



REQUEST FOR PROPOSAL

SELECTION OF DOMESTIC LEGAL COUNSEL TO SBI FUNDS MANAGEMENT LIMITED FOR PROPOSED INITIAL PUBLIC OFFERING THROUGH AN OFFER FOR SALE

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Request for Proposal (“RFP”) for acting as Domestic Legal Counsel to the Company (“DLC”) in the proposed Initial Public Offering (“IPO”) of SBI Funds Management Limited (“SBIFM” or “Company”) through an Offer for Sale

1. ABOUT THE COMPANY

SBI Funds Management Limited (“SBIFM” or “Company”) is a joint venture between State Bank of India (SBI) and Amundi (France). The Company was incorporated in 1992 as a private limited company under the Companies Act, 1956 and has been converted to public limited company on December 16, 2021. SBI currently holds 62.63% stake in SBIFM and the 36.78% stake is held by AMUNDI Asset Management through a wholly owned subsidiary, Amundi India Holding.

The Company was granted approval by Securities and Exchange Board of India (SEBI) under SEBI (Mutual Funds) Regulations, 1993, subsequently replaced by SEBI (Mutual Funds) Regulations, 1996, to act as the Investment Manager of SBI Mutual Fund (‘the Fund’). The Company manages the Investment Portfolios of the scheme(s) launched by the Fund as laid down in the Investment Management Agreement dated December 29, 2004.

Headquartered in Mumbai, SBI Mutual Fund is the largest mutual fund in the country in terms of assets under management and has been sponsored by State Bank of India. The average assets under management for Q2FY22 stand at Rs. 5.79 lakh crores.

The Company has a fully owned foreign subsidiary namely SBI Funds Management (International) Private Limited, which is based at Mauritius and manages an Offshore Fund.

The Company is registered with SEBI under the erstwhile SEBI (Portfolio Managers) Regulations, 1993 subsequently replaced by SEBI (Portfolio Managers) Regulations, 2020 and provides Portfolio Management Services (PMS) to domestic and international clients.

The Company offers alternate asset investment products through Alternative Investment Funds (AIF). The Company is acting as Investment Manager of SBI Alternative Equity Fund & SBI Alternative Debt Fund which is registered with SEBI as a category III & category II AIF respectively under SEBI (Alternative Investment Funds) Regulations, 2012.

The Company is also providing the management and advisory services to Category I foreign portfolio investors and Category II foreign portfolio investors through fund

manager(s) managing the schemes of the SBI Mutual Fund as permitted under Regulation 24(b) of the SEBI (Mutual Funds) Regulations, 1996.

The Company has received approval from Development Commissioner, Special Economic Zone, vide Letter of Approval dated March 19, 2021 for setting up branch office (IFSC unit) in GIFT city – multi-services – Special Economic Zone for providing Portfolio Management Services and Investment Management activities / services for pooled assets. International Financial Services Centres Authority (IFSCA) has granted certificate of registration dated May 04, 2021 to carry out the activities of Portfolio Management services through a branch office in International Financial Services Centres (IFSC) in India. The registration number of SBIFM is PM/2021-22/0002.

SBIFM has an authorized capital of Rs 52.5 crores and a paid-up capital of Rs. 50.30 crores.

2. PURPOSE & OVERVIEW

The form and content of this Request for Proposal (“RFP”) is designed to enable rapid evaluation of proposals/ bids. Respondents to this RFP (also referred to as “you” or “participant” or “bidder”) are expected to carefully follow the detailed instructions provided herein. Failure on your part to follow the instructions and format may result in disqualification of your proposal. Inclusion of marketing content or material with the response will not cause your response to be evaluated more favorably.

While the objective of this RFP is to identify and select a preferred partner capable of providing the services as detailed in this RFP, now and in the future, the Company (also referred to as “we”) will consider those proposals only from the companies offering the complete services covered in the RFP. Respondents to this RFP are strongly urged to propose services which would reflect their strengths, depth and price performance capabilities in a way that will enable the Company to differentiate the competitive advantages of your proposal against those of other responding companies.

Your response must be clear enough to enable SBIFM to understand how you will provide a compelling value proposition. SBIFM is looking for solutions that are better, faster and have a greater ROI than the solutions offered by other proposals, as measured against such services provided to SBIFM to date.

