

Invitation For Qualification – Stage I

for

Development

of

Exhibition-cum-Convention Centre

at Sitapura Industrial Area, Jaipur, Rajasthan

through

Public-Private Partnership

Rajasthan State Industrial Development and Investment Corporation Limited

Udyog Bhawan, Tilak Marg,

Jaipur 302 005

DISCLAIMER

The information contained in this Invitation For Qualification –Stage I (hereinafter referred to as "IFQ-I") provided to the Applicant(s), by the Rajasthan State Industrial Development and Investment Corporation Limited (hereinafter referred to as "RIICO") or any of its employees or advisors, on the terms and conditions set out in this IFQ-I and all other terms and conditions subject to which such information is provided

The purpose of this IFQ-I is to provide the Applicant(s) with information to assist in the formulation of their Applications. This IFQ-I does not purport to contain all the information each Applicant may require. This IFQ-I may not be appropriate for all persons, and it is not possible for RIICO, their employees or advisors to consider the business/investment objectives, financial situation and particular needs of each Applicant who reads or uses this IFQ-I. Each Applicant should conduct its own investigations and analysis and should check the accuracy, reliability and completeness of the information in this IFQ-I and where necessary obtain independent advice from appropriate sources. RIICO, their employees and advisors make no representation or warranty and shall incur no liability under any law, statute, rules or regulations as to the accuracy, reliability or completeness of the IFQ-I.

RIICO may, in their absolute discretion, but without being under any obligation to do so, update, amend or supplement the information in this IFQ-I.

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SCHEDULE OF EVENTS OF IFQ-I

Sr. No.	Event Description	Date
1.	Application Due Date	September 3, 2010 (Up to 3.00 PM) at the Office of the General Manager (Business Promotion), Rajasthan State Industrial Development and Investment Corporation Limited, Room No. 203, 2 nd Floor, Udyog Bhawan, Tilak Marg, Jaipur 302005.
2.	Date and Time of Opening of IFQ-I	4.00 PM on September 3, 2010 at the Board Room, Rajasthan State Industrial Development and Investment Corporation Limited, 1 st Floor, Udyog Bhawan, Tilak Marg, Jaipur 302 005.
3.	Announcement of short-list of Applicants based on IFQ-I by	September 23, 2010

1.0 BACKGROUND

The Rajasthan State Industrial Development and Investment Corporation Limited (RIICO), a body incorporated by the Government of Rajasthan as the state level nodal agency entrusted and empowered to promote industrial development and infrastructure in the State of Rajasthan, proposes to undertake development of the Exhibition-cum-Convention Centre Project through Public-Private Partnership on Design, Engineer, Finance, Construct, Market, Operate, Manage and Transfer basis.

The Project, comprising following broad components, shall be developed on around 42 acre of land situated in the Sitapura Industrial Area, Jaipur, Rajasthan:

Mandatory Components and Minimum Sizes (Indicative):

- o Indoor Exhibition Hall(s) of minimum 10,000 sq mt,
- o Adequate provisioning for minimum 10,000 sq mt of Outdoor Exhibition Space,
- o Multi-Purpose Convention Hall with modular retractable seating arrangement for 500-1000 delegates,
- o Two Meeting Halls of 50 and 30 capacity each,
- o Two Board Rooms of 30 delegates' capacity ,
- o Two VVIP Lounges of 30 delegates' capacity,
- o Administrative and Office Space,
- o Food and Beverages Facilities,
- o Provision of car parking to be made as per RIICO/Local Building Bye-Laws, and
- o Other common and support facilities such as internal roads, street lights, water harvesting system, solid waste disposal, main sewer line, water supply including storage tank(s), transformer, electrical sub-station, green patches etc.

Optional Components (Indicative):

- o Five-Star Hotel: 200 keys hotel, and/or
- o Business Centre.

