



REQUEST FOR PROPOSAL

SELECTION OF

BOOK RUNNING LEAD MANAGERS

FOR PROPOSED

QUALIFIED INSTITUTIONAL PLACEMENT (QIP)/

FOLLOW ON PUBLIC OFFER (FPO)

This document is meant for the exclusive purpose of Bidding as per the Specification, Terms, Condition and Scope indicated, shall not be transferred, reproduced or otherwise used for purposes other than for which it is specifically issued.

Request for Proposal (“RFP”) for acting as Book Running Lead Manager (“BRLM”) in the proposed Qualified Institutional Placement (QIP)/ Follow on Public Offer (FPO) of State Bank of India (SBI or Bank)

1. ABOUT THE BANK

State Bank of India (SBI) is a Public Sector Bank formed under SBI Act, 1955 and Govt has 60.75% shareholding in the Bank. The Bank is India’s largest bank, with 17,170 branches in India, 195 international offices in 36 countries and more than 407 million customers as on Dec 31, 2016. The Bank’s standalone deposits, advances and total assets were ₹20407.78 billion, ₹14971.64 billion and ₹25857.03 billion, respectively, as on Dec 31, 2016. For 9M2017, the Bank’s standalone net profit was ₹ 76.69 billion, while its standalone operating profit was ₹ 348.21 billion.

Based on RBI data, as on the last reporting Friday of March, 2017, the Bank’s market share of aggregate domestic deposits was 18.05% and its market share of aggregate domestic advances was 17.02%.

The range of products and services offered by the Bank includes loans and advances, deposits, foreign exchange and derivatives products, retail lending, fee and commission based products and services, as well as alternate payment platforms and products. The Bank is also present, through its Subsidiaries and Joint Ventures, in diverse segments of the Indian financial sector, including life and general insurance, asset management, cards, investment banking, factoring and commercial services, treasury operations and payment services.

Five Associate Banks and Bharatiya Mahila Bank have been merged with State Bank of India on 1st April 2017.

2. PROPOSAL

- 2.1 The Bank intends to tap capital markets via a QIP/FPO. The issue size may vary based on various factors including but not limited to management discretion and the decision of the shareholders. The Bank intends to initiate the work relating to appointment of Book Running Lead Manager (“**BRLM**”) and other intermediaries to prepare the requisite documents and to undertake various activities in relation to the QIP/FPO.
- 2.2 The Bank wishes to invite proposals from interested registered Category – I Merchant Bankers (here in after referred to as “**the Merchant Bankers/ Bidders/ Lead Managers/ BRLM**”) to act as BRLM in the proposed QIP/FPO of the Bank through this RFP Document.

2.3 Proposals are hereby invited from reputed Merchant Bankers registered as such with the SEBI, independently and not in consortium, having a valid certificate, with experience and expertise in handling capital market issues including Initial Public Offer (IPO), Further Public Offer (FPO) and Qualified Institutional Placement (QIP) and fulfilling eligibility criteria to assist and advise the Bank in the QIP/FPO process.

2.4 Bank will select and appoint up to **6** Merchant Bankers with requisite experience who together will be designated as BRLMs. The BRLMs, in consultation with the Issuer, will form a syndicate as required under the applicable law, guidelines & regulations. The Bank will have the option of appointing additional syndicate member(s) / Advisor(s) / Co-Manager (s) if considered necessary.

3. SCOPE OF WORK

3.1 The terms and conditions for submission of proposal, selection and appointment are enumerated as under:

The BRLMs will be required, *inter alia*, to undertake tasks related to all aspects of the QIP/FPO as prescribed under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2009 (as amended from time to time) ("**ICDR**") and subject to related domestic and international legislations, including but not limited to, as mentioned below:-

SCOPE FOR FPO

The Book Running Lead Managers will be required, *inter alia*, to undertake tasks related to all aspects of Capital Raising including but not restricted to, the following:

- i. Advise on structuring the FPO in conformity with the SEBI ICDR Regulations and the rules/regulations laid down by Stock Exchanges;
- ii. Together with legal counsel and other advisors, as the BRLMs may consider appropriate, undertake due diligence activities, co-ordination of and preparation of documentation required for the Offering (including any international wrap), such documentation to reflect customary capital market offering practices and containing customary provisions in conformity with applicable laws & SEBI (ICDR) Regulations and satisfactory both in form and substance to the Bank and the BRLM;
- iii. Assist, together with other advisors and legal counsel, as the BRLM may consider appropriate, in obtaining necessary regulatory approvals in connection with the FPO from SEBI, Stock Exchanges, RBI or any other regulatory authority;
- iv. Assist the Bank in the appointment of intermediaries such as registrar to the issue, bankers to the issue, printers, advertising agencies and other intermediaries;

- v. Assist in the preparation of marketing materials and presentations for marketing the Offering, including corporate advertisements, if any, issue advertisements, brochures, information memoranda, etc.;
- vi. Marketing of the FPO, which will cover inter alia, assistance in
 - Formulating marketing strategies, assisting in preparation of publicity budget
 - Finalising media and public relations strategy
 - Finalising centers for holding conferences for brokers etc.
 - Finalising bidding centers
 - Follow-up on distribution of publicity and issue material including forms, prospectus and deciding on the quantum of the Offering material
 - Conducting Retail and Institutional Roadshows
- vii. Assist in making suitable syndication arrangements for the FPO;
- viii. Assist, in case of FPO, in deciding the appropriate bidding price/range, final FPO price and allocation/allotment in consultation with the Bank as appropriate, and in accordance with ICDR Regulations, existing rules/regulations of Stock Exchanges;
- ix. Assist the Bank to list the equity shares on the Stock Exchanges, including interaction with the Stock Exchanges for the purpose of listing and trading and claiming refund of the security deposit from such Stock Exchanges, if and when required;
- x. In connection with the FPO, assisting, together with the legal advisers, the Bank in preparing and co-ordinating the filing of reports, certificates and other information as may be required by SEBI, the Stock Exchanges and any other regulatory authorities.
- xi. Carry out any other duties which are customary for FPO, and which may be agreed from time to time, including any duties which the Bank may reasonably request for assistance with regard to the FPO.
- xii. Any other activity incidental or arising out of the said issue.

Scope for Qualified Institutional Placement- (QIP)

The Book Running Lead Managers will be required, *inter alia*, to undertake tasks related to all aspects of the QIP, including but not restricted to, the following:-

- (i) Advise the Bank on the timing and the modalities of the QIP.
- (ii) Structure the transaction in conformity with the applicable laws, especially the extant regulatory and statutory framework including under the Banking Regulation Act, 1949, Companies Act, 2013, SEBI Act, 1992 and the Securities Contract (Regulations) Act, 1956, SEBI ICDR Regulations 2009, SEBI Listing (Obligations & Disclosure Requirements) Regulations 2015, Foreign Exchange Management Act, 1999, FDI norms

and other applicable statutes, Rules, Regulations, Guidelines issued, or the guidelines or directions issued by the Stock Exchanges or otherwise;

- (iii) Advise on the (i) regulatory norms, disclosure and disclaimer requirements and generally assist in securing the requisite statutory and regulatory approvals and/ or exemptions and/ or clarifications, as may be deemed necessary from SEBI, Stock Exchanges, RBI, and other regulatory and statutory authorities, (ii) filing of returns or notices with stock exchanges, Registrar of Companies or any other statutory and/ or regulatory authorities and assist in completing all the requirements and formalities; and (iii) preparation of requisite literature for circulation, publication, etc. relating to the transaction.
- (iv) Undertake due diligence activities and prepare the Draft Placement Document /Placement Document and completing all stipulated requirements and formalities of regulatory/statutory authorities.
- (v) Undertake filing of the Draft Placement Document / Placement Document with Stock Exchanges.
- (vi) Guide, facilitate and advise on the regulatory norms and assisting in securing approval and exemptions, wherever necessary, from various regulatory agencies and others and completion of regulatory requirements.
- (vii) Ensure best pricing for the Bank.
- (viii) Conduct pre-market survey, road shows, generate interest amongst prospective investors and undertake the book building exercise for the Bank. Arranging meetings with the key investors and facilitate communication about the growth potential of the Bank and articulating the key marketing themes and positioning of the Bank.
- (ix) Undertake market research, pricing of the QIP, allocation of shares and after sales support.
- (x) Coordinate the work of intermediaries undertaking due diligence, drafting the Placement Documents for the QIP.
- (xi) Coordinate the task of printing and distribution of stationery required for the QIP.
- (xii) Perform all other responsibilities and render all assistance as may be required in connection with the QIP, and ensure that the QIP issue is a success.
- (xiii) Ensure completion of all post transaction related activities as laid down in the applicable laws including SEBI Regulations and/or NSE and/or BSE rules and the LODR etc.
- (xiv) Any other activity incidental or arising out of the said issue.