3. PROPOSAL

- 3.1 The Company intends to tap capital markets via IPO through Offer for Sale of 10% of existing issued equity shares. However, the IPO offer and structure may vary based on various factors including but not limited to decision of shareholders, management discretion etc.
- 3.2 The Company intends to initiate the work relating to appointment of Domestic Legal Counsel (“DLC”) to the Company to review, vet and prepare the requisite legal documents and to undertake all necessary activities in relation to the IPO as a Domestic legal counsel.
- 3.3 The Company invites bids from law firms recognized as band 1, band 2 or band 3 by Chambers and Partners in capital markets for Asia Pacific – India region, having requisite experience and expertise in capital market transactions and the BFSI sector.
- 3.4 Legal counsels must have an extensive relevant experience and expertise in handling public offerings (including but not limited to SEC Rule 144A transactions) and fulfilling eligibility criteria to assist and advise the Company in the entire IPO process.
- 3.5 The interested Bidders should not have any conflict of interest in any manner whatsoever with the Company which is prejudicial to its interests, and the decision of the IPO Committee of the Company regarding the same shall be final and binding.

4. SCOPE OF WORK

A. Due diligence

- Attending organizational, due diligence and drafting sessions with the Company, its representatives, its accountants and any other auditors, the BRLMs and the other counsels (including international legal counsel) in relation to the Proposed Transaction, including bringdown due diligence and update calls.
- Completing the Indian legal and secretarial due diligence (i.e., review of all relevant legal documents, material/ business/ financial contracts, litigations, etc.) with respect to the Company for the Proposed Transaction, including identification and preparation (if any required) of lender / partner consents required for the Proposed Transaction.
- Assisting the Company in identifying corporate governance requirements under the Companies Act, 2013 and applicable SEBI regulations, including review of relevant policies of the Company having any bearing on the public offering / ESOPs, etc.

- Reviewing and commenting on various certifications and undertakings, including for due diligence matters for SEBI/stock exchange filings and auditor certifications. Drafting will be done by the domestic legal counsel to the BRLMs.

B. Drafting, Review, Opinions and Confirmations

- Drafting the “non-business” sections of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (together referred to as “Offer Documents”), reviewing the “business sections” of the Offer Documents drafted by the international legal counsel and maintaining control of the Offer Documents.
- Review of the international “wrap” and giving inputs from the Indian law perspective.
- Preparing drafts of the board (including any committees of the board) and shareholder resolutions required by the Company for the Proposed Transaction.
- Reviewing and amending the memorandum and articles of association of the Company for compliance with SEBI / stock exchange / other regulatory requirements.
- Reviewing the SEBI checklist and the cover letters filed with SEBI, BSE Limited (“BSE”), the National Stock Exchange of India Limited (“NSE”) and the Registrar of Companies, other regulatory authorities as applicable, drafts of which shall be prepared by counsel to the BRLMs.
- Preparing drafts of responses to comments/ queries of SEBI, BSE and NSE, including the in-seriatim replies to the interim and final observations from SEBI and a reasonable number of investor complaints/queries, etc., if applicable.
- Providing the customary filing and closing opinion(s) to the BRLMs.
- Assistance in review of the Offer Documents and ensuring that all legal descriptions are complete and accurate; incorporating comments from the Company and each of the BRLMs, as appropriate, and assist periodic updates to the Offer Documents until it is finalized and filed with SEBI.
- Certification that the Offer Documents comply with all applicable statutes and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, guidelines, including the Companies Act, 1956 and 2013 (to the extent applicable) and other relevant statutes, as amended and that all disclosures required thereunder have been made. This certificate is to be issued at the time of filing of the Draft Offer Documents.

- Drafting of the other documents required for the purpose of the said Offering not limited to drafting of abridged prospectus, relevant board and shareholder resolution(s), Power of Attorney(ies) and Publicity guidelines.
- Coordinating and communicating with other parties involved in the Offering, including but not limited to the officers and other management personnel of the Company and the auditors.
- Processing of SEBI/ROC/Stock Exchange/IRDAI/ FIPB/ RBI / IFSCA / SEZ applications.
- Reviewing the closing certificates, the closing checklist and assisting with closing of the Offering.
- Providing customary “10b-5” type opinions / letters to the BRLMs under the Indian laws (if applicable).
- Assistance to the Company and BRLMs to the Issue in drafting applications for obtaining the required government approvals, including related to RBI/ FIPB and other statutory approvals for the purpose of the Issue, if any.