The land shall be provided on Long Term Lease Basis. Area of land available for optional components shall not exceed ten (10) per cent of the total area of land admeasuring around 42 acre. All construction shall be in accordance with and approval of local authorities and/or RIICO. The total cost of this project comprising mandatory components and a Five-Star Hotel (of 200 rooms) is estimated to be Rs. 200 crores approximately. The mandatory, optional and other requirements and modalities pertaining to the Project in IFQ-I are indicative and may be changed and/or modified by RIICO in the subsequent stage(s) of the bidding process.

The Applicants are encouraged to submit a write-up on the Project concept comprising their suggestions on proposed project components, capacity, facility-wise built-up area, business plan, concession period, and any other aspect of the Project. The Applicant is at liberty to use his own format for the write-up. However, the format of Business Plan to be submitted is enclosed as **Appendix F**.

The scope of work for the private sector participant shall broadly include Planning, Designing, Engineering, Financing, Construction, Marketing, Operation and Management of the Project and recover the investment by earning revenues through various revenue streams during the Concession Period of 30 years (indicative).The private sector participant shall be obligated to provide free usage of the Exhibition-cum-Convention Centre to the Government of Rajasthan/RIICO or their nominated agency or authorized entity for a maximum total period of thirty days in a calendar year. The detailed scope of work and terms of reference shall constitute part of documents pertaining to subsequent stage(s) of the bidding process.

While undertaking development of the Project, latest amended National Building Code of India, other relevant IS Codes and practices, Development Control Rules, FAR Limits, statutory requirements, laws of land, the principles of good industry practices and any other norms as applicable from time to time need to be adhered to.

RIICO is issuing this IFQ-I to invite prospective interested private sector participants for participation in the bidding process (hereinafter referred to as “Applicants”). The subsequent stages of the bidding process may comprise Invitation for Qualification – Stage II and/or Request for Proposal entailing technical and financial proposals or combination of both. For avoidance of doubt it is clarified that this IFQ-I is to only conduct first stage of short-listing of prospective interested private sector participants for participation in subsequent stages of the bidding process. This IFQ-I should not be construed as Tender/Request for Proposal (RFP) in any form and is non-binding on the Government of Rajasthan and/or RIICO, in any manner whatsoever.

2.0 ELIGIBILITY CRITERIA AND EVALUATION PROCEDURE

2.1 Eligibility Criteria:

The Applicant may be a single company or a group of maximum four (4) companies (hereinafter referred to as “Consortium”), coming together to implement the Project. The term Applicant used in this IFQ-I would therefore apply to both a single entity and/or a Consortium.

The Applicant should be fulfilling the following minimum eligibility criteria and must also submit documentary evidence(s) in support of fulfilment of these criteria while submitting the Application(s). Claim without documentary evidence will not be considered. The eligibility criteria and documentary evidence required are as follows:

Sr. No.	Eligibility Criteria	Documentary Evidence to be attached
1.	The Applicant should have minimum net worth of Rs. 50.00 crore (Rupees Fifty Crore) as at March 31, 2010, and	i. Certificate(s) from the statutory auditors specifying the net worth of the Applicant, as at March 31, 2010, and also

