

SBI Response to Pre Bid Queries - Pre Bid Meeting Dated 16.12.2024 from 11:00 hours to 11:30 hours and through e-Mails

RFP NO. SBI/CBS/01 DATED 09/12/2024 SELECTION OF CONSULTANT FOR CARRYING OUT EXERCISE OF PERFORMANCE EVALUATION OF THE CENTRAL BOARD, BOARD LEVEL COMMITTEES, CHAIRMAN AND INDIVIDUAL DIRECTORS ON THE BOARD OF THE BANK IN ACCORDANCE WITH SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SUBSEQUENT AMENDMENTS THEREOF.

Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
1	Page No. 2	Schedule of Events	Last date and time for Bid submission - Upto 04.00 p.m. on 31-12-2024	Considering the receipt of pre-bid queries reply formally post 23rd December 2024 and the firm-wide year end holidays /complete closure of operations in the last 10 days of the year in Deloitte. Kindly request an extension of the bid submission date to January 10, 2024.	Extension of date has been done till 10th January 2025
2	Page No. 43	Appendix-B: Bidder's Eligibility Criteria	Bidder should have experience of minimum two years in providing the Services in field of Performance Evaluation of Board, Chairman, Directors (Independent/Non-Independent), Board Level Committees of Indian listed entities - Copy of the order and / or Certificate of completion of the work	Request you to please clarify would only submission of Engagement letter would suffice the requirement of this clause or submission of completion certificate is required. If required, request you to please allow submission of EMAIL confirmation from the client for completion of engagements.	Engagement letter will be sufficient
3	Page No. 44	Appendix-B: Bidder's Eligibility Criteria	Past/present litigations, disputes, if any (Adverse litigations could result in disqualification, at the sole discretion of the Bank)	Request you to please confirm, if the requested information can be submitted by giving undertaking as: <i>"the bidder is not convicted or having litigation which could harm or disqualify the bidder from performance or execution of this engagement"</i> Rather than providing the entire list of litigations?	Standard clause. No change in criteria

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4	Page No. 45	Appendix-B: Bidder's Eligibility Criteria	The Bidder should not have any Service Level Agreement pending to be signed with the Bank for more than 6 months from the date of issue of intimation letter.	Request you to please change the wordings of this clause to: "The Bidder should not have any Service Level Agreement <i>w.r.t performance of board evaluation exercise</i> pending to be signed with the Bank for more than 6 months from the date of issue of intimation letter"	Standard clause. No change in criteria
5	Page No. 47	Technical Evaluation Matrix	Bidder needs to provide information on Company's proven experience in carrying out Performance Evaluation Exercise for listed entities. Bidder Need to provide self-declaration along with supporting PO/SLA credentials in support of having experience length in carrying out Performance Evaluation Exercise for listed entities.Relevant experience length of firm in carrying out Performance evaluation exercise for listed entities (no. of Years) - >=10 years scored to 20	The performance evaluation exercise became effective under the provisions of the Companies Act, 2013, from 01.04.2024. However, the marks allocated for relevant experience in carrying out the performance evaluation exercise (20 marks) require a minimum of 10 years of experience. Additionally, having more than 10 years of experience is not appropriate. Hence, Request you to please limit this requirement to Max of 5 or 7 years.	No change in criteria

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Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
6	Page No. 47	Technical Evaluation Matrix	Bidders need to provide Brief details of the number of clients (listed companies) handled for similar exercise of performance evaluation of Directors, Board and Board Level Committees in last three years. 1 marks- for each such listed company and in multiple of 1 thereof, where bidder has handled similar experience. Bidder need to submit documentary evidence eg. PO/SLA/Letter from client in support of experience.	<p>1. Could you please consider providing a relaxation to 5 years of experience?</p> <p>2. Request you to please clarify if repetitive work of same bank in many years will be considered as 1 mark or multiple mark for each year with the same Bank.</p> <p>3. Request you to please clarify if an entity has 1 parent and more than 5 subsidiaries and only 1 engagement letter is signed for all companies, can only 1 mark will be given for it or 1 mark for each entity will be provided on this.</p> <p>Eg - 1 mark for parent and then 1 mark each for subsidiaries.</p>	<p>1. No change in criteria.</p> <p>2. Performance Evaluation carried out each year will be counted for marks even if it is for the same organisation.</p> <p>3. Parent company and any listed subsidiary will be considered separately for marking</p>

