

Government of Madhya Pradesh

**Panel for Provision
of
Transaction Advisory Services
for
PPP Projects in Madhya Pradesh**

**Request for Proposal
(May 2016)**

TABLE OF CONTENTS

Sr. No.	Particulars	Page No.
1.	Invitation for proposals	5
2.	Background	7
3.	General terms and condition for evaluation	9
4.	Evaluation process	15
5.	Criteria for evaluation	17
6.	Fraud and corrupt practices	21
7.	Miscellaneous	23
8.	Proposal data sheet	24
9.	Formats (Appendix)	26

DISCLAIMER

The information contained in this Request for Proposal (RFP) document or subsequently provided to the prospective Transaction Advisors (“Transaction Advisors”), whether verbally or in documentary form by or on behalf of **Directorate of Institutional Finance, Government of Madhya Pradesh (“DIF, GoMP”)** or any of its employees or advisors, is provided to the prospective Transaction Advisors on the terms and conditions set out in this RFP document and any other terms and conditions subject to which such information is provided.

This RFP document is not an offer or invitation to any other party. The purpose of this RFP document is to provide the prospective Transaction Advisors, to whom it is issued, with information to assist the formulation of their proposal submission. This RFP document does not purport to contain all the information each prospective Transaction Advisor may require. This RFP document may not be appropriate for all persons and it is not possible for “DIF, GoMP” and their employees or advisors to consider the objectives, financial situation and particular needs of each prospective Transaction Advisor. Certain prospective Transaction Advisors may have a better knowledge of the proposed Project than others. Each recipient must conduct its own analysis, to check the accuracy, adequacy, correctness and reliability of the information contained in this RFP document and is advised to carry-out its own investigation into the proposed Project, the legislative and regulatory regimes which apply thereto and all matters pertinent to the proposed Project and to seek its own professional advice on the legal, financial, regulatory and taxation consequences of entering into any agreement or arrangement relating to the proposed Project. DIF, GoMP and their employees and/ or advisors make no representation or warranty and shall incur no liability under the Law of Contract, Tort, the Principles of Restitution or unjust enrichment or otherwise for any loss, expense or damage, which may arise from or be incurred or suffered in connection with anything contained in this RFP document or otherwise, including the accuracy, adequacy, correctness, completeness or reliability of the RFP document and any assessment, assumption, statement or information contained therein or any matter deemed to form part of this RFP document, the award of the Project and any other information supplied by or on behalf of DIF, GoMP or their employees, advisors or otherwise arising in any way from the selection process for the Project. DIF, GoMP may in its absolute discretion, but without being under any obligation to do so, amend or supplement the information in this RFP document. The information that DIF, GoMP is in a position to furnish is limited to this RFP document and the information available at the contact addresses given in Proposal Data Sheet.

This RFP document and the information contained herein are confidential and for use only by the person to whom it is issued. It may not be copied or distributed by the recipient to third parties (other than, in confidence to the recipient's professional advisor). In the event that the recipient does not continue with the involvement in the Project in accordance with this

RFP document, the information contained in the RFP document shall not be divulged to any other party. The information contained in the RFP document must be kept confidential.

Mere submission of a responsive proposal does not ensure selection of the prospective Transaction Advisor as Empanelled Transaction Advisor(s). **The Finance Department (the "FD")/DIF, GoMP** reserves the right to reject all or any of the prospective Transaction Advisor's Proposals without assigning any reason whatsoever.

The F D / DIF, GoMP reserves all the rights to cancel, terminate, change or modify this selection process and/or requirements of bidding stated in the RFP document, at any time without assigning any reason or providing any notice and without accepting any liability for the same.

1. INVITATION FOR PROPOSALS

1.1 Introduction

- 1.1.1 Government of Madhya Pradesh (GoMP) has already announced several policy and institutional initiatives to create an enabling environment for private investment in infra development in the State under the Public Private Partnership (PPP) Mode. Initiatives like State VGF, MP PDF, and infrastructure investment fund, etc. have been taken by GoMP.
- 1.1.2 The Commissioner, Institutional Finance (CIF), GoMP, is the State's Nodal officer for Public Private Partnership (PPP). Directorate of Institutional Finance (DIF), under the direct supervision of CIF, is responsible for promoting PPPs in the State, coordinating with various agencies for approval and appraisal of PPP projects in the State.
- 1.1.3 **Panel of Transaction Advisors-** The Finance Department (FD), GoMP intends to empanel Transaction Advisors ("**Transaction Advisors**") for PPP Projects in the State of Madhya Pradesh (the "**Project**") & this Request for Proposal (RFP) is for the Empanelment of Transaction Advisors for undertaking projects under PPP format.
- 1.1.4 **Services covered under Transaction Advisory** – Transaction Advisory services entail financial analysis, economic analysis, legal analysis, contract document preparation, tender processing, preparation of pre-feasibility & detailed project reports and other assistance in bringing a PPP project, from the concept stage through public bidding, and, award to actual execution through monitoring. The Transaction Advisors will also prepare RFQ, RFP, Concession Agreement and other documents for selection of the Private Sector partner for the implementation of identified PPP projects.
- 1.1.5 A "Single Stage" bidding process will be followed for determining the Transaction Advisors eligible for empanelment, wherein the applicants would submit their proposals (the "**Proposal**") on/ before the Proposal Due Date, as mentioned in the Proposal Data Sheet. The applicants shall submit the detailed Proposals for the empanelment by FD, GoMP as set out in this RFP document.
- 1.1.6 This RFP document contains information about the Project, selection process, proposal submission qualification and evaluation process.
- 1.1.7 A level of service as specified in this RFP document would be maintained, during the empanelment period, by the empanelled Transaction Advisors.
- 1.1.8 Interested applicants are required to submit their Proposals for empanelment as per format given in this RFP document. The Proposals will be examined for substantive

compliance or responsiveness to the Proposal requirements. The DIF, GoMP will evaluate the Proposals as per the evaluation criteria mentioned in this RFP Document.

1.1.9 The Transaction Advisors would be empaneled for PPP projects. Selection would be based on the marks secured in the Proposal evaluation, and the firms shall be empaneled by the FD/DIF, GoMP subject to scoring a **minimum of 70 marks** in their proposal.

1.1.10 The complete Proposals should be submitted on or before the Proposal Due Date as specified in Proposal Data Sheet (**latest by 1500 Hrs on 17.06.2016**), in the manner specified in the RFP document. DIF, GoMP shall not be responsible for any delay in receiving the Proposal and reserves the right to reject any or all Proposals without assigning any reason thereof.

1.1.10 The applicant (the **"Applicant"**) can be a single entity or a consortium (the **"Consortium"**). It is further clarified that in case of a consortium, the member of a consortium (the **"Consortium Member"**) shall only be a legal firm. A single entity, if it wishes to, can apply with individual legal practitioners having the required qualification and experience.

2. BACKGROUND

2.1 Introduction

Recognizing that undertaking implementation of PPP projects would require various State agencies to have access to appropriate advisory support for PPP transactions, FD, GoMP wishes to select a panel of Transaction Advisors (TAs) that may be assessed as suitable for providing quality transaction advisory services. The panel will be available to all State agencies undertaking PPP transactions.

FD/DIF, GoMP intends to select those firms which it has assessed as having adequate skills and experience for providing techno-commercial, financial and legal services in support of PPP transactions. The panel will be made available to all State agencies undertaking or intending to undertake PPPs.