NOTE: The Scope of work is only indicative & illustrative and will be eventually governed by the terms of Placement Agreement when the same is signed between SBI and Merchant Banker(s).

4. ELIGIBILITY CRITERIA

- 4.1 Bidders should have handled at least one domestic equity issue (Initial Public Offering/Further Public Offering/Qualified Institutional Placement) of the size of **Rs 2,500 crore** or more in BFSI (Banking Financial Service & Insurance) space during the period from 1st April, 2014 to 31st March 2017.
- 4.2 Bidders should be a registered Category-I Merchant Banker holding valid certificate issued by SEBI. The certificate of registration with SEBI should remain valid till the completion of all activities relating to the QIP/FPO.
- 4.3 The bidding Merchant Bankers should not have been prohibited by any regulatory authority in offering such services and should not have been blacklisted/debarred or penalized by any authority in the past.
- 4.4 The bidding Merchant Bankers should give an undertaking that no action has been initiated by SEBI/CVC/RBI or any other government/statutory agency with regard to any financial irregularities.
- 4.5 The selected Merchant Bankers would be required to sign the non-disclosure agreement with the Bank. Failure to sign the same would make their appointment null and void.
- 4.6 The interested Bidders fulfilling eligibility criteria mentioned above are advised to furnish the undertaking and declarations given in Annexure – IX as a part of the proposal.

5. SUBMISSION OF PROPOSAL

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

5.1 Envelope 1 (unsealed) containing the following:

- i) Certified Copy of Board Resolution or Power of Attorney (POA) in favour of person signing the bid document;
- ii) Certificate in format (**Refer Annexure-I**);
- iii) Certificate/Declaration as per Annexure IX;
- iv) Copy of valid certificate of Category-I Merchant Banker issued by SEBI, duly certified by the person authorized to sign the proposal.

5.2 **Envelope 2 (sealed)** containing the Technical Bid as per Proposal Format as mentioned in clause 7 hereunder, to be opened in the presence of the Bidders. The bidders are also required to send technical bid through soft copy to the Bank after the opening of the bids.

5.3 **Envelope 3 (sealed)** containing the Financial Bid as per Annexure –II and proposal Format as mentioned in clause 9, to be opened only after the technical evaluation. The financial bids of those bidders who qualify technically will be opened in the presence of the Bidders at a pre notified date and time.

The proposal (all three envelopes) can be submitted latest by 12:00 hours on May 22nd 2017 to General Manager (Shares & Bonds), State Bank of India, 14th Floor, State Bank Bhawan, Madame Cama Road, Nariman Point, Mumbai - 400021 in hard copies in original, duly signed by the authorized officer of the Merchant Banker. The sealed Bid envelopes should be delivered at SBI office between 10:00 hours to 17:00 hours on Monday to Saturday, working days only (Bidder to check SBI holiday list with respect to the same).

No proposal will be entertained after the appointed time and date. The Bank will not be responsible for any postal/ courier delay. The proposals received after the appointed time and date will be rejected.

5.4 The Bank reserves the sole right to accept or reject any or all Proposals thus received without assigning any reasons therefor. The decision of the Bank management in regard to the selection of Merchant Bankers will be final.

6. **TIME FRAME**

The following is an indicative timeframe for the overall selection process. The Bank reserves the right to revise/modify this timeframe at its absolute and sole discretion and without providing any notice/intimation or reasons thereof to any of the Bidders. Changes to the timeframe will be conveyed to the affected Bidders during the process.