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Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
7	Page No. 48	Technical Evaluation Matrix	No. of clients with Market capitalization Rs. 2 Lakh Crores Bidders need to provide details of such listed Companies having Market Capitalization More Than Rs. 2 Lakh crore (as on 30.09.2024) where the bidder has executed similar exercise of performance evaluation of Directors, Board and Board Level Committees in last three years. 4 marks- for each such listed company and in multiple of 4 thereof, where bidder has handled similar experience. Bidder need to submit documentary evidence eg. PO/SLA/Letter from client in support of experience.	Considering Nifty Banks, only 5 or less Banks have less than Rs. 2 Lakh crores market capitalization wherein 1 bank i.e is SBI which is a PSU where tender based evaluation is announced. Hence, providing board evaluation services in last 3 years to all 5 banks to get the Maximum marks i.e 20 is impossible. hence we request you to :1. modify the limit to Rs. 2000 Crore, 2. increase the years from 3 to 5/7years	No change in criteria

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Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
8	Page No. 48	Technical Evaluation Matrix	Bidders need to provide details of Number of training / education programs conducted for Directors of listed entities in last three years.	<p>1. Kindly clarify whether the emails shared by the client would suffice, and if this applies to any training or educational programs, whether they are part of a paid or unpaid program?</p> <p>2. Request you to please increase this limit of years to 5 years.</p>	<p>1. Emails shared by the client would suffice and it will include training or educational programs paid as well as unpaid program in the last three years</p> <p>2. No change in criteria</p>
9	Page No. 51	APPENDIX-E: SCOPE OF WORK AND PAYMENT SCHEDULE	To deploy Online platform to receive feedback from the Directors on the questionnaires prepared.	To confirm, this involves only use of online platform for receiving feedback from Directors and not permanent deployment of any tool.	No permanent deployment of tool is required.
10	Page No. 53	Payment Schedule Clause iv.	Payment shall be released financial year wise. 100% payment shall be released against the submission of comprehensive report on the Performance Evaluation exercise along with recommendations/views for improvement within stipulated timeframe and after acceptance of the report by the Bank in line with the scope of work mentioned above.	Can the payment be released upon the submission of payment terms by Deloitte like 20% payment submission after the rolled out of survey, 30% of the payment after submission of draft deliverables and 50% at the time of presenting the final report to Central Board?	Entire exercise is expected to be completed within 4 months, hence no change in criteria.

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Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
11	Page 47	Criteria 1 in Technical Evaluation Matrix of Appendix-C	<p>Bidder needs to provide information on Company's proven experience in carrying out Performance Evaluation Exercise for listed entities. Bidder Need to provide self-declaration along with supporting PO/SLA credentials in support of having experience length in carrying out Performance Evaluation Exercise for listed entities.</p> <p>Marks shall be allocated as per matrix below: >= 10 years --> 20 Marks <10 & >=7 years --> 15 Marks <7 Years & >=5 Years --> 10 Marks <5 Years & >= 3 Years --> 6 Marks Less than 3 years --> 0 Marks</p>	Can this be reduced to max of 5 years? Idea could be to gauge the recent work delivered on the board evaluations.	No change in criteria

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Sl. No	RFP Page No.	RFP Clause No.	Existing Clause	Query/Suggestions	Our Response
12	Page 47	Criteria 2 in Technical Evaluation Matrix of Appendix-C	Bidders need to provide Brief details of the number of clients (listed companies) handled for similar exercise of performance evaluation of Directors, Board and Board Level Committees in last three years. <u>1 marks - for each such listed company and in multiple of 1 thereof, where bidder has handled similar experience.</u> Bidder need to submit documentary evidence eg. PO/SLA/Letter from client in support of experience.	Can this be 1 mark per engagement with a listed company? <i>For examples woked with a same company in 2 financial years can be considered seperately.</i>	Performance Evaluation carried out each year will be counted for marks even if it is for the same organisation

