



**RFP no. MMTC/RFP/AGRO/01/2018-19**

**Engagement of Consultant(s)/ Investment Banker(s)/ Merchant Banker(s) for  
Divestment of MMTC equity in Joint Venture**

**Date : 29.01.2019**

**Issued by**

**MMTC Limited  
Core-1 Scope Complex  
Lodhi Road , New Delhi – 110003**

**Appointment of Consultant(s)/ Investment Banker(s)/ Merchant Banker(s)  
for Divestment of equity held by MMTC in National Commodity Exchange -  
ICEX (The Indian Commodity Exchange)**

Tender reference	MMTC/RFP/AGRO/01/2018-19
Date of Issue	<b>29<sup>th</sup> January, 2019</b>
Purpose	<p>MMTC is a Public Sector Enterprise under the Department of Commerce, Govt. of India. It has investment in the form of equity capital in certain joint ventures. In respect of one of the Joint Ventures which is a private held company operating a National Commodity Exchange duly accredited with SEBI, MMTC would like to divest <b><u>1% or more</u></b> equity held in the exchange in a transparent process.</p> <p>The shares will also carry minimum reserve price. In this regard, MMTC requires the assistance of an advisor/merchant bank/Consultant to guide through the entire process leading to divestment of equity shares which inter alia involves the following:</p> <ol style="list-style-type: none"> <li>1) Financial evaluation of the audited accounts of joint Venture to arrive at present value of share</li> <li>2) Preparation of document that provides information on JV and procedure of bidding/prospectus</li> <li>3) Advise MMTC in releasing advertisement in national newspapers and specifically preparing the draft.</li> <li>4) After receipt of bids, assisting MMTC in evaluation and analysis of bids received as per the laid down criteria</li> <li>5) Selection of successful bidder.</li> </ol>

Last date and Time for submission of bids	<b>21<sup>st</sup> February,2019 at 15:00 hrs</b>
Date / Time of opening of Technical Bids	<b>21<sup>st</sup> February,2019 at 15:30 hrs</b>
Place of opening of Technical Bids	MMTC Limited, Core-1 , Scope Complex , Lodhi Road New Delhi– 110003

Note:

1. This Bid Document is the property of MMTC.
2. In case the tender due date falls on a Bank Holiday / declared as holiday subsequently, the date of submission and the date of opening will automatically stands postponed to the next working day same time / venue.
3. Address for communication: Shri C Unnikrishnan GM / Rajesh Shah DGM

MMTC Limited  
Core-1, Scope Complex  
Lodhi Road,  
New Delhi – 110003  
Phone no : 011 24381517

## **1.0 Background**

MMTC Ltd., a Government of India Enterprise under the administrative control of the Ministry of Commerce, is one of the largest trading Company. Apart from handling the import and export of primary products such as coal, precious metal, iron ore, ferrous and nonferrous metals, fertilizers and agricultural products. MMTC's diverse trade activities cover Third Country Trade, Joint Ventures and Link Deals and all modern forms of international trading.

Indian Commodity Exchange Limited is deemed recognized Stock Exchange under the SCRA,1956 in terms of Section 131(B) of Finance Act, 2015 pursuant to the central Government notification dated August 28,2015 providing a nation-wide on-line trading platform in commodity derivative. It has put in place grading and vaulting facilities in order to facilitate deliveries. This exchange is positioned to leverage potential of commodities' market and encourage participation of actual users to benefit from the opportunities of hedging, risk management and supply chain management in the commodities markets.

The Exchange is a public-private partnership with Reliance Exchange Next Ltd.(Reliance Capital), MMTC Ltd., Indiabulls Housing Finance Ltd., Indian Potash Ltd., KRIBHCO and IDFC Bank as major shareholders.