RFP Notification	9 th May 2017
Last date of submitting queries	3 PM, 15 th May 2017
Pre-Bid Meeting Date	16 th May 2017
Presentation By Bidders	23 rd May 2017

The last date for submission of bids for the RFP will be as given in para 5.3 above i.e. on 22nd May at 12:00 hours.

The queries should be emailed on gm.sharesb@sbi.co.in.

7. **PROPOSAL FORMAT**

The Proposals are to be submitted in detail as indicated in the following sections. The weightage for evaluation of the Merchant Banker in respect of each criterion has been indicated against each section. The Technical evaluation will be done on the weightage of 100 initially to be normalised to 70% in the final scores.

The Bid/ Proposal is to be submitted in details as indicated in the following Sections. The weightage for evaluation of the Bidder in respect of each criterion has been indicated against each Section.

Section	Description
A	Experience in handling BFSI deals in Indian equity markets and understanding/ positioning of Indian Banking Sector – (15%) i) Credentials – Experience of managing Capital Market issuances as Merchant Bankers
B	Understanding and Positioning of SBI- (25%) i) Earlier transaction(s)/deals done with SBI ii) Understanding, positioning and valuation of SBI iii) SWOT Analysis of the Bank
C	Team strength (BFSI) and commitment- (10%) i) Details of the core team that will be handling the proposed issue, their status in the organization, their background, qualification, experience and contact details. ii) Quality of deal team and its ability to handle the issues that arise during the transactions. iii) Details of other professionals who would provide back-up support may also be indicated separately. An undertaking is also to be given that if during the process, any of the core team members is not available due to resignation, etc., another person of similar qualification and experience would be made available.

D	Investor connect, relationship and track record (25%) (i) Indicate domestic and global distribution network (ii) Understanding and relationship with domestic and international institutional investors.
E	Research coverage and capability (15%) i) Research strength within the country and globally ii) Research reports published on Banking and Financial Services companies in India iii) Background and Rating of Research Team
F	Understanding of Regulatory laws/ issues (10%) i) Understanding the requirements of various regulatory agencies pertinent for the issue and for SBI ii) Guide, facilitate and advise on the regulatory norms and assisting in securing approval and exemptions, wherever necessary, from various regulatory agencies and others and completion of regulatory requirements

8. PROCEDURE FOR SELECTION OF BRLMs

- 8.1 Qualified interested Bidders, meeting the eligibility criteria would be required to make a presentation (Maximum of 20 minutes) of their credentials, in the format prescribed in Proposal Format (refer clause 7 above), for the proposed transaction, before the Selection Committee. Only the Team Leader of the Core Team shall make the presentation.
- 8.2 The Selection Committee would evaluate the bidders on the criteria mentioned in Proposal Format based on their presentation and proposals received. Only bidders scoring at least 70% in the technical bids will be shortlisted.
- 8.3 The Selection Committee would open the Financial Bids of only the shortlisted bidders. The date and time of opening of the Financial Bids would be announced at the time of the presentations.
- 8.4 The marks scored by shortlisted Bidders in the technical evaluation will then be given a weightage of 70%. Similarly, the Financial Bids of the Bidders will be given a weightage of 30%. The combined score of Technical and Financial Bids will determine the H1 (bidder scoring highest point / marks), H2, H3 and so on. The

Bank will select the BRLMs who agree to undertake the assignment. The Bank will use waterfall (sequential ranking) for the next BRLM in case any shortlisted BRLM does not accept the appointment.

- 8.5 The Bank intends to ensure participation of a well-rounded mix of qualifying BRLMs both domestic and foreign, in relation to the QIP/FPO. It is therefore intended that the process adopted for shortlisting of Bidders will strive for a balanced representation of BRLMs as above. The mix of Bankers would be subject to Bank's sole discretion based on evaluation.
- 8.6 The bidder scoring the highest points/marks (H1) based on the above principles would be appointed for the transaction. The other evaluated BRLMs who are ranked as H2, H3 and so on in that order would be asked to accept the fees quoted by H1 and the parties who so accept the fees quoted by H1 will also be appointed till the required number of BRLMs are reached. The Bank may also consider selecting lesser number of Bidders for appointment as BRLMs.
- 8.7 The fee quoted by H1 would be shared equally by all the appointed BRLMs. However, if any selected BRLM has quoted a lower fee than the fee quoted by H1, in that case the concerned BRLM will get a fee quoted by them (i.e. Lower fees) divided by the number of BRLMs appointed for the transaction.
- 8.8 Left Lead will be decided on the Bank's discretion and that the BRLM(s) so selected will have the right to refuse the position of the Left Lead.