C. Agreements

- Review of the customary issue related agreements, which shall be drafted by the counsel to the BRLMs, including the Issue Agreement, Syndicate Agreement, Cash Escrow Agreement and Underwriting Agreement, and negotiation from the Company’s perspective.
- Preparing or customizing drafts of the Registrar Agreement, the Advertising Agency Agreement and the Share Escrow Agreement, as required, and negotiation on India law matters from the Company’s perspective.

D. Providing legal advice, analysis and giving legal clearance

- Preparing the Indian law section of the publicity restriction guidelines applicable to the Proposed Transaction and advising on publicity issues.
- Review of issue material and publicity material including the abridged prospectus, bid cum application forms, confirmation of allocation notes, allotment advice, press releases, issue and relevant corporate advertisements, etc., during the Proposed

Transaction period, on behalf of the Company, from an Indian law perspective.

E. Post IPO

- Assisting with respect to Closure of Offer.
- After completion of IPO transaction, advising the Company on the method & modalities of allotment of shares and render such other legal assistance as may be required in connection therewith.

F. Other

- Advising and Processing of SEBI/ROC/Stock Exchange/IRDAI/ FIPB/ RBI applications, if required.
- Providing advice on the duties and actions of the Selling Shareholder(s), including drafting of any applications, letters, certificates etc. in connection with the proposed process.
- Reviewing the website of the Company and suggesting the relevant changes.
- Any other matters directly incidental to the above.
- To assist the Company in Tender documents/ agreements in connection with the selection and appointment of intermediaries in relation to the Proposed Transaction and attend pre-bid meetings/ other meetings in connection therewith.

5. ELIGIBILITY CRITERIA

5.1 Bidders should be ranked as a band 1, band 2 or band 3 firm by Chambers and Partners in capital markets for Asia Pacific – India region and should have handled at least one domestic equity issue (Initial Public Offering/Further Public Offering/Qualified Institutional Placement) of the size of Rs 2500 crore or more during the period from 1st April, 2017 to 30th September 2021 in the area of Banking, Financial Services or Insurance Sector in India.

5.2 The bidder should not have been prohibited by any regulatory authority in offering such services and should not have been blacklisted/debarred by any authority in the past.

5.3 The bidder 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 which impairs them from offering such services.

5.4 The interested bidders fulfilling eligibility criteria mentioned above are advised to furnish the following undertaking and declarations as part of the proposal:

“We hereby undertake and declare that there has been no conviction by a Court of Law or indictment/adverse order by any regulatory or governmental authority against us or any of our sister concern(s) for a grave offence. 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, which is prejudicial to the interests of the Company or its Shareholders, as on date except as disclosed explicitly and if in future such a conflict of interest arises, we will intimate the same to the Company.

We agree that without the consent of the Company and the Selling Shareholder(s) (which consent in each case shall not be unreasonably withheld or delayed), while engaged in writing by the Company and the Selling Shareholder(s) as DLC, until the listing of the Company’s securities on an Indian Stock exchanges, we will not accept a written or a verbal mandate for an initial public offering of equity of an asset management company to be listed on an Indian stock exchange.

Further we hereby undertake that the decision taken by the IPO Committee of the Company 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.

6. SUBMISSION OF PROPOSAL

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

6.1 Envelope 1 (unsealed) containing the following:

- i) A letter authorizing the person to sign the proposal and other documents on behalf of the Bidder;
- ii) Certificate in format (Refer Annexure-I);
- iii) Certificate/Declaration as per clause 5 above;

6.2 **Envelope 2 (sealed)** containing the Technical Bid as per Proposal Format as mentioned in clause 8 hereunder.

6.3 **Envelope 3 (sealed)** containing the Financial Bid, to be opened only, of shortlisted bidders, after the technical evaluation. The bids will be opened in presence of the respective shortlisted Bidders (who choose to be present), at a pre notified date and time.

