



REQUEST FOR PROPOSAL

**SELECTION OF “INTERNATIONAL LEGAL COUNSEL TO
THE COMPANY” FOR PROPOSED INITIAL PUBLIC
OFFERING**

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Request for Proposal (“RFP”) for acting as International Legal Counsel to the Company (“ILC”) in the proposed Initial Public Offering (“IPO”) of SBI Cards and Payment Services Private Limited (“SBI Card” or “Company”)

1. ABOUT THE COMPANY

SBI Cards and Payment Services Private Limited¹ (‘the **Company**’) is a non-deposit accepting systemically important non-banking financial Company (‘**NBFC-ND-SI**’) registered with the Reserve Bank of India (‘RBI’). The Company was incorporated in 1998 as joint venture between State Bank of India (SBI) and GE Capital Corporation. On December 15, 2017, GE Capital Mauritius Overseas Investment (GECMOI, holding GE Capital shareholding) sold its 40% stake in the Company to State Bank of India (14%) and CA Rover Holdings (26%). Presently, State Bank of India holds 74% and CA rover Holdings (Group Company of Carlyle) holds 26% stake in the Company. Last four debenture issuances of the Company are listed on Bombay stock exchange (BSE).

Headquartered in Gurgaon, the Company is one of the leading credit card issuer in India and delivers value by leveraging the brand equity, customer relationship and the unparalleled network of SBI, Co-brand partners and its own open market operations to offer wide range of world class, innovative and value-added payment products and services to its customers. In the span of over 20 years, the Company is the second largest credit card provider in the country, with a card base of over 8 million as of March 2019. In addition to the Company’s corporate & registered office situated at the National Capital Region, there are 14 other offices of SBI Card which are spread across pan India.

¹ The Company is in the process of conversion from “Private Limited” to “Public Limited” and the approval of the Registrar of Companies is awaited. Consequent to this change, name of “SBI Cards and Payment Services Pvt Limited” will change to “SBI Cards and Payment Services Limited”.

Recently, the erstwhile backend arm of SBI Card, namely SBI Business Process Management Services Private Limited” (“**SBIBPMSL**”), has merged and amalgamated with SBI Card vide an order dated June 4, 2019 of the National Company Law Tribunal.

The Company has a strong bouquet of products aimed at diverse segments of the market. The Company has been consistently reviewing and improving the product offerings and enriching its value propositions on the cards to offer the best in class to its cardholders. It offers an extensive range of credit cards catering to the needs of retail and corporate clientele.

The Company has a rich bouquet of products appealing to all segments ranging from Simply Save product for masses, Simply Click for the online savvy, Elite & Prime products for the affluent and rich sections of the society and Doctors Card product for the professional affinity of the medical practitioners, to name a few. The Company also has a strong portfolio of co-branded cards in the space of Travel (Etihad, IRCTC, Air-India), e-Commerce (Yatra, OLA), Lifestyle (Central, Tata & FBB), Healthcare (Apollo), Fuel (Bharat Petroleum), Metro (Chennai, Mumbai) and Banking partnerships (Oriental Bank of Commerce, Bank of Maharashtra, Lakshmi Vilas Bank, Federal Bank, South Indian Bank, Karnataka Bank, Allahabad Bank & Karur Vysya Bank).

SBI Card has an authorized capital of Rs 1,050 crore and a paid up capital of Rs. 932 crore.

According to the RBI Release as of March 2019, the Company has ranked 2nd position with the credit card base and credit card spends capturing 17.6% and 17.1% market share in the respective categories².

The Company has shown a healthy track record and clocked the year -on -year growth of 32.17% with the credit card base of over 8.27 million as on March 31, 2019 as compared to 6.26 million as on March 31, 2018 and, year -on -year growth of 34.92% with the annual credit card spends (excluding cross sell) of Rs. 103,170 crores as on March 31, 2019 as compared to Rs. 76,470 crores

² Source As per RBI Data

as on March 31, 2018.

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, SBI Card (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 SBI Card to differentiate the competitive advantages of your proposal against those of other responding companies.

Your response must be clear enough to enable SBI Card to understand how you will provide a compelling value proposition. SBI Card 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 SBI Card to date.

3. PROPOSAL

3.1 The Company intends to tap capital markets via IPO through Offer for Sale by dilution of up to 14% of the issued and paid up capital i.e. up to 13,05,26,798 equity shares and primary issuance of up to Rs. 1,000 crores. 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 International Legal

Counsel (“**ILC**”) to the Company to review, vet and prepare the requisite legal documents and to undertake all necessary activities in relation to the IPO as an International legal counsel.

- 3.3 The Company invites bids from law firms recognized as band 1 and 2 in capital markets by Chambers and Partners 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 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 Selection Committee of the Company regarding the same shall be final and binding.