9. REQUIREMENTS OF FINANCIAL BID

- 9.1 The fee quoted should be unconditional. The Bidder is required to quote a fee in INR for the transaction. The bidders are required to submit financial bid in below format:

Particulars (Financial bid)	To be Quoted in
Fee for acting as Book Running Lead Managers to QIP/FPO. Bid has to be quoted as an inclusive bid and SBI shall not pay any expense other than those mentioned below. (Bids in slab format shall be liable to be rejected).	Fee in INR for the Assignment (Lump sum amount) – Inclusive of all taxes/duties

- 9.2 In case of FPO, BRLMs will have fixed fee component of 50 % and variable fee component of 50%. Variable fee component will be dependent on funds mobilized by respective BRLM. In case of conflict, the Bank's decision will be binding on all BRLMs. The fee quoted by the Bidder should be inclusive of service tax, cess, duties, out of pocket expenses, 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.

- 9.3 In case of FPO, the Bank shall, in addition to the Fee pay a customary selling commission or brokerage in respect of the offered Equity Shares allotted to retail, non-institutional buyers (NIBs') and any reserved investor category, the quantum of such brokerage shall be decided by the Bank in consultation with the BRLMs, and shall be paid by the Bank to the members of the syndicate, self-certified syndicate banks ("SCSB"), Registrars to the Offering and Share Transfer Agents and Depository Participants registered with SEBI (in terms of SEBI circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015) on the allotments made against the procurement made by each of them in the retail, NIBs and any reserved investor categories (to the extent applicable) on the basis of the data made available by the Registrar to the Offering.
- 9.4 In case of FPO, the Bank, in consultation with the BRLMs, may pay an additional commission ("Kitty") to the syndicate members and SCSBs and Share Transfer Agents and Depositors' Participants registered with SEBI, the amount and structure of which will be described in a syndicate agreement entered prior to the opening of the Offering and such Kitty will be paid by the Bank.
- 9.5 In case of FPO, The per form processing fee, if any, payable to SCSBs, Registrars to the Offering and Share Transfer Agents and Depository Participants registered with SEBI, with respect to the applications supported by blocked amount bids, as will be disclosed in the red herring prospectus, will be paid by the Bank directly to the said relevant intermediaries.
- 9.6 In Case of FPO, Bidding charges per valid application by the syndicate members, Registrar to the Offering, Share Transfer Agents and depository participants shall be payable by the Selling Shareholder(s). The Bidding Charges payable will be determined on the basis of the bidding terminal ID as captured in the bid book of the BSE and the NSE.
- 9.7 In case of FPO, The selling commission and brokerage to be paid to trading members registered with the NSE and/or BSE, pursuant to their procurement in the e-FPO process (i.e. submission of bids in electronic form through the nationwide broker network of stock exchanges), shall be paid by the Bank to the Stock Exchanges prior to listing.
- 9.8 In case of FPO, Details of the commission and processing fees payable to the various intermediaries shall be disclosed in the red herring prospectus and the Bank shall be responsible for payment of such commission and processing fees within such timelines.
- 9.9 In case of FPO, Changes, if any, in the regulatory framework on payment of fees and commission to any third party will be discussed and mutually agreed upon between the Bank and the BRLMs, prior to launch of the Offering.
- 9.10 Bidders to note that no drop dead fee will be payable to any of the Merchant Banker

in case the Bank calls off the transaction.

- 9.11 Domestic and international counsels shall be appointed by the Bank and all expenses in this respect to be borne by Bank.

10. ACCOUNTABILITY

The Book Running Lead Managers shall be accountable with respect to the following:

- holding valid registration certificate throughout the duration of the FPO / QIP in accordance with the provisions of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended from time to time;
- all the responsibilities indicated in Scope of work and any other activities that the Book Running Lead Managers may perform in connection with the FPO / QIP (including conducting road shows / investors' meet); and
- all the other obligations it is required to undertake in accordance with the applicable provisions of the Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (including undertaking necessary due diligence) and the terms and conditions of the transaction agreements entered into with the Book Running Lead Managers in connection with the FPO / QIP.