		<p>specifying the methodology adopted for calculating such net worth. For the purpose of this IFQ-I, net worth shall mean the sum of subscribed and paid up equity and reserves from which shall be deducted the sum of revaluation reserve, miscellaneous expenditure not written off and reserves not available for distribution to equity shareholders.</p> <p>ii. Audited balance sheet and profit and loss account for the financial year ended March 31, 2010, duly certified by statutory auditor.</p>
<p>2.</p>	<p>A. The Applicant should have aggregate experience of more than five years, during last ten financial years, in operating and managing</p> <p>i. Permanently constructed indoor Exhibition space of at least 2500 sqm , and/or</p> <p>ii. Convention facilities of minimum capacity of 500 delegates, and/or</p> <p>iii. Auditorium(s) of minimum capacity of 300 delegates, and/or</p> <p>iv. Hotel(s) having a minimum of 100 rooms (in single facility).</p> <p style="text-align: center;">or</p> <p>B. The Applicant should have experience of five years or more, during last ten years, in operation and maintenance of projects undertaken as PPP projects on BOT, BOO, BOLT, BOOT or similar basis for</p>	<p>i. Self certification(s) by the Applicant on a non-judicial Non-judicial Stamp paper of Rs.100/-, that the Hotel, Convention Centre, and/or Auditorium for which experience is being claimed is/was operated and managed by the Applicant during the period for which operation and management experience is being claimed.</p> <p>ii. Certificate from the owner/client that the Hotel, Convention Centre, and/or Auditorium for which experience is being claimed is/was operated and managed by the Applicant during the period for which operation and management experience is being claimed.</p> <p>i. Self certification(s) by the Applicant on a non-judicial stamp paper of Rs.100/-, that the project undertaken as PPP project for which operation and maintenance experience is being claimed is/was operated</p>

providing its output or service to a public sector or for providing non-discriminatory access to users in pursuance of its charter, concession or contract, as the case may be. The aggregate cost of such PPP projects should be Rs. 200 crore with cost of each project being at least Rs. 40 crore.	and maintained by the Applicant during the period for which operation and maintenance experience is being claimed. ii. Attested true copies of all relevant charter, concession or contract, as the case may be.
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RIICO reserves the right to verify the claims made by the Applicant and to carry out the capacity assessment of the Applicant and decision of RIICO shall be final in this regard.

Applications submitted by a Consortium should comply with the following additional requirements:

- a. Number of members in a consortium would be limited to maximum of 4;
- b. The Application should contain the information required for each member of the Consortium;
- c. An individual Applicant cannot at the same time be member of a Consortium applying for this Project. Further, a member of a particular Consortium cannot be member of any other Consortium applying for this Project; an undertaking towards this end needs to be submitted by all members;
- d. Members of the Consortium shall nominate one member as the Lead Member. The nomination shall be supported by a Power of Attorney as per the format enclosed at Appendix E;
- e. Members of the Consortium shall enter into a Memorandum of Understanding (MOU) as per the format at Appendix G and duly notarised for the purpose of making and submitting the Application. The MOU shall, inter alia:
 - i. Convey the intent to form a Special Purpose Vehicle, incorporated under the Indian Companies Act, 1956 and with shareholding commitment(s)

as stipulated in this document, to execute the Concession Agreement and implement the Project, in case the Concession to implement the Project is awarded to the Applicant,

- ii. Clearly outline the proposed roles and responsibilities of each member in case of Consortium, at each stage,
 - iii. Commit the minimum equity stake stipulated,
 - iv. Specify the shareholding pattern amongst the members, and
 - v. Include a statement to the effect that all members of the Consortium shall be liable jointly and severally for the execution of the Project in accordance with the terms of the Concession Agreement.
- f. In case of consortium, the Lead Member shall hold at least 26% share in the shareholding, and
- g. The other members of the consortium shall hold a minimum of 11% share each in the shareholding.

In case of a Consortium, the combined net worth and experience of those members, who shall hold at least 26% each in the shareholding should satisfy the above minimum eligibility criteria.

Where the Applicant is a single entity, it may be required to form an appropriate Special Purpose Vehicle, incorporated under the Indian Companies Act, 1956, to execute the Concession Agreement and implement the Project, in case the Concession to implement the Project is awarded to the Applicant.

2.2 Evaluation Committee:

An evaluation committee under the chairmanship of the Managing Director, RIICO shall undertake evaluation. The committee shall determine the approach and methodologies for the issues, which may arise during the referred evaluation exercise and have not been addressed in this IFQ-I. The decision of the Committee shall be final and binding on all the Applicants.