4. SCOPE OF WORK

1. Drafting of the chapters on Business, Risk Factors, Industry and Management Discussion & Analysis to be included in the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus (together referred to as “Offer Documents”).
2. Attending organizational, due diligence and drafting sessions with the Company, its representatives and its accountants and the BRLMs to the Issue.
3. Conducting customary due diligence in relation to the Issuer Company.
4. Interacting with the Company along with BRLMs to the Issue and the domestic legal counsels to explain and agree upon the due diligence information and documentation requirements.
5. Drafting overseas publicity restriction guidelines applicable to the Offering and advising on publicity issues.
6. Drafting pre-deal research report guidelines applicable to the Offering and review of the research reports, if any, of the BRLMs.

7. Providing legal clearance on all issue material and publicity material viz. Offer Documents, research reports, abridged prospectus, public notices, Bid cum Application Forms, Confirmation of Allocation Notes, press releases, corporate and issue advertisements, etc.
8. Review of responses to comments/ queries of SEBI, BSE and NSE, including investor complaints/ queries, etc.
9. Providing legal clearance on any investor grievances, complaints, legal notices, etc. received in relation to the Issue.
10. Drafting of the international wrap/ selling restrictions in the jurisdictions where the international marketing shall be done and filing of necessary documents in other jurisdictions.
11. Providing written advice relating to international publicity related restrictions and internet restrictions.
12. Review of all Agreements relating to the Issue including Issue Agreement, Syndicate Agreement, Escrow agreement, Underwriting Agreement and Share Escrow Agreement.
13. Conducting bring down due diligence calls with the Issuer/ BRLMs/ domestic legal counsels at various stages of the transaction.
14. Providing closing checklist prior to closing of the transaction.
15. Providing no registration opinion and closing opinion [Rule 10b (5) of the U.S. Securities Act].
16. Extending closing opinion for the Offer for Sale.
17. Opining on Passive Foreign Investment Company (PFIC)/ Office of Foreign Assets Control (OFAC) related issues.
18. Advising underwriters on P-Note related matters.
19. Providing advice in relation to the Issue pertaining to international regulations including the U.S. Securities Act.
20. Providing any other advice as may be required in relation to the Issue.
21. Any other matter incidental to the above.

5. ELIGIBILITY CRITERIA

- 5.1 Bidders should be ranked as a band 1 or band 2 firm in capital markets by Chambers and

Partners for Asia Pacific – India region and should have handled at least one Indian equity issue (Initial Public Offering/Further Public Offering/Qualified Institutional Placement) of the size of Rs 1500 crore or more during the period from 1st July, 2015 to 30th June 2019 in the area of Banking, Financial Services and 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.
- 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 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 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 ILC, 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 a banking and financial sector company (whose primary business is selling credit cards or providing payment solutions) to be listed on an Indian stock exchange.

Further we hereby undertake that the decision taken by the Selection Committee of SBI Card 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 9 hereunder. The bidders are also required to send technical bid through soft copy to the Company.

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.

The proposal (all three envelopes) can be submitted latest by 17:00 hours on September 11th 2019 to Mr. Rajat Jain, Vice President – Sourcing, SBI Cards and Payment Services Private Limited at 2nd Floor, Infinity Tower B, DLF Cyber City, DLF Cyber Hub, Gurugram, Haryana -122002 in hard copies in original, duly signed by the authorized officer of the ILC. The sealed Bid envelopes should be delivered at SBI Card Office between 10:00 hours to 17:00 hours on Monday to Friday, working days only (Bidder to

check SBI Card's holiday list with respect to the same which is annexed hereto).

For any queries, please contact Rajat Jain, Vice President Sourcing, 9811351505, Email: rajat.jain@sbicard.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 management in regard to the selection of the ILC is final.

7. PRE-BID MEETING

SBI Card may hold a pre-bid meeting at its office at SBI Cards and Payment Services Private Limited, Infinity Tower B, DLF Cyber City, DLF Cyber Hub, Gurugram, Haryana -122002 to address any queries of the Bidder's pertaining to the RFP. The Bidders are expected to use the platform to have all their queries answered. The Bidder is expected to submit all the queries before the dates mentioned in Time Frame (Refer clause 8). SBI Card shall be entitled to restrict the number of representatives of the bidder, and to secure confidentiality undertakings, in advance of the pre-bid meeting (s).

The Bidder is expected to submit all the queries before the dates mentioned in Time Frame (Refer clause 8) to Rajat Jain, Vice President Sourcing, Email : rajat.jain@sbicard.com.