In case of violation of the any of the abovementioned terms and conditions, the Bank shall have the right to terminate the engagement of the defaulting Book Running Lead Manager(s) in accordance with the terms and conditions of the transaction agreements entered into with the Book Running Lead Managers in connection with the FPO / QIP and take any other legal action or recourse as may be available to the Bank under the applicable laws.”

11. DISCLAIMERS

The RFP is not a recommendation, offer or invitation to enter into a contract, agreement or any other arrangement. The purpose of this RFP is to provide information to the potential Bidders, who may qualify to submit the response to this RFP, to assist them in responding to this RFP. Though this RFP has been prepared with sufficient care to provide all required information to the potential Bidders, potential Bidders however may need more information than what has been provided herein. In such cases, the potential Bidder is solely responsible to seek the information required from the Bank. The Bank reserves the right to provide such additional information at its sole discretion. In order to respond to the RFP, if required, and with the prior permission of the Bank, each Bidder may conduct their

own study and analysis/assessment and seek its own professional, technical, financial and legal advice, as may be necessary.

11.1 No legal relationship

No binding legal relationship will exist between any of the Bidders and the Bank until execution of a contractual agreement with the successful Bidder.

11.2 Evaluation of Offer

Each Bidder acknowledges and accepts that the Bank may, in its absolute discretion, apply any additional criteria it deems appropriate in the selection of the BRLM, not limited to those selection criteria set out in this RFP.

11.3 Disqualification

Any form of canvassing/lobbying/exercise of influence/cartelization etc. by the Bidder will result in disqualification of such Bidder.

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 Bank to the Selected Bidder without the Bank 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 Bank 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.

11.4 Confidentiality

The information subsequently provided to Bidder(s) whether verbally or in writing by or on behalf of SBI shall be subject to the terms and conditions set out in this RFP and any other agreement/contract to be executed by the Bank and shall be kept confidential by the bidders.

11.5 No representation or warranty by the Bank

The Bank makes no representation or warranty and shall incur no liability under any law, statute, rules or regulations on any claim the potential bidder may make in case of failure to understand the terms and requirements of this RFP and responds to the RFP. The Bank may, in its absolute discretion, but without being under any obligation to do so, update, amend or supplement the information in this RFP and specify additional requirements or cancel this RFP at any time without assigning any reason there of and without any notice, at its sole discretion.

While due care has been taken in the preparation of this document, the Bank will not be held responsible for any inaccuracy in the information provided herein. The Bidder must apply its own care and conduct its own investigation and analysis regarding any information contained in the RFP document and the meaning and impact of all such information contained in the RFP.

It is the Bidder's responsibility to examine this RFP; examine all other information available on reasonable inquiry relevant to the risks, contingencies and circumstances affecting its response to the RFP; and satisfy itself as to the completeness, correctness and sufficiency of all the information contained in its response to the RFP.

11.6 Bank's Discretion

- i) The Bank may at its sole discretion select and appoint such number of Merchant Bankers as it deem fit with requisite experience in capital market issues, who together will form a team and be called BRLMs. The BRLMs, in consultation with the Bank, will form a syndicate as required under the SEBI Guidelines/Regulations.
- ii) The Bank shall be under no obligation to act upon the advice rendered by the Merchant bankers for the appointment of the BRLMs and other intermediaries. The appointment made by the Bank shall be final and binding on all the Bidders.
- iii) In case, if there is substantial change in the composition of the Team handling the QIP/FPO of the Bank which can significantly affect its execution, the Bank reserves its right to terminate the agreement with the said selected BRLM without any cost to Bank.

For State Bank of India

General Manager (Shares & Bonds)

Annexure-I

FORMAT OF CERTIFICATE

This is to certify that the fee quoted by us for engagement as Book Running Lead Managers for QIP/FPO of SBI is in accordance with the terms and conditions laid down in the Request for Proposal displayed on the website of SBI and is unconditional.