The Panel will be for a term of 3 (Three) years from the date of its notification. State agencies implementing eligible PPP projects will be able to retain TAs from the panel. Firms on the panel will be appointed to specific assignments on the basis of a financial proposal, against a defined scope of work. Firms/consortia on the panel will contract directly with the sponsoring agencies for provision of transaction advisory services.

2.2 Request for Proposal

The DIF, GoMP invites Proposals for selection of Transaction Advisors to be empaneled on the panel of Transaction Advisors by Finance Department, GoMP. Empaneled Transaction Advisors would be required to carry out various assignments assigned and agreed upon by the respective implementing state agencies over a period of time. The FD/DIF, GoMP intends to select the Transaction Advisors in accordance with the procedure set out herein.

2.3 Validity of the Proposal

The Proposal shall be valid for a period of not less than 180 days from the Proposal Due Date, or any extensions thereof as specified by the DIF, GoMP from time to time.

2.4 Brief description of the Selection Process

The DIF, GoMP has adopted a single stage selection process in evaluating the Proposals. Evaluation of those Applicants fulfilling the basic criteria as set out in Clause 3 will be carried out as specified in Clause 5. Based on this detailed evaluation, a panel of short-listed Transaction Advisors shall be prepared as specified in Clause 5.2.

2.5 General Scope of Work

The Panel may be used by implementing agencies which have decided to proceed with a

PPP transaction/project and who are seeking Transaction Advisory services to assist them in preparation, structuring and implementation of the desired project/transaction.

TAs who are empaneled will be approached by the implementing agencies directly. The services being sought from the TAs will be set-out in detail in the Terms of Reference for the specific assignment. It is anticipated that the services sought may include (but not limited to) the following:-

- Interaction with the market, or conduct of formal market sounding, to confirm decisions on scope, timing and packaging of the transaction.
- Preparation of feasibility report, value for money analysis including broad details of Cost of the Project, financing plan, financial parameters etc.
- Preparation of Bid Documents including but not limited to the Request for Qualification, Request for Proposal and the Concession Agreement for the project/services.
- Preparation of supporting information to assist Bidders in preparation of their bids, and where relevant creation of a Data Room and management of access to the Data room.
- Support to communicate with the market and interaction with the market, including managing and responding to requests for clarifications.
- Preparation of an Evaluation Plan, assistance with evaluation and preparation of evaluation reports.
- Bid Process Management.
- Monitoring and advice on bidder performance against any Conditions Precedent to financial close, and.
- Management of other advisory inputs, and overall management of the transaction team, to ensure successful conclusion.

Panel members in general will not be required to provide detailed technical reports/advice. Where specialist technical advice is required, technical advisors will be separately procured.

Implementing agencies will contract Panel members directly to provide services. Panel members should be aware that agencies may have specific requirements, such as for particular level of professional indemnity insurance, which are not included within this scope.

2.6 Schedule of Selection Process

The DIF, GoMP would endeavor to adhere to the schedule as mentioned in the Proposal Data Sheet.

2.7 Communications

The Proposal and clarifications required if any from DIF, GoMP should be addressed to the appropriate officials mentioned in the Project Data Sheet. The relevant information and documents related to the Project like RFP, notices regarding selection process, etc. shall be uploaded on the DIF, GoMP website www.dif.mp.gov.in for information and downloading.

3. GENERAL TERMS AND CONDITION FOR EVALUATION

Empanelment Criteria

3.1 Essential Qualifications For Applicants- This invitation to submit Proposals to the RFP document is open to all Applicants fulfilling the following **Threshold criteria**. In case of a Consortium, the Threshold criteria shall apply to the lead member (The “**Lead Member**”) of the Consortium.

Sr. No.	Criteria	Threshold Requirement
1.0	Net Worth	<p>The Net Worth of the Applicant (Lead Member in case of a Consortium) should be Positive in each of the 3 (Three) financial years 2012-13, 2013-14 & 2014-15.</p> <p>Note: Applicant is required to submit a certificate for Net Worth details duly issued by its statutory auditor/Chartered Accountant.</p>
2.0	Net Profit	<p>The Applicant (Lead Member in case of a consortium) should have earned a Net Profit, i.e., Profit After Tax, in each of the 3 (Three) financial years 2012-13, 2013-14 & 2014-15.</p> <p>Note: Applicant is required to submit a certificate for Net Profit details duly issued by its Statutory Auditor/Chartered Accountant.</p>
3.0	Annual Advisory Turnover	<p>The Applicant (Lead Member in case of a consortium) should have an Annual Advisory Turnover of not less than Rs.5.00 (Five) Crore during each of the last 3 (three) financial years, viz., 2012-13, 2013-14 & 2014-15.</p> <p>Note: For the avoidance of doubt, it is hereby clarified that 'Annual Advisory Turnover' means revenues from Advisory services such as financial/PPP transactions in the infrastructure sector only, which needs to be duly certified by the Applicant's statutory auditor/Chartered Accountant. For avoidance of doubt, <u>fees from auditing, accounting, IT advisory and similar consultancy shall not be considered towards the Annual Advisory Turnover hereunder.</u></p> <p>Applicant is required to provide audited annual financial statements, balance sheets for the financial years 2012-13, 2013-14 & 2014-15.</p>
4.0	Human Resource	<p>The Applicant should not have less than 10 (Ten) Full Time technical professional staff providing PPP Transaction Advisory Services, comprising of not less than one each of PPP Expert, Financial Expert and Sector Expert who meet the qualification and experience criteria laid down in Note 11 of Clause 5.2</p> <p>In addition to the technical professional staff the Applicant should also propose not less than 2 (Two) legal professionals who are willing to work with the Applicant..</p> <p>The Applicant shall ensure that the technical professional staff & legal professional staff must possess the minimum required qualifications and experience as specified in Note 11 of Clause 5.2.</p>

5.0	PPP PROJECTS	<p>The Applicant should have successfully completed (i.e. Concession Agreement signed and Financial Closure achieved if it is included in the Scope of work of the Applicant) not less than 4 (four) PPP Transaction Advisory Assignments* in last 10 (ten) financial years preceding the Proposal Due Date.</p> <p>For the avoidance of doubt any project for which work order has been issued prior to 1st April 2006 will not be considered under Empanelment Criteria (Clause 3.1) and Criteria for Evaluation (Clause 5)</p> <p>*The assignment/project qualified for experience shall be of value not less than Rs. 50 Crore in value and undertaken for Central/State Government agencies / UTs in India. Further, for avoidance of doubt, one concession agreement will be treated as one assignment.</p>
6.0	No Conflict	<p>The Applicants should face no Conflict of Interest in provision of Advisory services on PPP Contracts at State Level.</p> <p>Note: (Applicants to provide details of any existing or potential conflict of interest. It should be noted that Applicants will also be required to demonstrate that no Conflict of Interest exists when providing a Financial Proposal for specific assignments.)</p>
7.0	Blacklisting	<p>The Applicants neither have been Blacklisted nor failed to perform on any contract, as evidenced by imposition of a penalty by an arbitral or judicial Court or a judicial pronouncement or arbitration award against it.</p> <p>Further Applicant have not been expelled from any project or contract nor have had any contract terminated for breach on their part in provision of Advisory services on PPP Contracts at State Level.</p>

Applicants failing to meet these criteria or not submitting requisite supporting proof as specified in this RFP document may be liable to be rejected during the Proposal Evaluation at sole discretion of the DIF, GoMP.

3.2 Applicant

The Applicant can be a single entity or a Consortium. It is further clarified that in case of a consortium, the Consortium Member shall only be a legal firm. A single entity, if it wishes to, can apply with individual legal practitioners having the required qualification and experience.