## **2. Objective**

2.1 MMTC has already divested its 10% equity in January 2016 out of 26% held earlier in the JV. Now MMTC intends to liquidate the balance equity (32000000 share of face value of Rs.5 each) to interested buyer(s)/ purchaser(s). With a view to formalize the process leading to liquidation of the in part or full but minimum of 1% i.e. 53,33,334 shares, MMTC proposes to engage the services of a reputed Consultant/Merchant Banker to advise MMTC and manage the disinvestment process of equity shares held by MMTC in the Commodity Exchange successfully in a transparent manner.

2.2 MMTC will select a consulting firm/ merchant banker/ financial institution/ bank (the Consultant) from among those who respond to the Request for

Proposal (RFP through a 'Two-Bid System') and as per the procedure detailed in the RFP to perform the assignment as mentioned in this document.

### **3. Scope of Work**

The broad scope of work and terms shall be as under:

MMTC is a Public Sector Enterprise under the Department of Commerce, Govt. of India. It has investment in the form of equity capital in certain joint ventures. In respect of one of the Joint Ventures which is a private held company operating as a National Commodity Exchange duly accredited with SEBI, MMTC would like to divest **1% or more** equity held in the exchange in a transparent process. The shares will also carrying minimum reserve price. In this regard, MMTC requires the assistance of an advisor/merchant bank to guide through the entire process leading to divestment of shares which inter alia involves the following:

- 1) Financial evaluation of the audited accounts of joint Venture to arrive at present value of share
- 2) Preparation of document that provides information on JV and procedure of bidding
- 3) Advise MMTC in releasing advertisement in national newspapers and specifically preparing the draft
- 4) After receipt of bids, assisting MMTC in evaluation of bid as per the laid down criteria
- 5) Selection of successful bidder.

For the above purpose, following may be required to be carried out:

- (i) Prepare and objectively assess broadly the business projections of ICEX based on historical prints/future plans and industry dynamics.
- (ii) Preparation of Bidding document /Prospectus.
- (iii) Preparation of Advertisement to be issued by MMTC inviting bids from interested parties.

### **4. Duration for completing the assignment**

The lead time for preparation of draft prospectus /Advertisement and tender bid documents is about 20 days. The bidding process is to be completed within **6 weeks** after awarding of RFP. Advertisement for divestment of shares would be issued by MMTC in leading newspapers and also hosted on MMTC website / Government e-procurement website. Submission of the Prospectus

and draft advertisement to be released by MMTC within 20 days from the date of Work Order would be the key deliverable of the assignment. MMTC will furnish all the necessary information for timely completion of the assignment. MMTC also agrees to keep Bidder advised of all material developments affecting the assignment. MMTC confirms that they have the right to supply all the information referred to above and that the supply of such information by MMTC and its receipt and use by Bidder for the purpose of assignment are not in contravention of any confidentiality agreement.

5. **Confidentiality:**

MMTC expects that bidder shall maintain strict confidentiality at all time and will not disclose or will cause its agents or representatives to disclose any confidential matter (or information or documents or communication by MMTC) to any third party/person either directly or indirectly except as required by the law or Regulatory Authority or Order of Court. MMTC shall use all the report or documents or information or material provided by bidder solely for the purpose of transactions contemplated under scope of work. No person or entity shall be allowed or assist bidder in the assignment under this offer unless that person/entity has signed a suitable confidentiality undertaking with MMTC.

6. **Miscellaneous**

MMTC shall reserve the right to accept or reject all offers wholly or partially without assigning any reasons thereof. The decision of MMTC in this regard shall be final.

The details of ICEX can be obtained from its website [www.icexindia.com](http://www.icexindia.com).

7. **Submission of Proposals**

Bidder are requested to submit their technical bid physically before due date and time i.e. **1500 HRS (IST) on 21<sup>st</sup> February, 2019** in the tender box kept at the following address :

Shri C. Unnikrishnan,  
General Manager  
MMTC Limited,  
3<sup>rd</sup> Floor, Agro Division  
Core-1, Scope Complex  
Lodhi Road,  
New Delhi - 110003

Price bids are to be submitted through electronic mode only for the above assignment latest by **1500 HRS (IST) on 21<sup>st</sup> February, 2019** .Bidders are requested to log on to our Website [www.mmtclimited.com](http://www.mmtclimited.com) and or **URL:- <https://mmtc.eproc.in>** for further details.