3.0 NUMBER OF APPLICATIONS

Each Applicant shall submit only one (1) Application, in response to this IFQ-I. Any Applicant who submits more than one Application will be disqualified and

cause the disqualification of such other Applications also. The Applicant shall also be responsible and shall pay for all of the costs associated with the preparation of its Application and its participation in the subsequent bidding process.

4.0 VALIDITY OF APPLICATION

The Application shall remain valid for a period of 120 days from the date of its opening or such other extensions agreed to by Applicant. RIICO reserves the right to reject any Application, which does not meet this requirement.

5.0 APPLICATION PREPARATION COST

The Applicant shall be responsible for all the costs associated with the preparation of its Application and its participation in the subsequent bidding process. RIICO will not be responsible or in any way be liable for such costs, regardless of the conduct or outcome of the Application.

6.0 FORMAT AND SIGNING OF APPLICATION

6.1 The Application and all related correspondence and documents should be in the English language. Supporting documents and printed literature furnished by the Applicant with the Application may be in any other language provided that they are accompanied by certified translations of the pertinent passages in the English language. Supporting materials, which are not translated into English, may not be considered. For the purpose of interpretation and evaluation of the Application, the English language translation shall prevail.

6.2 The Applicant shall provide all the information as per this IFQ-I. RIICO would evaluate only those Applications that are received in the required format and are complete in all respects. Each Application shall comprise the following:

- a. Letter Comprising the Application in the format set out in Appendix A
- b. General Information in the format set out in Appendix B
- c. Power of Attorney for Signing of Application set out in Appendix C.
- d. Submissions and Supporting Documents in the format set out in Appendix D.

- e. Power of Attorney for Lead Member of Consortium in format set out in Appendix E.
 - f. Business Plan in the format set out in Appendix F.
 - g. Non-refundable processing fees of Rs. 10,000.00 (Rupees Ten Thousand Only).
- 6.3 The Application, both the original and the copy shall be typed or written in indelible ink and each page shall be initialled by an authorised signatory of the Applicant, as applicable. All the alterations, omissions, additions, or any other amendments made to the Application shall also be initialled by the person(s) signing the Application.

7.0 SEALING AND MARKING OF APPLICATION

- 7.1 The Applicant shall seal the envelopes and prepare one (1) original and one (1) copy of the Application, clearly marked “ORIGINAL” and “COPY” respectively. The envelopes shall then be sealed in a single outer envelope. In the event of any discrepancy between the original and the copy, the original shall prevail.
- 7.2 Each of the envelopes, both outer and inner, must be super scribed with the following information:
- a. Name and Address of Applicant
 - b. Contact person and phone numbers
 - c. "Application for Development of the Exhibition-cum-Convention Centre, Jaipur, Rajasthan, India.”
 - d. **TO BE OPENED IN THE PRESENCE OF EVALUATION COMMITTEE ONLY**
- 7.3 If the envelope is not sealed and marked as instructed above, RIICO assumes no responsibility for the misplacement or premature opening of the contents of the Application submitted and such Application, may, at the sole discretion of RIICO, be rejected.

8.0 APPLICATION DUE DATE

- 8.1 Applications should be submitted before the Application Due Date and time, in the manner and form as detailed in this IFQ-I. Applications submitted by either facsimile transmission (fax) or electronic mail will not be accepted.
- 8.2 RIICO may, in exceptional circumstances, and at its sole discretion, extend the above Application Due Date by issuing an Addendum. Any Addendum thus issued will be sent in writing to all those who have purchased the IFQ-I document and would also be posted on the website www.riico.co.in. The same will also be communicated to those who have downloaded the IFQ-I document from the website and have duly intimated this fact to RIICO giving their particulars including address for communication by fax.
- 8.3 If the Applicant desires visiting the Site of the Project for ascertaining the location, surroundings, or any other matter considered relevant, it will be facilitated.
- 8.4 It would be deemed that by submitting the Application the Applicant has:
- a. made a complete and careful examination of this IFQ-I document, and
 - b. received all relevant information requested from RIICO.
- 8.5 RIICO shall not be liable for any mistake or error on the part of the Applicant in respect of the above.
- 8.6 At any time prior to the Application Due Date, RIICO may, for any reason, whether at its own initiative or in response to clarifications requested by any Applicant, modify the IFQ-I document by the issuance of Addenda. Any Addendum thus issued will be sent in writing to all those who have purchased the IFQ-I document and would also be posted on the website. The same will also be communicated to those who have downloaded the IFQ-I document from the website and have duly intimated this fact to RIICO giving their particulars including address for communication, by fax.