3.3 Cost of Proposal

The Applicant shall be responsible for all of the costs associated with the preparation of their Proposals and their participation in the selection process. The DIF, GoMP will not be responsible or in any way liable for such costs, regardless of the conduct or outcome of the selection process.

3.4 Acknowledgement by Applicants

It shall be deemed that by submitting the Proposal, the Applicants has:

- a) made a complete and careful examination of the RFP document;

- b) received all relevant information requested from the DIF, GoMP;
- c) acknowledged and accepted the risk of inadequacy, error or mistake in the information provided in the RFP document or furnished by or on behalf of the DIF, GoMP or relating to any of the matters referred above;
- d) satisfied itself about all matters, things and information, including matters referred herein above, necessary and required for submitting an informed Application and performance of all of its obligations there under;
- e) acknowledged that it does not have a Conflict of Interest; and
- f) agreed to be bound by the undertaking provided by it under and in terms hereof.

The DIF, GoMP shall not be liable for any omission, mistake or error on the part of the Applicants in respect of any of the above or on account of any matter or thing arising out of or concerning or relating to the RFP document or the Selection Process, including any error or mistake therein or in any information or data given by the DIF, GoMP.

3.5 Right to reject any or all Proposals

Notwithstanding anything contained in this RFP document, the DIF, GoMP reserves the right to accept or reject any Proposal and to annul the Selection Process and reject all Proposals, at any time without any liability or any obligation for such acceptance, rejection or annulment, and without assigning any reasons thereof.

3.5.1 The DIF, GoMP reserves the right to reject any Proposal if:

- (a) at any time, a material misrepresentation made by the Applicants is uncovered or comes to the knowledge of the DIF, GoMP.
- or**
- (b) the Applicants does not provide, the supplemental information sought by the DIF, GoMP , within the specified time for evaluation of the Proposal.

3.5.2 Such misrepresentation/ improper response may lead to the disqualification of Applicants. If such disqualification / rejection occurs after the Proposals have been opened then the DIF, GoMP reserves the right to take any other measure as may be deemed fit, including annulment of the Selection Process.

3.6 Amendment of RFP document

3.6.1 At any time prior to the deadline for submission of Proposal, the DIF, GoMP may, for any reason, at its own initiative, modify the RFP document by the issuance of Addendum/ Amendment.

3.6.2 All such addenda/amendments will be posted on the website along with the amendments and will be binding on all Applicants.

3.6.3 In order to afford the Applicants a reasonable time for taking an amendment into account, or for any other reason, the DIF, GoMP may, in its sole discretion, extend the Proposal Due Date.

3.7 Language

The Proposal and all related correspondence and documents shall be written in English language. If any supporting document attached to the Proposal is in any other language, the same will be supported by an English translation (duly authenticated/ attested by the Authorized Signatory of the Applicant.

3.8 Format and signing of Proposal

3.8.1 The interested Applicants shall provide all the information sought under this RFP document. The DIF, GoMP would evaluate only those Proposals that are received in the specified forms and are complete in all respects. **All pages of the proposal should be serially numbered and cross referencing where ever necessary should have been done in Appendix also. The Proposal should also contain the Table of Contents.**

3.8.2 The interested Applicants shall prepare the Proposal together with Documents required to be submitted along therewith pursuant to this RFP.

3.8.3 The Proposal shall be typed or written in indelible ink and signed by the authorized signatory of the Applicants who shall initial each page, in blue ink. In case of printed and published Documents, only the cover shall be signed. All the alterations, omissions, additions, or any other amendments made to the Proposal shall be initialed by the person(s) signing the Proposal. The Proposals must be properly signed by a duly authorized person holding the Power of Attorney as per statutory provisions. A copy of the Power of Attorney certified under the hands of a notary public on the specified form, shall accompany the Proposal.

3.8.4 Applicants should note the Proposal Due Date, as specified in Proposal Data Sheet, for submission of Proposals. Applicants are reminded that no supplementary material will be entertained by the DIF, GoMP, and that evaluation will be carried out only on the basis of Documents received by the closing time of Proposal Due Date as specified in Proposal Data Sheet unless it is invited by the DIF, GoMP.

3.9 Proposal

3.9.1 Applicants shall submit the Proposal in the formats provided in the Appendix (the "Formats").

3.9.3 The FD/DIF, GoMP reserves the right to verify all statements, information and documents, submitted by the Applicants in response to the RFP document. Failure of the DIF, GoMP to undertake such verification shall not relieve the Applicants of its obligations or liabilities hereunder nor will it affect any rights of the F D / DIF, GoMP thereunder.

3.9.4 In case it is found during the evaluation, that an Applicant has made a material misrepresentation or has given any materially incorrect or false information, the Applicants shall be disqualified forthwith, and if the Transaction Advisor has already been empaneled, the same shall, notwithstanding anything to the contrary contained therein or in this RFP document, be liable for its removal from the Panel of Transaction Advisor, by a communication in writing by the FD,GoMP without being liable in any manner, whatsoever, to the Applicants/ Empaneled Transaction Advisor(s), as the case may be.

3.10 Submission of Proposals

3.10.1 Sealing and Marking of Proposal

Outer Large Envelope Contents:

1. Processing Fee of Rs. 10,000/- (Rs. Ten Thousand Only) in the form of Demand Draft.
2. Appendix 1- Covering Letter
3. Appendix 1A- Details of Applicants
4. Appendix 1B- Statement of Legal Capacity
5. Appendix 2- Power of Attorney for Authorized Signatory
6. Appendix 2A- Power of Attorney in favour of Lead member by Legal Partner
7. Appendix 3: Letter of Undertaking
8. Appendix 3A: Undertaking for Blacklisting
9. Appendix 4: Net Worth Certificate
10. Appendix 5: Net Profit Certificate
11. Appendix 6: Annual Advisory Certificate

Inner Proposal Envelopes

Contents of Envelope- Original Proposal which shall include Appendix listed below with proper reference Indexing:

- Appendix 7: Experience of Transaction Advisory
Appendix 7A: Project Data Sheet (PDS) of Experience of Transaction Advisory
Appendix 8: Details of Human Resources

Appendix 8A: Curriculum Vitae (CV) for Proposed Professional Staff

Appendix 9: Other Key Documents

The envelopes shall indicate the complete name, address, telephone numbers (with city code) and facsimile number of the Applicants(s). Envelope containing the Proposal shall be addressed to the DIF, GoMP as mentioned in the Proposal Data Sheet.

Each envelope containing the Proposal shall be labelled as:

PROPOSAL FOR “PANEL FOR PROVISION OF TRANSACTION ADVISORY SERVICES FOR PPP PROJECTS IN MADHYA PRADESH”

3.11 Proposal Due Date

3.11.1 Proposal should be submitted on or before the Proposal Due Date specified in the Proposal Data Sheet, at the address provided in Proposal Data Sheet in the manner and form as detailed in this RFP document.

3.11.2 The DIF, GoMP may, in its sole discretion, extend the Proposal Due Date by issuing an Addendum in accordance with provisions of this RFP.

3.12 Late Proposals:

Any Proposal received by DIF, GoMP after **1500 Hrs.** on the Proposal Due Date **17.06.2016** will not be accepted.