Please note that the financial bid shall be considered valid for 90 days from the date of submission of the bid.

The proposal (all three envelopes) can be submitted latest by 17:00 hours on January 21, 2022 to Mr. R. S. Srinivas Jain, Chief of Strategy, Digital & Technology at 9th Floor, Crescenzo, C-38 and 39, G Block, Bandra-Kurla Complex, Mumbai, Maharashtra India - 400051 in hard copies in original, duly signed by the authorized officer of the DLC. The sealed Bid envelopes should be delivered at SBIFM Office between 10:00 hours to 17:00 hours on Monday to Friday, working days only (Bidder to check company holiday list with respect to the same which is annexed hereto).

For any queries, please contact Mr. R. S. Srinivas Jain, Chief of Strategy, Digital & Technology, Email id: projectblue@sbimf.com

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

6.4 The Company reserves the sole right to accept or reject any or all Proposals thus received without assigning any reasons thereof. The decision of the Company's IPO Committee in regard to the selection of DLC is final.

7. TIME FRAME

The following is an indicative timeframe for the overall selection process. The Company 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	January 15, 2022 - Saturday
Last date of submitting queries	January 18, 2022 – Tuesday
Last Date of Proposal Submission	January 21, 2022
Presentation By Bidders	To be communicated later

8. PROPOSAL FORMAT

The Proposals are to be submitted in detail as indicated in the following Sections. The weightage for evaluation of the DLC in respect of each criterion has been indicated against each Section. The Technical evaluation will be done on the score of 100.

Section	Description	Weightage
I	<ul style="list-style-type: none">• Prior experience and expertise in handling capital market transactions during the period from 1st April 2017 to 30th September 2021 along with total number of issues handled in the corresponding period.• Prior experience in handling any domestic equity issue (Initial Public Offering/Further Public Offering/Qualified Institutional Placement) of the size of Rs 2500 crore or more during the period from 1st April 2017 to 30th September 2021	30%

Section	Description	Weightage
II	<ul style="list-style-type: none"> Understanding of Regulatory Framework- Demonstrate understanding of the legal policy, regulatory framework and issues, and statutory compliances in public offering including through knowledge about guidelines, rules, regulations i.e., SEBI, Companies Act, FDI, etc. Indicate your expertise in handling the regulatory requirements and securing the required approvals from the concerned authorities in the context of IPO transactions. 	20%
III	<ul style="list-style-type: none"> Expertise in BFSI sector – details of public offerings handled during the period from 1st April 2017 to 30th September 2021. Separately highlight the capital market issuances done for Asset Management Companies 	15%
IV	<ul style="list-style-type: none"> Strategy for the IPO – plan for proposed transaction, timeline, ability of preparing quality document, list out the mandates as DLC to the Company for Indian IPOs in the format specified as Annexure II 	15%
V	<ul style="list-style-type: none"> Adequate no. of skilled and experienced lawyers – profile of core and support teams proposed to be assigned for the IPO detailing qualification, list of public issues handled and relevant experience 	20%

9. PROCEDURE FOR SELECTION OF DLC

- 9.1 Qualified interested Bidders, meeting the eligibility criteria would be required to make a presentation (Maximum of 30 minutes) of their credentials, in the format prescribed in Proposal Format (refer clause 8 above), for the proposed transaction, before the IPO Committee. Only the Team Leader of the Core Team shall make the presentation.
- 9.2 The IPO Committee would evaluate the bidders on the criteria mentioned in Proposal Format based on their presentation and proposals received and shortlist the DLC scoring above a pre-determined threshold or any other criteria that IPO Committee may deem

fit.