9.0 OPENING OF APPLICATIONS AND CLARIFICATIONS

- 9.1 RIICO would open the Applications on date and venue as specified in schedule to initiate evaluation.

- 9.2 RIICO reserves the right to reject any Application not submitted on time and which does not contain the information/documents as set out in this IFQ-I document.
- 9.3 To facilitate evaluation of Applications, RIICO may, at its sole discretion, seek clarifications in writing from any Applicant regarding its Application. The request for such clarification or substantiation and the response shall be in writing or by facsimile. No material change in the substance of the Application would be permitted by way of such clarification/ substantiation.
- 9.4 Information relating to the examination, clarification, evaluation, and recommendation of the Application shall not be disclosed to any person not officially concerned with the process. RIICO will treat all information submitted as part of the Application in confidence and would require all those who have access to such material to treat the same in confidence. RIICO will not divulge any such information unless it is ordered to do so by any authority pursuant to applicable law or order of a competent court or tribunal, which requires its disclosure.
- 9.5 Applicants may note that RIICO will not entertain any deviations to the IFQ-I at the time of submission of the Application or thereafter. The Application to be submitted by the Applicants would have to be unconditional/unqualified and the Applicants would be deemed to have accepted the terms and conditions of the IFQ-I with all its contents. Any conditional Application shall be regarded as non-responsive and would be liable for rejection.
- 9.6 RIICO may hold the Pre-Application conference, if it is deemed required, the details of the meeting will be separately communicated to the Applicants.
- 9.7 All correspondence / enquiries should be submitted to the following in writing by fax / registered post / courier / e-mail:

The General Manager

Business Promotion

Rajasthan State Industrial Development and Investment Corporation Limited

Udyog Bhawan, Tilak Marg,

Jaipur

Phone: 0141-5113234

Fax: 0141-5104804

E-mail: alokkumar@riico.co.in

- 9.8 Notwithstanding anything contained in this IFQ-I, RIICO reserves the right to accept or reject any Application, or to annul the bidding process or reject all Applications, at any time without any liability or any obligation for such rejection or annulment, without assigning any reasons thereof.

Appendix A

Letter Comprising the Application
(On the Letterhead of the Applicant)

Ref:

Place:

Date:

To

The General Manager (Business Promotion),
Rajasthan State Industrial Development and Investment Corporation Limited
Jaipur – 302 005
E-mail: alokkumar@riico.co.in

Subject: Application for Pre-Qualification (Stage – I) for Development of the Exhibition-cum-Convention Centre Project in the Sitapura Industrial Area, Jaipur, Rajasthan.

Dear Sir,

1. Being duly authorized to represent and act on behalf of (hereinafter referred to as “the Applicant”), and having reviewed and fully understood all of the requirements and information provided and collected, the undersigned hereby submit this Application on behalf of (*Name of Applicant*) for development of the Exhibition-cum-Convention Centre Project in **one (1) original** and **one (1) copy**, with the details, as per the requirements of the IFQ-I.
2. We confirm that this Application is valid for a period of 120 days from the date of its opening or such other extensions agreed to by us.
3. We understand that RIICO is not bound to accept any or all the Applications it may receive.
4. Notwithstanding any qualifications or conditions, whether implied or otherwise, contained in this Application, we hereby represent and confirm that this Application is unqualified and unconditional in all respects and we agree to the terms of the IFQ-I.
5. We declare that we have disclosed all material information, facts and circumstances, which would be relevant to and have a bearing on the evaluation of this Application.