4. EVALUATION PROCESS

4.1 Evaluation of Proposals

- 4.1.1 The DIF, GoMP shall open & register the **Outer envelopes at 1530 Hrs on the Proposal Due Date**, at a venue as specified in the Proposal Data Sheet, in the presence of the Applicants who choose to attend.
- 4.1.2 The DIF, GoMP would subsequently examine and evaluate Proposals in accordance with the Selection Process specified in this RFP and the criteria set out in this RFP.
- 4.1.3 Proposals, for which a notice of withdrawal has been submitted in accordance with the provisions of the RFP document, will not be opened.
- 4.1.4 Prior to evaluation of Proposals, the DIF, GoMP will determine whether each Proposal is responsive to the requirements of the RFP. A Proposal shall be considered responsive only if:
- (a) it is received as per the detailed set out in Clause 3.10;
 - (b) it is received by the Proposal Due Date including any extension thereof pursuant to Clause 3.11;
 - (d) it is signed, sealed, bound and marked as stipulated in Clause 3.8;
 - (e) it contains all the information (complete in all respects) as requested in the RFP document;
 - (f) it does not contain any condition or qualification;
 - (g) it is not non-responsive in terms hereof; and
 - (h) meets the Empanelment criteria as mentioned in Clause 3.1.
- 4.1.5 The DIF, GoMP reserves the right to reject any Proposal which is non- responsive and no request for alteration, modification, substitution or withdrawal shall be entertained by the DIF, GoMP in respect of such Proposals.
- 4.1.6 After the evaluation, the DIF, GoMP would prepare a list of shortlisted Applicants and shall be empaneled by the Finance Department, GoMP as Transaction Advisors.
- 4.1.7 Applicants are advised that selection will be entirely at the sole discretion of the Finance Department / DIF, GoMP. Applicants will be deemed to have understood and agreed that no explanation or justification on any aspect of the Selection Process or Selection will be given by the FD/ DIF, GoMP.
- 4.1.8 Any information contained in the Proposal shall not in any way be construed as binding on the FD/ DIF, GoMP, its agents, successors or assigns, but shall be binding against the Transaction Advisors if the empanelment is subsequently awarded to it.

4.2 Confidentiality:

Information relating to the examination, clarification, evaluation and recommendation for the short-listed Bidders shall not be disclosed to any person not officially concerned with the process. FD/ DIF, GoMP will treat all information submitted as part of all Proposals in confidence and will insist that all who have access to such material treat it in confidence. DIF, GoMP will not divulge any such information unless it is ordered to do so by any Government authority that has the power under law to require its disclosure or due to statutory compliances.

4.3 Clarifications

4.3.1 To facilitate evaluation of Proposals, the DIF, GoMP may, at its sole discretion, seek clarifications from any Applicant(s) regarding its Proposal. Such clarification(s) shall be provided within the time specified by the DIF, GoMP for this purpose. Any request for clarification(s) and all clarification(s) in response thereto shall be in writing.

4.3.2 If an Applicant does not provide clarifications sought under Sub-Clause 4.3.1 above within the specified time, its Proposal shall be liable to be rejected. In case the Proposal is not rejected, the DIF, GoMP may proceed to evaluate the Proposal by construing the particulars requiring clarification to the best of its understanding, and the Applicant shall be barred from subsequently questioning such interpretation of the DIF, GoMP.

4.4 Empanelment Letter

After selection, an Empanelment Letter shall be issued, in duplicate, by the Finance Department/DIF, GoMP to the Selected Applicants. Selected Applicants shall within 7 (seven) days, sign and return the duplicate copy of the Letter in acknowledgement thereof. In the event the duplicate copy of the Award Letter duly signed by the any of the Applicant(s) is not received by the stipulated date, the Finance Department/DIF GoMP may, unless it consents to extension of time for submission thereof, cancel the Letter issued to it.

5. CRITERIA FOR EVALUATION:

5.1 Evaluation of Proposals

In the first stage, the Proposal will be evaluated on the basis of empanelment criteria mentioned at Clause 3.1.

5.2 For detailed evaluation, the following marking system shall be followed.

Empanelment as Transaction Advisor

Sl. no	Criteria	Total Marks	Marking System
A	Relevant Qualifications / Experience of	70	
A-1	<p>Completed PPP Transaction Advisory Assignments : The Applicant shall have, over the last 10(ten) financial years preceding the Application Due Date, provided PPP Transaction Advisory Services in Highways/ Roads/Industrial & Theme Parks sector to Central/State Government agencies / UTs in India.</p>	40	<p>I. 4 projects 10 marks II. For each additional Projects 5 marks</p>
A-2	<p>Completed PPP Transaction Advisory Assignments: The Applicant shall have, over the last 10(ten) financial years preceding the Application Due Date, provided Transaction Advisory Services in Urban & Municipal infrastructure, Transportation, Logistics & Warehousing, Water, Energy, Education (including professional education), Tourism, Agriculture & Horticulture/Dairy, Medical & Health services, Social sector etc. to Central / State Government agencies / UTs in India.</p>	20	For each projects 5 marks
A-3	<p>Ongoing PPP Transaction Advisory Assignments : The applicant shall have, over the last 3 (three) financial years preceding the Application Due Date, provided PPP Transaction Advisory Services in infrastructure sector to Central / State Government agencies / UTs in India</p>	10	For each ongoing projects: 2 marks

Sl. No	Criteria	Total Marks	Marking System
B	Financial Competence of the Firm	10	
B-1	Annual Advisory Turnover of the firm in each of the financial years 2012-13, 2013-14 and 2014-15	10	I. Rs.5 Crore 5 marks II. For every additional Rs.2 Crore 1 marks
C	Human Resources Availability of the Applicants Firm	20	
C-1	Professional Manpower excluding Legal Professional	15	I. 10 Professionals 0 marks II. 11 to 20 Professionals 10 marks III. 21 and above Professionals 15 marks
C-2	Legal Professional	5	I. 2 Professionals 0 marks II. Above 2 professional 5 marks
	Total (A+B+C)	100	

Note:

- The Applicant must attach audited financial statements for the last three financial years i.e. 2012-13, 2013-14 & 2014-15 along with certificate from Statutory Auditor/Chartered Accountant for Annual Advisory Turnover.
- The Applicant will have to provide following documentary evidences issued by the concerned Authority in respect of PPP assignments
 - For Completed Assignment :** Certificate for satisfactory completion of services which states; project name, PPP type, estimated cost, services rendered, concessionaire name, date of concession Agreement signing, status of financial closure if it is included in the scope of work of the Applicant. Alternatively, the Applicant may submit a copy of the executed Concession Agreement along with a proof of the project cost.
 - For Ongoing Assignment:** A certificate for award of the PPP Transaction Advisory assignment mentioning date of contract award and scope of work along with copy of PPP Transaction Advisory agreement signed.
- Completed PPP Transaction Advisory Assignments means projects of value not less than Rs.50 Crore for which Concession Agreement has been signed and Financial Closure achieved if it is included in the Scope of work of the Applicant. For the avoidance of doubt, any project for which work order has been issued prior to 1st April 2006 will not be considered as Completed PPP Transaction Advisory Assignment under this Clause 5.2
- Any project for which work order has been issued prior to 1st April 2013 will not be considered as Ongoing PPP Transaction Advisory Assignment under this Clause 5.2

5. In case of non-submission of the documentary evidence against any project, the same shall not be considered for evaluation purpose.
6. An abstract of all Technical Professional and Legal Professional specifying their qualification, length of Professional experience, project handled etc. along with detailed **Curriculum Vitae signed by Professional and counter signed by Authorised Signatory.**
7. **Page reference numbers of all supporting documents in the Appendix is mandatory.**
8. For Completed or Ongoing Assignments the Completion Certificate/ Work Order must be in the name of the Applicant Firm only (Lead Member in the case of a Consortium). In case of a project awarded to a consortium then the particular project shall be taken in to consideration only if the PPP Transaction Advisory services was/is a part of the Scope of Work of the Applicant.
9. Only those Applicant(s) will be shortlisted for Empanelment who scores **70 or more marks** as stipulated in Clause 5.2.
10. **For the purpose of Human Resources Availability of the Applicant Firm Minimum required qualifications and experience of Professionals are hereunder:**

