



WORK ORDER

No.ACT/SR/ 4323
Dt.03/10/2018

To,
Natvarlal Vepari & Co.,
Chartered Accountants,
First Floor, River Palace II,
Near Navdi Ovara,
Nanpura, Surat -395001

Sir,

Sub: Appointment for providing professional services of Chartered Accountant for Issue of "SMC - Municipal Bonds".

Ref:- (1) General Board of SMC Resolution No.83/2018 Dated 02/04/2018
(2) On file Sanction of Standing Committee Chairman Shri Dated 04/08/2018
(3) Our Offer letter No.ACT/SR/3736 Dt.07.09.2018
(4) Your Offer Letter No.AA-204 Dated 10/09/2018
(5) Sanction of Muni.Commissioner Shri Dated 27/09/2018

Sir,

With reference to above subject matter, we are pleased to inform you that your offer has been accepted by us and your firm has been appointed as Chartered Accountant for issuance of "SMC - Municipal Bonds".

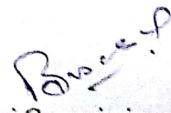
The scope of work shall include the following:

Sr. No.	Particular of Service	Fees (Rs.in Lacs)
01.	Assist in appointment of all agencies, reviewing all the appointment letters with terms and conditions	7.50
02.	Assist in preparation and review of bipartite or tripartite draft agreements with Merchant Bankers, Intermediaries, Credit Rating Agencies, Debenture Trustees, Legal and other Agencies, Stock Exchange and Banks for respective services and handling Escrow Account	
03.	Assistance in preparation of Payment Structure Mechanism (Review)	
04.	Preparation of financial data for Credit Rating purpose in consultation with concerned officers and review of the same	
05.	Assist in preparation and review of data and details to be provided to the agencies for issue of Bonds	
06.	Assist in preparation and review of details to be provided to SEBI in respective formats	
07.	Assist in development of software for generating reports in requisite format to provide financial data to SEBI on six monthly and yearly basis.	
08.	Assist in preparation of Information memorandum as per Disclosure requirement of SEBI	
09.	Assist in Preparation of Receipts and Payments and developing Reporting system for the same	
10.	Assist in preparation of financial Projections related to Project (Review)	
11.	Provide consultancy on relevant matters on Issue of Bonds	

* Goods & Services Tax will be charged separately at prevailing rates.

You are required to enter into Contract Agreement with the corporation on Non Judicial Stamp of Rs.100/- and provide services with immediate effect on receipt of this work order.

Please acknowledge the letter at the earliest.


Dy. Muni. Commissioner
Surat Municipal Corporation

Private & Confidential – For Private Circulation Only

This Information Memorandum is neither a prospectus nor a statement in lieu of prospectus. This Information Memorandum is prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities by Municipalities) Regulations, 2015, and as amended from time to time.

Dated: February 27, 2019



SURAT MUNICIPAL CORPORATION

(Constituted under the Bombay Provincial Municipal Corporations Act, 1949)

“Surat Mahanagar Seva Sadan”, Gordhandas Chokhawala Marg, Muglisara, Surat - 395003, Gujarat

Contact Person cum Compliance Officer: B.I. Desai, Deputy Municipal Commissioner

Tel: 0261-2423751 to 2423756, E-mail: chiefaccountant@suratmunicipal.org; Website: www.suratmunicipal.gov.in

PRIVATE PLACEMENT OF UNSECURED, TAXABLE, NON-CONVERTIBLE, REDEEMABLE BONDS IN THE NATURE OF DEBENTURES (“BONDS”) OF FACE VALUE OF RS. 10 LAKHS EACH AT PAR UPTO BASE ISSUE SIZE OF RS. 100 CRORES (THE “ISSUE”) AND GREEN SHOE OPTION OF RS. 100 CRORES AGGREGATING TO RS. 200 CRORES BY SURAT MUNICIPAL CORPORATION PROPOSED TO BE LISTED ON BSE LIMITED (“BSE”)





GENERAL RISK

For taking an investment decision, investors must rely on their own examination of the Issue, the Issuer and this Information Memorandum including the risks involved as mentioned in this Information Memorandum. The Bonds have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”) nor does SEBI guarantee the accuracy or adequacy of this Information Memorandum.

CREDIT RATING

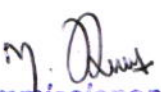
The Bonds proposed to be issued by the Surat Municipal Corporation have been assigned a rating of Provisional AA+ (SO)/Stable by CRISIL vide its letter dated 1st February 2019 and Provisional INDAA+ (SO)/Stable by IRRPL vide its dated 31st January, 2019.

The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision regarding investment in the present Bonds. The ratings may be subject to revision or withdrawal at any time by the assigning rating agency and should be evaluated independently of any other ratings. For credit rating of Bonds and detailed rationale of the ratings, please refer to Annexure- II.

Arranger and Transaction Advisor to the Issue	Co-Arranger	Trustee for the Bonds	Registrar for the Issue
 SBI Capital Markets Limited 202, Maker Tower 'E', Cuffe Parade, Mumbai 400 005 Tel: +91 22 22178300 Facsimile: +91 22 2218 8332 Contact Person: Mr. Sanjay Sethia Email: dcm@sbicaps.com Website: www.sbicaps.com SEBI Registration No.: INM000003531	 ICICI Bank Limited Primary Dealing Room, ICICI Towers, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Tel: +91 22 40087807/40081201 Facsimile: +91 22 40081063 Contact Person: Mr. Varun Gupta Email: gmgfixedincome@icicibank.com Website: www.icicibank.com SEBI Registration No.: INM000010759	 SBICAP Trustee Company Limited Apeejay House, 6 th floor, 3, West Wing, Dinshaw Wachha Road, Churchgate, Mumbai 400 020 Tel: +91 22 4302 5555 Facsimile: +91 22 2204 4065 Contact Person: Ms. Savitri Yadav Email: corporate@sbicaptrustee.com Website: www.sbicaptrustee.com SEBI Registration No.: IND000000536	 Karvy Selenium Tower B, Plot No. 31-32, Gachibowli Financial District Nanakramguda, Hyderabad, Telangana, 500 032 Tel: +91 40 67162222 Facsimile: +91 40 23001153 Contact Person: Mr. Francis Fernandes Email: venu.sp@karvy.com Website: www.karvyfintech.com SEBI Registration No.: INR000000221