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13	Page 48	Criteria 3 in Technical Evaluation Matrix of Appendix-C	<p>Bidders need to provide details of such listed Companies having Market Capitalization More Than Rs. 2 Lakh crore (as on 30.09.2024) where the bidder has executed similar exercise of performance evaluation of Directors, Board and Board Level Committees in last three years.</p> <p><u>4 marks- for each such listed company and in multiple of 4 thereof, where bidder has handled similar experience.</u></p> <p>Bidder need to submit documentary evidence eg. PO/SLA/Letter from client in support of experience.</p>	<p>Can we consider the performance evaluation of the board conducted by the bidder for the top 200 listed entities instead of restricting it to companies with market cap of more than 2 Lakh crore?</p> <p>Can the bidder submit multiple POs of the same company delivered across multiple years?</p>	<p>1. No change in criteria.</p> <p>2. Performance Evaluation carried out each year will be counted for marks even if it is for the same organisation</p>
14	Page 2	1. Schedule of Events / Particular Point 6	Upto 04.00 p.m. on 31-12-2024	Can the bid be extended to 10th Jan 2025? This will help us to complete the risk formalities considering the December end break in mind.	Extension of date has been done till 10th January 2025

15	Page 44	Point 7 of Appendix-B	Past/present litigations, disputes, if any (Adverse litigations could result in disqualification, at the sole discretion of the Bank)	<p>1.While the RFP has sought details of all such litigations from bidders, the RFP does not mention any objective criteria about how these details would be used/evaluated and what bearing the details would have on the evaluation of proposals submitted by bidders. For eg. if a bidder submits details of 12 litigations and another bidder submits details of 15 litigations, it is not clear how your good office would objectively evaluate these litigation details and how it would impact both the bidders. Moreover, any professional services firm having long standing operations may have various ongoing litigations in the normal course of business including cases filed by the bidder against its vendors, employees, theft at office premises, cyber security attacks etc. in exercise of its legal rights and remedies available under the law. It is not clear whether the litigations filed by the bidder and the litigations filed against the bidder would be treated at the same footing or different footing for the purpose of any evaluation of the litigation history. In any event, filing suits / complaints etc to seek legal remedy is a matter of legal right available to every Indian citizen under the laws of India and we firmly believe it should not have a bearing on the eligibility of a bidder to participate in the Govt tenders. We would request your good office to kindly clarify the objective criteria based on which these litigation details would have a bearing on the proposal evaluation. If there are no objective criteria, and if the litigation details would be subjectively / arbitrarily evaluated, then we firmly believe that seeking the litigation details is not warranted and we would humbly request you to kindly consider deleting this requirement for seeking litigation details.2. Further, since these are</p>	Standard clause. No change in criteria
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			<p>pending litigations, the outcome of these litigations cannot be predicted with certainty. Most reputed firms with long standing operations may also have insurance policies to provide them with cover from any professional liability. Thus, even if such pending litigations are adversely determined against the bidder, they may not necessarily adversely impact the bidder's ability to provide services or continue as a going concern.³ In addition, there could be several matters of contractual dispute under arbitration. We understand that as per Section 42A of the Arbitration & Conciliation Act, 1996, the parties to the arbitration agreement are mandated to maintain confidentiality of all arbitral proceedings. Accordingly, even if a bidder shares details of litigation, the details of pending arbitration cannot be shared by the bidder as a party to the arbitration. If that be the case, it is not clear what purpose can be achieved and what determination can be made, if any, about a bidder based on the details of mere pending litigations sans the details on pending arbitration. Therefore, we would request you to kindly reconsider the rationale for seeking litigation history / details from the bidders under the RFP and consider removing this requirement from the RFP. Therefore, we would request you to kindly reconsider the rationale for seeking litigation history / details from the bidders under the RFP and consider removing this requirement from the RFP.</p>	
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16	Page 42 / Page 44	Point (xi) of Appendix-A / Appendix-B Pg 44	We hereby certify that on the date of submission of Bid for this RFP, we do not have any past/ present litigation which adversely affect our participation in this RFP or we are not under any debarment/blacklist period for breach of contract/fraud/corrupt practices by any Scheduled Commercial Bank/ Public Sector Undertaking/ State or Central Government or their agencies/departments. We also certify that we have not been disqualified / debarred / terminated on account of poor or unsatisfactory performance and/or blacklisted by any Scheduled Commercial Bank / Public Sector Undertaking / State or Central Government or their Agencies / Departments at any time, during the last 3 years.	We request the client to modify the undertaking to the effect that any such termination should have been approved/upheld by any court decree or arbitral award against the bidder to such effect. Further for performance, we confirm there is no instance of any contract having been terminated on account of any determined non-performance of contract. Our undertaking shall be subject to the aforesaid clarifications. Please confirm.	Standard clause. No change in criteria