Sr. No.	Qualifications	Experience	Eligible Project
PPP Expert	CA/MBA/BE or equivalent	10 years post-qualification professional experience	Not less than 4 (Four) Completed PPP Transaction Advisory Assignments Thorough knowledge of Project structuring, Project Agreement, Risk-management, and Bidding process.
Financial Expert	CA/MBA (Finance)/PGDM/PGDBM/ CFA	6 years post-qualification professional experience	Not less than 1 (One) Completed PPP Transaction Advisory Assignment Thorough knowledge of Financial Feasibility, Financial Modelling project agreement, Project structuring and Bidding process.
Sector Expert (like, Water, SWM, Tourism, Transport, Roads & Highways, Health & Medical, Power, and Warehousing & Logistics etc.)	Sector Specific Qualification	8 years post-qualification professional experience	Not less than 2 (Two) Detailed Project report (DPR) preparation projects up to finalization of DPR. Thorough knowledge of in the field of development of sector specific project including preparation of DPR.
Legal Expert	Law Graduate	5 years post-qualification professional	At least 2 (Two) Completed PPP Transaction Advisory Assignments. Thorough knowledge

Sr. No.	Qualifications	Experience	Eligible Project
		experience	of preparation of Bid documents, DCA for PPP projects & other contract agreements.

For the avoidance of doubt, it is not mandatory for the Applicant to have an expert in each of the sectors mentioned above. However the Applicant is expect to have a multi-disciplinary team across all sectors.

6. FRAUD AND CORRUPT PRACTICES

- 6.1 The Applicant and its respective officers, employees, agents and advisers shall observe the highest standard of ethics during the Selection Process. Notwithstanding anything to the contrary contained in this RFP, the FD/DIF, GoMP shall reject a Proposal without being liable in any manner whatsoever to the Applicant, if it determines that the Applicant has, directly or indirectly or through an agent, engaged in corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice (collectively the "Prohibited Practices") in the Selection Process. In such an event, the FD/DIF, GoMP shall, disqualify the Applicant from the Selection Process.
- 6.2 Without prejudice to the rights of the FD/DIF, GoMP under Clause 6.1 hereinabove and the rights and remedies which the DIF, GoMP may have under the Award Letter, if a Applicant(s) is found by the FD/DIF, GoMP to have directly or indirectly or through an agent, engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice during the Selection Process, or after the issue of the Award Letter, such Transaction Advisors shall not be eligible to participate in any tender or RFP document issued by the FD/DIF, GoMP during a period of 3 (three) years from the date on which such Transaction Advisor is found by the FD/ DIF, GoMP to have directly or through an agent, engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice, as the case may be.
- 6.3 For the purposes of this Clause, the following terms shall have the meaning hereinafter respectively assigned to them:
- a) "corrupt practice" means (i) the offering, giving, receiving, or soliciting, directly or indirectly, of anything of value to influence the action of any person connected with the Selection Process (for avoidance of doubt, offering of employment to or employing or engaging in any manner whatsoever, directly or indirectly, any official of FD/DIF, GoMP who is or has been associated in any manner, directly or indirectly with the Selection Process or the Award Letter or, at any time prior to the expiry of one year from the date such official resigns or retires from or otherwise ceases to be in the service of the FD/DIF, GoMP, shall be deemed to constitute influencing the actions of a person connected with the Selection Process; or (ii) engaging in any manner whatsoever, whether during the Selection Process or after the issue of the Award Letter as the case may be, any person in respect of any matter relating to the Project or the Award Letter or the Agreement, who at any time has been or is a legal, financial or technical Transaction Advisor/ adviser of the FD/DIF, GoMP in relation to any matter concerning the Project;
 - b) "fraudulent practice" means a misrepresentation or omission of facts or disclosure of incomplete facts, in order to influence the Selection Process;

- c) “coercive practice” means impairing or harming or threatening to impair or harm, directly or indirectly, any persons or property to influence any person’s participation or action in the Selection Process;
- d) “undesirable practice” means (i) establishing contact with any person connected with or employed or engaged by the FD/DIF, GoMP with the objective of canvassing, lobbying or in any manner influencing or attempting to influence the Selection Process; or (ii) having a Conflict of Interest; and
- e) “restrictive practice” means forming a cartel or arriving at any understanding or arrangement with other Applicant with the objective of restricting or manipulating a full and fair competition in the Selection Process.

7. MISCELLANEOUS

- 7.1 The Selection Process shall be governed by, and construed in accordance with, the laws of India and the Courts at Bhopal shall have exclusive jurisdiction over all disputes arising under, pursuant to and/or in connection with the Selection Process.
- 7.2 The DIF, GoMP, in its sole discretion and without incurring any obligation or liability, reserves the right, at any time, to:
- a)** suspend and/or cancel the Selection Process and/or amend and/or supplement the Selection Process or modify the dates or other terms and conditions relating thereto;
 - b)** seek clarification from any Applicant(s) with respect to the Proposal;
 - c)** retain any information and/or evidence submitted to the DIF, GoMP by, on behalf of and/or in relation to any Applicants; and/or
 - d)** independently verify, disqualify, reject and/or accept any and all submissions or other information and/or evidence submitted by or on behalf of any Applicants/Transaction Advisor.
- 7.3 It shall be deemed that by submitting the Proposal, the Applicant(s) agrees and releases the Finance Department/ DIF, GoMP, its employees, agents and advisers, irrevocably, unconditionally, fully and finally from any and all liability for claims, losses, damages, costs, expenses or liabilities in any way related to or arising from the exercise of any rights and/or performance of any obligations hereunder, pursuant hereto and/or in connection herewith and waives any and all rights and/or claims it may have in this respect, whether actual or contingent, whether present or future.

8. PROPOSAL DATA SHEET

Name of the Project	Panel for Provision of Transaction Advisory Services for PPP Projects
Name of the Client	Finance Department, Govt. of Madhya Pradesh
Name of the Executing Authority	Directorate of Institutional Finance, Govt. of Madhya Pradesh
Name and Address for submission of Proposals/ Correspondence	Commissioner Directorate of Institutional Finance Government of Madhya Pradesh C- Wing, First Floor, Vindhyachal Bhawan, BHOPAL- 462004
Processing Fee	Processing Fee in the form of Demand Draft of Rs.10,000/- (Rupees Ten Thousand only) is to be submitted along with the Proposal. The Demand Draft shall be in favour of Commissioner, Directorate of Institutional Finance Payable at Bhopal.
Period of Proposal Validity	180 days from Proposal Due Date or any extension thereof, sought by the DIF, GoMP
Shortlisting Criteria	As per Clause 5
Issue of notification for empanelment of Transaction Advisors	6th May 2016
Submission of Queries	Queries are to be submitted in writing, by 1730 Hrs. on or before 18th May 2016, either through registered post or through email at: Email ID: difbho@mp.gov.in
Proposal Due Date	Latest by 1500 Hrs on 17th June 2016