8. 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	August 19, 2019 – Monday
Last date of submitting queries	August 30, 2019 – Friday
Pre-Bid Meeting Date	September 6, 2019 – Friday
Last Date of Proposal Submission	September 11, 2019 – Wednesday
Presentation by Bidders	September 19, 2019 – Thursday

9. PROPOSAL FORMAT

The Proposals are to be submitted in detail as indicated in the following Sections. The weightage for evaluation of the ILC 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.	<p>Prior experience and expertise in handling capital market transactions (in the last 4 years) along with total number of issues handled in the corresponding period.</p> <p>Prior experience in handling any Indian equity issue (Initial Public Offering/Further Public Offering/Qualified Institutional Placement) of the size of Rs 1500 crore or more during the period from 1st July, 2015 to 30th June 2019.</p>	30%
II	<p>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.</p> <p>Indicate your expertise in handling the regulatory requirements and securing the required approvals from the concerned authorities in the context of IPO transactions.</p>	20%

III	Expertise in banking and financial sector – details of public offerings handled during the period from 1 st July 2015 to 30th June 2019	15%
IV	Strategy for the IPO – plan for proposed transaction, timeline, ability of preparing quality document, list out the mandates as ILC to the Company for Indian IPOs in the format specified as Annexure II	15%
V	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%

10. PROCEDURE FOR SELECTION OF ILC

- 10.1 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 9 above), for the proposed transaction, before the Selection Committee. Only the Team Leader of the Core Team shall make the presentation.
- 10.2 The Selection Committee would evaluate the bidders on the criteria mentioned in Proposal Format based on their presentation and proposals received and shortlist the ILC scoring above a pre-determined threshold or any other criteria that Selection Committee may deem fit.
- 10.3 The Selection 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.

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

11. REQUIREMENTS OF FINANCIAL BID

- 11.1 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 International Legal Counsel to Public Issue. Bid has to be quoted as an inclusive bid and SBI Card 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

- 11.2 ILC will be required to quote a lump sum fee gross of taxes applicable as per law. The Fee quoted by the ILC shall remain Fixed till successful completion of transaction. The ILC has to furnish an unconditional acceptance to Terms and Conditions of the Request for

Proposal. The fee quoted by the ILC 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. Please note that the financial bid submitted by the bidder shall be valid for 90 days from the date of submission thereof.

11.3 ILC to note that no drop dead fee will be payable to the ILC in case the Company calls off the transaction.

11.4 Please note that the standard payment terms followed by the Company are 90 days from the date of the invoice.

12. Miscellaneous

12.1 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.

12.2 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.

12.3 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 ILC, not limited to those selection criteria set out in this RFP.

12.4 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.

12.5 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 SBI Card shall be subject to the terms and conditions set out in this RFP and any other agreement/contract to be executed by the Company.

12.6 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 and events will be uploaded in the Company's website <https://www.sbicard.com/en/who-we-are/about-us.page>. Interested parties are advised to regularly refer the URL referred 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.

12.7 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 Cards and Payment Services Private Limited

Deputy Vice President – Sourcing

ANNEXURE I

FORMAT OF THE CERTIFICATE

This is to certify that the fee quoted by us for engagement as International Legal Counsel for Offer of sale and Primary Issue by SBI Cards and Payment Services Private Limited through “Initial Public Offering” 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 ILC

ANNEXURE II

List of International Legal Counsel to the Company for Indian IPOs

Particulars	No. of Issues*	Amount (Rs. crore)
July 1, 2015 to March 31, 2016		
April 1, 2016 to March 31, 2017		
April 1, 2017 to March 31, 2018		
April 1, 2018 to March 31, 2019		
April 1, 2019 to June 30, 2019		

* Please provide Issue-wise details also for each year

ANNEXURE III

SBI CARD – 2019 HOLIDAY LIST FOR DELHI NCR REGION

Holiday	Date	Day
New Year Day	1-Jan-19	Tuesday
Mahashivratri	4-Mar-19	Monday
Holi/Doljatra/Hajrat Ali's birthday	21-Mar-19	Thursday
Good Friday	19-Apr-19	Friday
May Day/Mahatrashta Day	1-May-19	Wednesday
Ramzan/Idul fitr*	5-Jun-19	Wednesday
Id-uz-Zuha(Bakrid)	12-Aug-19	Monday
Independence Day/ Rakshabandhan	15-Aug-19	Thursday
Muharram/First Onam	10-Sep-19	Tuesday
Gandhi Jayanti	2-Oct-19	Wednesday
Dussehra/Vijayadashami	8-Oct-19	Tuesday
Diwali(Bali Pratipada)/Govardhan Puja/Vikram Samvant New Year Day	28-Oct-19	Monday
Guru Nanak Birthday/Kartik Purnima/Rahasa Purnima	12-Nov-19	Tuesday
Christmas	25-Dec-19	Wednesday