Seal with signatures of authorized signatory of the BRLM

Annexure-II**FINANCIAL BID**

Quotation Title	Selection of Merchant Bankers for QIP/FPO FY 2017-18
Quotation Ref. No.	CC/S&B/AY/2017/
Name of Merchant Banker	
Contact Number	
Contact person	
Single quote for QIP/FPO	

Seal & Signature

Date:-

Annexure-III

DETAILS OF DOMESTIC/ INTERNATIONAL PUBLIC OFFERINGS

Parameters	01 April 2014 to 31 March 2015		01 April 2015 to 31 March 2016		01 April 2016 to 31 March 2017	
	Mandate	Value (Rs Cr)	Mandate	Value (Rs Cr)	Mandate	Value (Rs Cr)
Domestic Equity Public Offerings						
Total						
International Equity Public Offerings						
Total						
Public Offerings pulled out / withdrawn Pre or Post roadshow						
Total						

*Please provide for all Issue types i.e. IPO/FPO/QIP

#Please provide list of IPO with a role as Left Lead Bank also in above mentioned format

A. PENDING LITIGATIONS AND CONTINGENT LIABILITIES

SN	Statute	Financial Year	Amount (Rs Cr)	Forum Where dispute is pending	Description

B. CONFLICT OF INTEREST

SN	Company	Type of Issue	Amount (Rs Cr)	Expected Issue Date	Description

Annexure-V

DETAILS OF DOMESTIC/ INTERNATIONAL PUBLIC OFFERINGS (BFSI Sector)

Parameters	01 April 2014 to 31 March 2015		01 April 2015 to 31 March 2016		01 April 2016 to 31 March 2017	
	Mandate	Value (Rs Cr)	Mandate	Value (Rs Cr)	Mandate	Value (Rs Cr)
Domestic Equity Public Offerings						
Total						
International Equity Public Offerings						
Total						
Public Offerings pulled out / withdrawn Pre or Post roadshow						
Total						

*Please provide for all Issue types i.e. IPO/FPO/QIP

STATEMENT SHOWING INFORMATION ABOUT THE TEAM

A. Please Submit Organizational Chart

B. Details of Team

Particulars	Total Years of Experience	Years of Experience with Present Organization	Location	No. of Issues Handled	Amount (Rs Cr)
IBD (Members)					
ECM (Members)					
Sales (Members)					
Research (Members)					

C. Details of Proposed Team to handle SBI Issue

Particulars	Total Years of Experience	Years of Experience with Present Organization	Location	No. of Issues Handled	Amount (Rs Cr)
IBD (Members)					
ECM (Members)					
Sales (Members)					
Research (Members)					

STATEMENT SHOWING DETAILS OF PUBLIC OFFERINGS MOBILIZATION

Particulars*	QIB		HNI		Retail		Amount (Rs Cr)	% of Mobilization in the Corresponding Issues
	No. of Issues	Amount (Rs Cr)	No. of Issues	Amount (Rs Cr)	No. of Issues	Amount (Rs Cr)		
India								
IPO								
FPO								
QIP								
IPP								
Total								

Annexure-VIII

STATEMENT SHOWING RESEARCH REPORTS DETAIL

Research	Domestic Staff Strength (in Number)	No. of Research Publication	Date of Publication of Last Report	Rating	Target Price
A. Sectors					
1.					
2.					
3.					
4.					
5.					
B. BFSI Companies					
1.					
2.					
3.					
4.					
5.					

ANNEXURE-IX

UNDERTAKING

“We hereby undertake and declare that there has been no conviction by a Court of Law or indictment/adverse order by a regulatory or governmental 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 exists as on date except as disclosed explicitly and if in future such a conflict of interest arises we will intimate the same to the Bank.

We agree that without the consent of the Bank (which consent in each case shall not be unreasonably withheld or delayed), while engaged in writing by the Bank as BRLM, until the trading of the Bank’s new securities on a stock exchanges, we will not accept a written or a verbal mandate for any offering of equity of an Indian Bank.

Further we hereby undertake that the decision taken by the Selection Committee of SBI regarding the qualified Bidder shall be binding upon us.”

Note: The undertaking should be signed by the authorized signatory of the Bidder. The content of the undertaking must not be changed. Clarification, if any, is to be provided separately.