- 9.3 The IPO Committee would open the Financial Bids of shortlisted bidders. The date and time of opening of the Financial Bids would be announced at the time of the presentations.
- 9.4 The marks scored by shortlisted DLC in the technical evaluation will then be given a weightage of 80. Similarly, the Financial Bids of the DLC will be given a weightage of 20. The combined score of Technical and Financial Bids will determine the H1 (DLC scoring highest point / marks), H2, H3 and so on. The Company will select H1, DLC as deemed appropriate who agrees to undertake the assignment. The Company may exercise its discretion to use the waterfall for the next DLC in case any shortlisted DLC does not accept the appointment.
- 9.5 The bidder scoring the highest points/marks (H1) based on the above principles would be appointed for the transaction

10. **REQUIREMENTS OF FINANCIAL BID**

- 10.1 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. Fixed Fee to be quoted in RFP, not linked to % of the issue size

Particulars (Financial bid)	To be Quoted in
Fee for acting as Domestic Legal Counsel to Public Issue. Bid has to be quoted as an inclusive bid and SBIFM 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

- 10.2 DLC will be required to quote a lump sum fee gross of taxes applicable as per law. The Fee quoted by the DLC shall remain Fixed till successful completion of transaction. The DLC has to furnish an unconditional acceptance to Terms and Conditions of the Request for Proposal. The fee quoted by the DLC should be inclusive of GST, 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. Please note that the financial bid submitted by the bidder shall be valid for 90 days from the date of submission thereof.

10.3 DLC to note that no drop-dead fee will be payable to the DLC in case the Company calls off the transaction.

11. DISCLAIMERS

11.1 Purpose

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 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 Company. The Company 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 Company, each Bidder may conduct their own study and analysis/assessment and seek its own professional, technical, financial and legal advice, as may be necessary.

11.2 No legal relationship

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

11.3 Evaluation of Offer

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

11.4 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. Also if the Selected Bidder has already been appointed, 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 Company to the Selected Bidder without the Company 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 Company 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.

11.5 Confidentiality

The information contained in this document is confidential. The Bidder shall not share this information with any other party not connected with responding to this RFP. The information contained in this RFP or subsequently provided to Bidder(s) whether verbally or in writing by or on behalf of the Company shall be subject to the terms and conditions set out in this RFP and any other agreement/contract to be executed by the Company.

11.6 No representation or warranty by the Company

The Company 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 Company 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. All such changes or events will be uploaded on the Company's website at www.sbimf.com. Interested parties are advised to regularly refer the URL mentioned above.

While due care has been taken in the preparation of this document, the Company 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.

11.7 Company's Discretion

The Company shall be under no obligation to act upon the advice rendered by the Legal Counsels for the appointment of other Legal Counsels and other intermediaries. The appointment made by the Company shall be final and binding on all the Bidders.

In case, if there is substantial change in the composition of the team of the appointed/selected Legal Counsel handling the IPO of the Company which can significantly affect its execution, the Company reserves its right to terminate the agreement without any cost to Company and the decision of the Company will be final and binding.

For SBI Funds Management Limited

Sd/-

Authorized Signatory

January 15, 2022

Format of Certificate

This is to certify that the fee quoted by us for engagement as Domestic Legal Counsel for Initial Public Offering by SBI Funds Management Limited is in accordance with the terms and conditions laid down in the Request for Proposal and is unconditional.

Seal with signatures of authorized signatory of the DLC

Annexure-II

List Of Domestic Legal Counsel to the Company for Indian IPOs

Particulars	No. of Issues*	Amount (Rs. crore)
April 1, 2017 to March 31, 2018		
April 1, 2018 to March 31, 2019		
April 1, 2019 to March 31, 2020		
April 1, 2020 to March 31, 2021		
April 1, 2021 to September 30, 2021		

* Please provide Issue-wise details also for each year

Annexure - III**SBI Funds Management Limited – 2022 Holiday List**

Holiday	Day	Date
Republic day	Wednesday	January 26, 2022
Mahashivratri Day	Tuesday	March 01, 2022
Holi	Friday	March 18, 2022
Dr. Baba Saheb Ambedkar Jayanti/Mahavir Jayanti	Thursday	April 14, 2022
Good Friday	Friday	April 15, 2022
Id-ul-Fitr (Ramzan Eid)	Tuesday	May 03, 2022
Muharram	Tuesday	August 09, 2022
Independence Day	Monday	August 15, 2022
Ganesh Chaturthi	Wednesday	August 31, 2022
Dussehra	Wednesday	October 05, 2022
Diwali (Laxmi Pujan)	Monday	October 24, 2022
Diwali Bali Pratipada	Tuesday	October 25, 2022
Guru Nanak Jayanti	Tuesday	November 8, 2022