The Proposal is to be submitted in two parts viz. (i) Technical Proposal (the techno-commercial offer) by physical mode and (ii) Financial Proposal (the price/ financial offer) through electronic mode. Financial bids of only those Bidders shall be considered and opened who qualifies in the technical bidding process.

Bidders may note that price bid is to be submitted only by electronic mode.

### **7.1 Technical Proposal**

The Bidders are required to submit following documents as part of Technical Proposal as per Annex I:

- (i) Bidder's Profile (particulars of constitution, ownership, main business activities, registration details, size, existence and including human resources, experience etc). Certificate of Registration of Bidder from with any Authority as per Law or any equivalent documents should be attached. **The bidder should have handled assignments of at least 5 such minimum advisory services for divestment of equity shares in past two years.**
- (ii) Details of experience of the Bidder in merchant banking/ consultancy services relating to disinvestment/ strategic sale or assignments similar to the proposed assignment/ job should be given. Self declaration to be furnished.
- (iii) Details of pending litigation(s) and contingent liabilities, if any, that could affect the performance of the Bidder under the mandate, as also the details of any past conviction and pending litigation(s) against sponsors/ partners of the Bidder, and any area of possible conflict of interest.
- (iv) A Declaration on the Letter Head of the Bidder that the Bidder has not been debarred or blacklisted by anybody and no adverse orders have been passed against the bidder by any court of law /regulatory/ statutory authority or body.
- (v) Any other details/ information considered relevant.
- (vi) The proposal should be complete with all enclosures duly signed by authorized signatory. All information/ details are required to be supported by authentic documents duly certified by the authorized signatory. Proof of the Authorized Signatory having the authority to sign the documents (Board Resolution/ Power of Attorney) must be enclosed.
- (vii) Bids are to be kept valid for acceptance by MMTC till 29<sup>th</sup> March, 2019.**

## **7.2 Financial Proposal**

SPECIAL TERMS & CONDITIONS FOR BIDS TO BE SUBMITTED IN ELECTRONIC MODE ARE ATTACHED AS PER ANNEXURE-II.

### **SPECIAL TERMS & CONDITIONS FOR BIDS TO BE SUBMITTED IN ELECTRONIC MODE**

Offers to be submitted online on MMTC's e-procurement portal <https://mmtc.abcprocure.com> against the respective tender along with scanned copy of duly signed offer on letter head

For participating in the tender, Bidder is required to obtain Class III Digital Signature (meant for e-tendering) from the licensed Certifying Authorities operating under the Root Certifying Authority of India (RCAI), Controller of Certifying Authorities (CCA) of India ([www.cca.gov.in](http://www.cca.gov.in)) for submission of their bids on MMTC's e-procurement portal.

BIDDERS ARE REQUIRED TO REGISTER ON THE E-PROCUREMENT PORTAL [URL:-https://mmtc.abcprocure.com](https://mmtc.abcprocure.com). The bidder should have a valid User Id to access e-Procurement portal of MMTC.

1) For any technical issues difficulties pertaining to the e-Procurement portal bidders are advised to get in touch with the service providers helpdesk:

<b>Vendor's Queries</b>	<b>Contact Numbers</b>	<b>Mail ID</b>
New Bidder Registration (Portal Registration), Vendor's ID/ Profile Activation, Renewal of Vendor's ID.	+91-(79)- 40016 866	<a href="mailto:info@abcProcure.com">info@abcProcure.com</a>
	+91-(79)- 40016 840	
	+91-(79)- 40016 818	
	+91-(79)- 40016 821	
<b>Mr. Abhijeet Goware (Dedicated Helpdesk for MMTC)</b>	<b>+91 9265562826</b>	<a href="mailto:abhijeet@eptl.in">abhijeet@eptl.in</a>
For Only, Technical Assistance related to e-Tender or e-Auction filling/ submitting (Offsite Team).	+91-(79)- 4027 0555	<a href="mailto:support@abcProcure.com">support@abcProcure.com</a>
	+91-(79)- 4027 0564	
	+91-(79)- 4027 0569	
	+91-(79)- 4027 0507	<a href="mailto:pankesh@eptl.in">pankesh@eptl.in</a>

2) The bidder shall have valid Class-III Digital Signature Certificate (DSC) (with signing and encryption) issued from licenced Certifying Authorities operating under Root Certifying Authority of India (RCAI), Controller of Certifying Authorities (CCA) in India. The details of the licensed CA's are available on [www.cca.gov.in](http://www.cca.gov.in) wherein details have been mentioned.



- 3) The bidders shall be asked to register on the e-portal so as to have a valid user id for accessing e-tendering/ e-auction portal of MMTC.
- 4) For minimum system requirements clients/bidders should be asked to refer to home page of the URL <https://mmtc.abcprocure.com> under tab Download/ Minimum System Requirements- V2.0
- 5) Bidders shall be advised to print and save bid submission receipt on submission of bids.

NOTE: Class III Digital Signature Certificate (DSC) is mandatory to participate in e-tendering. Participating bidders have to make sure that they have the valid DSC in their name. If not, they can procure from any of the RAs approved by CCA. Minimum time to procure DSC is 5 working days.

**TECHNICAL BID**

<b>Sl.No.</b>	<b>Particulars</b>	<b>Submitted or not</b>
1	Profile of the bidder as mentioned at (i) under 7.1 Copy of Certificate of Incorporation, PAN Card	
2	Experience of the bidder as mentioned at (ii) under 7.1. Details may be mentioned.	
3	Details of Pending Litigation as mentioned at (iii) under 7.1	
4	Declaration in the letter of the bidder as mentioned at (iv) under 7.1	
5	Proof of the Authorized Signatory as mentioned at (vi) under 7.1	
6.	Any other relevant document	

**DECLARATION**

We hereby declare that our business dealings have not been banned or suspended by the Government of India or by any of the Public Sector Undertakings

**Certificate**

Certified that the offer is in total conformity with RFP without any deviation, whatsoever.

Deviation if any, please specify :

Signature of the Bidder\_\_\_\_\_

Full Name\_\_\_\_\_

Designation\_\_\_\_\_

Date\_\_\_\_\_

Seal of Company\_\_\_\_\_

**(FORMAT FOR FINANCIAL PROPOSAL)**  
**FINANCIAL PROPOSAL**  
(On the letter head of the Bidder)

Date: \_\_\_\_\_

To,

MMTC Limited  
Core-1, Scope Complex  
New Delhi - 110 003

**Ref: RFP for Engagement of Consultant(s)/ Investment Banker(s)/ Merchant Banker(s) for the purpose of disinvestment of equity held by MMTC in ICEX as per documents**

Sir,

I/We have perused the Request for Proposal (RFP) for the subject assignment and other details and am/ are willing to undertake and complete the assignment as per terms and conditions stipulated in the RFP document.

Our consolidated offer, inclusive of all applicable taxes and also all incidentals, overheads, all other expenditure for execution of the services/ assignments covering all work as mentioned in the RFP/ Terms of Reference, is Rs \_\_\_\_\_.(Rupee \_\_\_\_\_ only)

This offer is valid for acceptance upto **29<sup>th</sup> March, 2019**

Signature of Authorised Person

Name:

Name of the Bidder: \_\_\_\_\_

Address: \_\_\_\_\_

Contact Person: \_\_\_\_\_

Tel No. \_\_\_\_\_ Fax No. \_\_\_\_\_

Email address: \_\_\_\_\_

For and on behalf of .....

Seal