Bid Open/Bid Close on	Issue Open/ Issue Closes on	Pay in Date	Deemed Date of Allotment
February 27, 2019	February 27, 2019	March 01, 2019	March 01, 2019
Listing: The Bonds are proposed to be listed on Wholesale Debt Market segment BSE Limited.			

The Issuer reserves its sole and absolute right to modify (pre-pone/postpone) the above Issue schedule without giving any reasons or prior notice. The Issuer also reserves its sole and absolute right to change the Deemed Date of Allotment of the above issue without giving any reasons or prior notice.


Commissioner,
Surat Municipal Corporation.


Mayor,
Surat Municipal Corporation.

CHAPTER-I
GENERAL INFORMATION ABOUT THE ISSUER

i. Name of the Issuer: **Surat Municipal Corporation**

ii. Name and Address of the following:

i) **Head Office of the Issuer:**

Surat Municipal Corporation
'Surat Mahanagar Seva Sadan',
Gordhandas Chokhawala Marg,
Muglisara, Surat - 395003
Ph: +91-261-2423750 to 2423756
Website: www.suratmunicipal.gov.in

ii) **Compliance Officer of the Issuer:**

B. I. Desai,
Deputy Municipal Commissioner,
Surat Municipal Corporation
"Surat Mahanagar Seva Sadan",
Gordhandas Chokhawala Marg,
Muglisara, Surat - 395003
Ph: 0261-2423751, Ext.517
E-mail: dmc.bid@suratmunicipal.org
(Compliance Officer shall be the official in charge of dealing with investor grievances related to the Bonds)

iii) **Chief Finance and Accounts Officer**

T. P. Ariwala
I/c. Chief Accountant,
Surat Municipal Corporation
'Surat Mahanagar Seva Sadan',
Gordhandas Chokhawala Marg,
Muglisara, Surat - 395003
Ph: 0261-2423751, Ext.243
E-mail: chiefaccountant@suratmunicipal.org

iv) **Arranger and Transaction Advisors to the Issue:**

SBI Capital Markets Limited
202, Maker Tower 'E', Cuffe Parade,
Mumbai - 400 005
Tel: +91-22-22178300
Facsimile: +91-22-2218 8332
Contact Person: Mr. Sanjay Sethia
E-mail: dcm@sbicaps.com
Website: www.sbicaps.com

v) **Co-Arranger to the Issue:**

ICICI Bank Limited
Primary Dealing Room,
ICICI Towers, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Ph: +91 22 40087807/40081201
Facsimile: +91 22 40081063
E-mail: gmgfixedincome@icicibank.com


Commissioner,
Surat Municipal Corporation,


Mayor,
Surat Municipal Corporation.

vi) **Trustee to the Issue:**

SBICAP Trustee Company Limited

Apeejay House, 6th floor,
3, West Wing, Dinshaw Wachha Road,
Churchgate, Mumbai 400 020
Tel: +91-22-4302 5555
Facsimile: +91-22-2204 0456
Contact Person: Ms. Savitri Yadav E-mail: corporate@sbicaptrustee.com
Website: www.sbicaptrustee.com

vii) **Registrar to the Issue:**

Karvy Fintech Private Limited

Karvy Selenium Tower B,
Plot No. 31-32,
Gachibowli Financial District Nanakramguda, Hyderabad, Telangana-500032
Tel: 040-67162222
Facsimile: 040-23001153
Contact Person: Mr. Francis Fernandes
Email: venu.sp@karvy.com
Website: www.karvyfintech.com
SEBI Registration No.: INR000000221

viii) **Credit Rating Agencies for the Issue:**

1. **India Ratings and Research Private Limited**

510, Sun Square,
St. Xavier's College Road
Off C. G. Road, Near Nest/Klassic Gold Hotel
Navarangpura, Ahmedabad – 380 009,
Tel: +91 79 4005 5035
Facsimile: +91 22 4000 1701
E-mail: investor.services@indiaratings.co.in
Website: www.indiaratings.co.in

2. **CRISIL Limited**

CRISIL House
Central Avenue, Hiranandani Buiness Park
Powai, Mumbai- 400076 Tel: +91 22 3342 3000
Facsimile: +91 22 3342 3001
E-mail: ratingsinvestordesk@crisil.com
Website: www.crisil.com

ix) **Auditors of the Issuer:**


Natvarlal Vepari and Co.
Chartered Accountants
First Floor, River Palace II,
Near Navdi Ovara, Nanpura,
Surat- 395001
Ph: 0261-2463636
Email Id: vepari@youtele.com

x) **Legal Counsel to the Issue:**

MVKini, Law Firm

Kini House
6/39, Jangpura-B
New Delhi-110014


Commissioner,
Surat Municipal Corporation.


Mayor,
Surat Municipal Corporation.

Ph: +91 11 2437 1038/39/40
Facsimile: +91 11 24379484
E-mail: delhi@mvkini.com

xi) The relevant Act under which the Issuer is incorporated and governed

Surat Municipal Corporation is incorporated under and governed by the Bombay Provincial Municipal Corporations Act, 1949

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Commissioner,
Surat Municipal Corporation,


Mayor,
Surat Municipal Corporation, 15