, based on rating as established by independent global surveys- Details should be given relating to research capabilities, experience and background of the research team.

6.5 The complete information sought above with any additional information considered necessary by the Bidder as a part of the Proposal, should be sent (maximum of 10 pages in font size 12) to the officer mentioned in paragraph 6.2.

7 Procedure for Selection

- i. Qualified interested bidders would be required to make a presentation of their credentials, in the format prescribed in paragraph 6.4 above, for the proposed transaction, before an Inter-Ministerial Group (IMG) at New Delhi in the Committee Room of the Department of Investment and Public Asset Management, Room No. 515, Block No.14, CGO Complex, Lodhi Road, New Delhi-110003. The time of the presentation of each bidder will be posted on the website of the 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.
- ii. The IMG would evaluate the Bidders on the criteria mentioned in paragraph 6.4 above based on their presentation and Proposals received and shortlist them for the purpose of opening of their Financial Bids. Only the parties scoring pre-determined marks / score out of 100, which will be announced before the presentation, will be technically short-listed.
- iii. After the short-listing of Bidders based on their presentations, the IMG would open the Financial Bids of only the technically qualified short-listed Bidders. The short-listed bidders, if they so desire, may remain present at the time of opening of the financial bids. The date and time of opening of the financial bids would be announced at the time of the presentations.
- iv. The marks scored by the short-listed bidders in the technical evaluation will then be given a weightage of 70. Similarly, the financial bids of the short-listed bidders will be given a weightage of 30. The combined score of technical and financial bids will determine the H1, H2, H3 and so on.
- v. The party scoring the highest combined marks (H1) based on the above principles would be appointed as Advisor/Consultant for Debt ETF.

8 Requirements for Financial Bids

- 8.1 The Bidder is required to quote a fee in INR (in a sealed envelope). The fee quoted by the Bidder should be minimum Rs.1.00 (Rupee one) or in multiples of Rs 1.00 (Rupee One), failing which the financial bid would be rejected. The fee

quoted by the Bidder should include all the applicable taxes, cess, duties, etc. The different taxes should be indicated separately while raising the bills for payment of fee. All bills are to be raised in INR and will be payable in INR only after successful and satisfactory closure of the transaction.

- 8.2 Expenditure on account of fees to any intermediary such as legal advisor, which may be appointed by the Adviser, should not be included in the financial bid.
- 8.3 The fee quoted should be unconditional. The travel related and out-of-pocket expenses and all the other expenses towards dispensation of work by the Advisor would have to be borne by the Advisor. However, the expenses related to the tour programme of only Government officials will be borne by the Government.
- 8.4 The bidders will be liable to pay taxes applicable as per law.

9 Termination

If in the opinion of the Government of India, the selected Advisor/Consultant is unable to discharge its responsibilities and duties, set out herein and required as per the applicable regulatory / statutory requirements, or in the event of any gross negligence, bad faith, fraud, dishonesty, willful misconduct or willful default on part of the selected Advisor/Consultant, the Government shall terminate the appointment of the Advisor/Consultant, upon giving it a written notice of 30 (thirty) days.

10 For any further clarification, contact Shri Jagdish Kumar, Deputy Director, Department of Investment and Public Asset Management, Room No. 407, 4th Floor, Block No 14, CGO Complex, Lodhi Road, New Delhi, Email j.kumar75@nic.in. Phone: 011-24368036.

FORMAT OF UNCONDITIONAL BID ON THE LETTERHEAD OF THE BIDDER

This is to certify that the fee quoted by us for engagement as Advisor/Consultant for the creation and launch of the Debt ETF is in accordance with the terms and conditions laid down in the RFP displayed on the website of the Department of Investment and Public Asset Management and is unconditional.

Seal with signature of authorized signatory of the Bidder

Financial Bid

Lump Sum fee quoted:

(Inclusive of taxes & Levies

(in figure)

(in words)

Note:

- i) The lumpsum 'fee quoted' should not be less than Rs. 1/- and should be in multiple of Rs. 1/- thereafter
- ii) Fee quoted should be specified in words and figures. In case of discrepancy, fee quoted in words would be considered valid.
- iii) The Government/DIPAM shall not be liable to payment of any amount, other than 'fee quoted' in respect of any activity, defined in scope of work or activities/process incidental/associated thereof.
- iv) Please refer to para 8 for requirements of financial bids.