8. Checklist*

Sr. No.	Checklist	Compliance Condition
1	Processing Fee	Demand Draft of Rs.10,000.00 (Rs. Ten thousand) in favour of Commissioner, Directorate of Institutional Finance Payable at Bhopal
2	Net Worth Certificate (refer Clause 3.1,1.0)	Net Worth Certificate from Statutory Auditor/Chartered Accountant As per Appendix 4
3	Net Profit Certificate (refer Clause 3.1,2.0)	Net Profit Certificate from Statutory Auditor/Chartered Accountant As per Appendix 5
4	Annual Advisory Turnover Certificate (refer Clause 3.1,3.0)	Annual Advisory Turnover Certificate from Statutory Auditor/Chartered Accountant As per Appendix 6
5	Details of Human Resources ➤ Technical Professional ➤ Legal Professional (refer Clause 3.1,4.0 & 5.2 along with notes))	List of all Technical & Legal Professional along with Curriculum Vitae duly signed by respective Professional & countersigned by Authorised Signatory of Applicant. As per Appendix 8 & 8 (a)
7	Detail of Completed & Ongoing Assignment (refer Clause 3.1,5.0 & 5.2 along with notes)	➤ Completed Assignment ➤ Ongoing Assignment As per Appendix 7 & 7a
8	No Conflict Statement (refer Clause 3.1,6.0)	On the Letter head of the Applicant
9	Blacklisting Statement (refer Clause 3.1,7.0)	On the Letter head of the Applicant
10	Statement of Legal Capacity	As per Appendix 1-B On the Letter head of the Applicant
11	Power of Attorney for Authorized Signatory along with Board Resolution	As per Appendix 2
12	Power of Attorney for Lead member of Consortium along with Board Resolution	As per Appendix 2-A
13	Letter of Undertaking	As per Appendix- 3 On the Letter head of the Applicant
14	Undertaking for Blacklisting	As per Appendix- 3-A On the Letter head of the Applicant
15	Key Documents	As per Appendix 9

* This is an indicative list. Applicant is required to read the entire RFP and ensure that all the necessary certificates/documentation required in the tender documents are submitted along the Proposal.

APPENDIX

**APPENDIX-1
COVERING LETTER**

Date:

**To,
Commissioner
Directorate of Institutional Finance
Government of Madhya Pradesh
C- Wing, First Floor, Vindhyachal Bhawan, BHOPAL-
462004**

**Subject: Panel for Provision of Transaction Advisory Services for PPP Projects in
Madhya Pradesh.**

Dear Sir/Madam,

With reference to the RFP Document for the captioned Project, I/we, having examined all relevant documents and understood their contents, hereby submit our Proposal for selection as Transaction Advisor for the same. The Proposal is unconditional and unqualified. I/We confirm that I/we have examined the terms and conditions published in the RFP and accordingly submitting the Application. The proposal is unconditional and unqualified.

2. Processing Fee of Rs...../(Rupeesonly) is attached in the form of Demand Draft no.....,dated.....drawn on in favour of payable at Bhopal.
3. All information provided in the Proposal is true and correct and all documents accompanying such Proposal are true copies of their respective originals.
4. This statement is made for the express purpose of appointment as the Transaction Advisor on the panel of Finance Department, GoMP.
5. I/We shall make available to DIF, GoMP any additional information it may deem necessary or require for supplementing or authenticating the Proposal.
6. I/We acknowledge the right of the FD/DIF, GoMP to reject our application without assigning any reason or otherwise and hereby waive our right to challenge the same on any account whatsoever.
7. I/We certify that in the last three years, I/we have neither failed to perform on any

contract, as evidenced by imposition of a penalty by an arbitral or judicial Court or a judicial pronouncement or arbitration award against us, nor have been expelled from any project or contract nor have had any contract terminated for breach on our part.

- 8.** I/We declare that:
- a)** I/We have examined and have no reservations to the RFP Documents, including any Addendum thereto, issued by the DIF, GoMP ;
 - b)** I/We do not have any conflict of interest in accordance with provisions of the RFP Document;
 - c)** I/We have not directly or indirectly or through an agent engaged or indulged in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice, as defined in the RFP document, in respect of any tender or request for proposal issued by or any agreement entered into with the FD/DIF, GoMP or any other public sector enterprise or any government, Central or State; and
 - d)** I/We hereby certify that we have taken steps to ensure that in conformity with the provisions of the RFP, no person acting for us or on our behalf will engage in any corrupt practice, fraudulent practice, coercive practice, undesirable practice or restrictive practice.
 - e)** I/We hereby declare that if appointed as the Selected Transaction Advisor, I/We will be liable to fulfil all the obligations enumerated in this RFP document.
 - f)** I/We understand that you may cancel the Selection Process at any time and that you are neither bound to accept any Proposal that you may receive nor to select the Transaction Advisor, without incurring any liability to the Transaction Advisors in accordance with the provisions of RFP document
- 9.** I/We certify that we have not been convicted by a Court of Law or indicted or otherwise have adverse orders passed against us by a regulatory Authority which would cast a doubt on our ability to get empaneled as Transaction Advisor or which relates to a grave offence that outrages the moral sense of the community.
- 10.** I/We further certify that in regard to matters relating to security and integrity of the country, we have not been charge-sheeted by any agency of the Government or convicted by a Court of Law for any offence committed by us or by any of our Associates.
- 11.** I/We further certify that no investigation by a regulatory Authority is pending either against us or against our Associates or against our CEO or any of our Directors/Managers/employees.

12. I/We hereby irrevocably waive any right or remedy, which we may have at any stage at law or howsoever otherwise, arising to challenge or question any decision taken by FD/DIF, GoMP in connection with the selection of Transaction Advisor or in connection with the Selection Process itself in respect of the above mentioned Project.
13. I/We agree and understand that the proposal is subject to the provisions of the RFP document. In no case, shall I/we have any claim or right of whatsoever nature if the Consultancy for any Project is not awarded to me/us or our proposal is not opened or rejected.
14. I/We agree to keep this offer valid for a period of 180 (One Hundred and Eighty) days or for a longer period on any further extension being sought by the DIF, GoMP from the Proposal Due Date specified in the RFP.
15. We understand that this is only an empanelment exercise and actual resource deployment on the projects shall occur through the competitive bidding, after another limited tender exercise may be undertaken by the respective authorities, from amongst the Empaneled Transaction Advisors.
16. I/We declare that we are not a member of any other Consortium applying for Selection as a Transaction Advisor.
17. A Power of Attorney in favour of the authorized signatory to sign and submit this Proposal and documents is attached herewith in Appendix-2
18. I/We agree and undertake to abide by all the terms and conditions of the RFP Document. In witness thereof, I/we submit this Proposal under and in accordance with the terms of the RFP Document

Yours faithfully,

(Signature,
Name and Designation of the Authorised Signatory)

**APPENDIX- 1A
DETAILS OF APPLICANTS**

1.1	Title of Assignment: : Panel for Provision of Transaction Advisory Services for PPP Projects in Madhya Pradesh
1.2	State whether applying as Sole Firm or in Consortium : If Consortium : Name of the Lead Member of a consortium:
1.3	State the following: Name of Firm: Legal status (e.g. sole proprietorship or partnership or other): Country of incorporation: Registered address: Year of Incorporation: Year of commencement of business: Principal place of business: Name, designation, address and phone numbers of Authorised signatory of the Applicants Name: Designation: Company: Address: Phone No.: Fax No. : E-mail address: Name, designation, address and phone numbers of Contact Person of the Applicants Name: Designation:

	<p>Company:</p> <p>Address:</p> <p>Phone No.:</p> <p>Fax No. :</p> <p>E-mail address:</p>
1.4	<p>If the Applicant is Lead Member of a consortium, state the following for other Consortium Member Firm:</p> <p>i. Name of Firm:</p> <p>ii. Legal Status and country of incorporation</p> <p>iii. Registered address and principal place of business.</p>
1.5	<p>For the Applicant, (in case of a consortium, for each Member), state the following information:</p> <p>a) In case of non-Indian Firm, does the Firm have business presence in India? Yes/No</p> <p>If so, provide the office address(es) in India.</p> <p>b) Has the Applicant or any of the Members in case of a consortium been penalised by any organization for poor quality of work or breach of contract in the last five years? Yes/No</p> <p>c) Has the Applicant/ or any of its Associates ever failed to complete any work awarded to it by any public authority/ entity in last five years? Yes/No</p> <p>d) Has the Applicant or any member of the consortium been blacklisted by any Government department/Public Sector Undertaking in the last three years? Yes/No</p> <p>e) Has the Applicant or any of its Associates, in case of a consortium, suffered bankruptcy/insolvency in the last five years? Yes/No</p> <p>Note: If answer to any of the questions at c to e is yes, the Applicant is not eligible for this Assignment.</p>
1.6	<p>(Signature, name and designation of the authorised signatory) For and on behalf of</p>

APPENDIX- 1B
STATEMENT OF LEGAL CAPACITY
(To be forwarded on the letter head of the Applicant)

Ref. Date:

To,

Dear Sir,

Sub: Panel for Provision of Transaction Advisory Services for PPP Projects in Madhya Pradesh.

I/We hereby confirm that we, the Applicant (along with other members in case of consortium, constitution of which has been described in the Proposal*), satisfy the terms and conditions laid down in the RFP document.

I/We have agreed that (insert Applicant's name) will act as the Lead Member of our consortium.

I/We have agreed that (insert individual's name) will act as our Authorized Representative/ will act as the Authorized Representative of the consortium on our behalf and has been duly authorized to submit our Proposal. Further, the authorized signatory is vested with requisite powers to furnish such proposal and all other documents, information or communication and authenticate the same.

Yours faithfully,

(Signature, name and designation of the authorized signatory)

For and on behalf of

**Please strike out whichever is not applicable*

APPENDIX 2
POWER OF ATTORNEY FOR AUTHORIZED SIGNATORY
(On a Stamp Paper of relevant value)

POWER OF ATTORNEY

Know all men by these presents, We, (name of Firm and address of the registered office) do hereby constitute, nominate, appoint and authorise Mr. /Ms son/daughter/wife and presently residing at,who is presently employed with/retained by us and holding the position of as our true and lawful attorney (hereinafter referred to as the "Authorised Representative") to do in our name and on our behalf, all such acts, deeds and things as are necessary or required in connection with or incidental to submission of our Proposal for Panel for Provision of Transaction Advisory Services for PPP Projects in Madhya Pradesh, proposed by the Directorate of Institutional Finance, Government of Madhya Pradesh including but not limited to signing and submission of all applications, proposals and other documents and writings, participating in pre-bid and other conferences and providing information/ responses to the DIF, GoMP, representing us in all matters before the FD/ DIF, GoMP, signing and execution of all contracts and undertakings consequent to acceptance of our proposal and generally dealing with the FD/ DIF, GoMP in all matters in connection with or relating to or arising out of our Proposal for the said Project and/or upon award thereof to us till the entering into of the Agreement with the FD/ DIF, GoMP.

AND, we do hereby agree to ratify and confirm all acts, deeds and things lawfully done or caused to be done by our said Authorised Representative pursuant to and in exercise of the powers conferred by this Power of Attorney and that all acts, deeds and things done by our said Authorised Representative in exercise of the powers hereby conferred shall and shall always be deemed to have been done by us.

IN WITNESS WHEREOF WE,THE ABOVE NAMED PRINCIPAL HAVE EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF ,20**

For
(Signature, name, designation and address)

Witnesses:

- 1.
- 2.

Notarised

Accepted
(Signature, name, designation and address of the Attorney)

Notes:

1. To be executed by the sole Bidder or Lead Member of the Consortium.
2. The mode of execution of the Power of Attorney should be in accordance with the procedure, if any, laid down by the applicable law and the charter documents of the

executants (s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.

3. Also, where required, the executants(s) should submit for verification the extract of the charter documents and documents such as a resolution / power of attorney in favour of the Person executing this Power of Attorney for the delegation of power hereunder on behalf of the Bidder.

Appendix 2-A

Power of Attorney for Lead Member of Consortium

(On a Stamp Paper of relevant value)

Whereas the DIF, GoMP has invited applications from interested Applicants to empanel with Finance Department of GoMP as Transaction advisor for TA Services w.r.t PPP Projects in Madhya Pradesh.

Whereas,and (collectively the “Consortium”) being Members of the Consortium are interested in bidding for the Project in accordance with the terms and conditions of the Request for Proposal (RFP) in respect of the Assignment, and

Whereas, it is necessary for the Members of the Consortium to designate one of them as the Lead Member with all necessary power and authority to do for and on behalf of the Consortium, all acts, deeds and things as may be necessary in connection with the Consortium’s bid for the Project and its execution.

NOW THEREFORE KNOW ALL MEN BY THESE PRESENTS

We, having our registered office at, and having our registered office at, (hereinafter collectively referred to as the “Consortium”) do hereby irrevocably designate, nominate, constitute, appoint and authorize M/S having its registered office at, being one of the Members of the Consortium, as the Lead Member and true and lawful attorney of the Consortium (hereinafter referred to as the “Attorney”). We hereby irrevocably authorize the Attorney (with power to sub-delegate) to conduct all business for and on behalf of the Consortium and any one of us during the bidding process and, in the event the Consortium is Empaneled as Transaction Advisor, and in this regard, to do on our behalf and on behalf of the Consortium, all or any of such acts, deeds or things as are necessary or required or incidental to the Shortlisting of the Consortium and submission of its proposal for the Assignment, including but not limited to signing and submission of all applications, proposal and other documents and writings, participate in other Assignment subsequent to our empanelment and other conferences, respond to queries, submit information/ documents, sign and execute contracts and undertakings and generally to represent the Consortium in all its dealings with the FD/ DIF. GoMP, other Authorities, and/ or any other Government Agency or any person, in all matters in connection with or relating to or arising out of the Consortium’s Proposal/bid for the Assignment/other Assignment as the case may be.

AND hereby agree to ratify and confirm and do hereby ratify and confirm all acts, deeds and things done or caused to be done by our said Attorney pursuant to and in exercise of the powers conferred by this Power of Attorney and that all acts, deeds and things done by our said Attorney in exercise of the powers hereby conferred shall and shall always be deemed to have been done by us/ Consortium.

IN WITNESS WHEREOF WE THE PRINCIPALS ABOVE NAMED HAVE EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF 2016.

For
(Signature)
.....
Name & Title)

For
(Signature)
.....
(Name & Title)

For
(Signature)
(Name & Title)

Appendix -3
LETTER OF UNDERTAKING
(On Letter head of the Applicant)

To,
Commissioner
Directorate of Institutional Finance
Government of Madhya Pradesh
C- Wing, First Floor, Vindhyachal Bhawan, BHOPAL-
462004

Subject: Panel for Provision of Transaction Advisory Services for PPP Projects in
Madhya Pradesh.

We hereby agree and undertake as under:

- (i) That, notwithstanding any conditions, whether implied or mentioned in our Proposal, we agree to the terms and conditions as contained in the RFP document provided to us.
- (ii) That if empaneled and for the specific project (s) mandated to us, we/our associates/ group companies / affiliates/ consortium members will not bid for the same project (s) as developer /promoter and / or rate the proposed project (s).

We hereby represent and confirm that our proposal is unconditional.

Dated this..... Day of..... 2016

Name of the Applicant

Signature of the Authorized Person

Name of the Authorized Person

**Appendix 3-A
UNDERTAKING FOR BLACKLISTING
(On Letter head of the Applicant)**

**To,
Commissioner
Directorate of Institutional Finance
Government of Madhya Pradesh
C- Wing, First Floor, Vindhyachal Bhawan, BHOPAL- 462004**

**Subject: Panel for Provision of Transaction Advisory Services for PPP Projects in
Madhya Pradesh.**

We hereby agree and undertake as under:

- i. The Applicants neither have been Blacklisted nor failed to perform on any contract, as evidenced by imposition of a penalty by an arbitral or judicial Court or a judicial pronouncement or arbitration award against it.
- ii. Further Applicant have not been expelled from any project or contract nor have had any contract terminated for breach on our part in provision of Advisory services on PPP Contracts at State Level.

We hereby represent and confirm that our proposal is unconditional.

Dated this..... Day of..... 2016

Name of the Applicant

Signature of the Authorized Person

Name of the Authorized Person

APPENDIX-4

NET WORTH OF THE APPLICANT

(Refer Clause 3.1.1)

S. No.	Financial Year	Net Worth (in Figures) (Rs. in Crore)	Net Worth (in Word)
1.	2014-15		
2.	2013-14		
3.	2012-13		

Certificate from the Statutory Auditor

Based on the authenticated record of the Applicant this is to certify that
(Name of the Applicant) has the positive Net Worth at the end of the respective
Financial Years as shown above.

Name of the Statutory Auditor/Chartered Accountant

Seal of the Statutory Auditor/Chartered Accountant Firm

Name of the Signatory of behalf of Statutory Auditor/Chartered Accountant

CA Membership No. of the Signatory

Date:

Note : In case of Consortium Appendix- 4 should be provided for the Lead Consortium member.

APPENDIX-5

NET PROFIT OF THE APPLICANT

(Refer Clause 3.1.2)

S. No.	Financial Year	Net Profit (in Figures) (Rs. in Crore)	Net Profit (in Word)
1.	2014-15		
2.	2013-14		
3.	2012-13		

Certificate from the Statutory Auditor

Based on the authenticated record of the Applicant this is to certify that
(Name of the Applicant) has earned Net Profit as shown above in the respective
Financial Years.

Name of the Statutory Auditor/Chartered Accountant

Seal of the Statutory Auditor/Chartered Accountant Firm

Name of the Signatory of behalf of Statutory Auditor/Chartered Accountant

CA Membership No. of the Signatory

Date:

Note : In case of Consortium Appendix- 5 should be provided for the Lead Consortium Member.

APPENDIX-6

ANNUAL ADVISORY TURNOVER OF THE APPLICANT

(Refer Clause 3.1.3)

S. No.	Financial Year	Annual Advisory Turnover (in Figures) (Rs. in Crore)	Annual Advisory Turnover (in Word)
1.	2014-15		
2.	2013-14		
3.	2012-13		

Certificate from the Statutory Auditor/Chartered Accountant

Based on the authenticated record of the Applicant this is to certify that
(Name of the Applicant) Turnover from the Advisory services as mentioned above in the
respective Financial Years (as defined in 3.1 (3.0)) are true.

Name of the Statutory Auditor/Chartered Accountant

Seal of the Statutory Auditor/Chartered Accountant Firm

Name of the Signatory of behalf of Statutory Auditor/Chartered Accountant

CA Membership No. of the Signatory

Date:

Note : In case of Consortium Appendix- 6 should be provided for the Lead Consortium Member.

**Appendix 7:
Experience of Transaction Advisory
(Refer 5.2, A-1, A-2, A-3)**

Sr. No	Name of the Project	Infrastructure Sector	Name of the Client	Capital cost of the Project	Scope of Advisory Services Completed (Yes/ No)				Status (Completed / Ongoing)	Date of Signing of Concession Agreement/ Developer	Type of Supporting Document	Page Reference No. of supporting document
					Project structuring	Financial Advisory	Legal Advisory	Bid Process Management				
1												
2												
3												
4												
5												
6												

Note:

1. Client Certificate must be provided for experience, wherein it should be clearly stated that the Bidder was involved in the process of project structuring and bid process management till the date of signing of the Concession Agreement. **Self-Certification by the Transaction Advisor shall not be admissible.**
2. Additional paper may be used for more projects.
3. Applicants are advised to give details of the completed transaction advisory of all the projects handled by them. The Applicants will be ranked on the basis of cumulative number of projects handled by them.
4. The **details of each of the Project** given in experience citations chart above will be given in the Project Data Sheet Appendix-7(a) format.
5. The Applicant shall mention the completed projects first followed by ongoing projects.

Appendix-7(a)
Project Data Sheet

Name of the Project/Assignment	
Sr. No. as mentioned in Appendix -7	
Name of the state/location within India	
Name of the location/country, if outside India	
Name & address of the Client with email id:	
Brief description of the project	
Type of services provided	
Duration of the project (from--- to ---)	
Status of the Project (Completed/Ongoing)	
Number of professionals/consultants engaged with core competencies	
Name of Associated partners (If applicable)	
Approximate value of the project (INR)	
Certified that the information given above is correct	

Note: Each project Data Sheet must be followed by relevant client certificates.

Authorised Signature

Appendix 8
Detail of Human Resources
(Refer 5.2, C-1, C-2)

Sl. No	Name of the Professional	Qualification	Institute/ University	Length of Professional Experience	No. of years with the Applicant Firm	Type of Experience Technical/ Legal	Experience Sector (PPP Expert, Financial Expert, Sector Expert, Legal Expert)	No. of PPP Transaction Advisory Assignment worked on	Curriculum Vitae Attached
1									
2									
3									
4									
5									
6									

Note:

1. The Applicant shall mention the Technical Professionals details first followed by Legal Professionals.

Appendix 8(a)
Curriculum Vitae (CV) for Proposed Professional Staff

1. Name of Staff			
2. Date of Birth:			
3. Nationality:			
4. Education Qualification:			
5. Membership of Professional Association:			
6. Countries of Work Experience			
7. Languages	Speak	Read	Write
English			
Hindi			
8. Employment Record			
9. Work Undertaken that Best Illustrates relevant Experience and Capability to handle the Tasks Assigned:			
<p>Name of assignment or project:</p> <p>Client:</p> <p>Name of the Firm Employed with:</p> <p>Year:</p> <p>Location:</p> <p>Main project features:</p> <p>Positions held:</p> <p>Activities performed:</p>			
10. Certification:			
<p>I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes myself, my qualifications, and my experience. I understand that any willful misstatement described herein may lead to my disqualification or dismissal, if engaged.</p>			

[Signature of Professional)

Full name of Authorised Signatory & Signature

Appendix 9
KEY Documents

The following documents will also be part of the Proposal and should be submitted by the Applicants:

- i. The Signed copy of the RFP document and all its amendments and corrigendum, if any.
- ii. Copy of Permanent Account Number (PAN)
- iii. Service Tax Registration Certificate
- iv. Financial Statements consisting of Balance Sheet and P&L Statement for the financial years 2012-13, 2013-14 and 2014-15 with clear information of the Annual Advisory Turnover of the firm.