6. We declare that in the event that RIICO discovers anything contrary to our above declarations, it is empowered to forthwith disqualify us and our Application from participation in the bidding process.

Yours faithfully,

For and on behalf of (*Name of Applicant*)

Duly signed and sealed by the Authorised Signatory of the Applicant

(Name, Title and Address of the Authorised Signatory)

Appendix B

General Information

S. No	Particulars	Details
1.	Basic Information	
a)	Name of Company	
b)	Status in the Project	
c)	Address of the corporate headquarters and its branch office(s), if any, in India	
d)	Date of incorporation and/or commencement of business	
e)	Ownership profile of the Applicant (List of stakeholders / members who own 26% or more stocks and their interest in the company)	1. 2. 3.
f)	List of current directors	
2.	Brief Description of the Applicant's core activities, competencies and experience.	
3.	Proposed role of the company in this Project	
4.	Details of Authorised Signatory of the Applicant:	
a)	Name	
b)	Designation	
c)	Address	
d)	Telephone Number	
e)	E-Mail Address	
f)	Fax Number	
g)	Cell/Mobile Number	
5.	Any other relevant information	

Note: In case of a Consortium, the information above (1-5) should be provided for all the members of the consortium in separate sheets.

SIGNATURE _____

NAME _____

DESIGNATION _____

COMPANY _____

DATE _____

Appendix C

POWER OF ATTORNEY FOR SIGNING OF APPLICATION

Photo of Attorney

duly attested by notary public

(On Non-judicial Stamp paper of Rs.100/- duly attested by notary public)

POWER OF ATTORNEY

The General Manager (Business Promotion)

RIICO Ltd., Udyog-Bhawan, Tilak-Marg,

Jaipur, Rajasthan

Know all men by these presents, We.....(name and address of the Applicant) do hereby constitute, appoint and authorise Mr /Ms.....(name and residential address) who is presently employed with us and holding the position of as our attorney, to do in our name and on our behalf, all such acts, deeds and things necessary in connection with or incidental to development of the proposed Exhibition-cum-Convention Centre of Rajasthan State Industrial Development & Investment Corporation Limited (hereinafter referred to as "RIICO") on Public Private Partnership basis, at Sitapura Industrial Area, Jaipur, Rajasthan, in India including signing Application regarding Invitation For Qualification Stage-I and submission of all documents and providing information/responses to RIICO or any government agency or any person in all matters in connection with our Application for development of the Exhibition-cum-Convention Centre Project. .

We hereby agree to ratify all acts, deeds and things done by our said lawful attorney pursuant to this Power of Attorney and that all acts, deeds and things done by our aforesaid attorney shall and shall always be deemed to have been done by us.

Place-----Dated this the _____ Day of _____ 2010

For _____

(Name and designation of the person(s) with authority to authorise.

Accepted

_____Signature)

(Name, Title and Address of the Attorney)

Place ----- Date:

To be attested by Notary Public with Registration No. and Date

Appendix D

Submissions and Supporting Documents with Application

The Applicant must furnish the details for experience as set out below:

1. Details of Operation and Management Experience

In respect of Hotel(s), Exhibition/Convention facilities/Auditorium(s)

Sr. No.	Name of Project/Facility & Address	Name of Client/Owner	Specifications/ Details of the Project/Facility in terms of Rooms/Capacity	Responsibility/ Role Performed/ being Performed	Start Date (Month/Year)	Completion Date (Month/Year)
1.						
2.						
3.						
.						
.						

2. Details of Operation and Maintenance Experience

In respect of projects undertaken as PPP projects on BOT, BOO, BOLT, BOOT or similar basis

Sr. No.	Name of Project/Facility & Address	Name of Client/Owner	Specifications/ Details of the Project/Facility including Cost of the Project	Responsibility/ Role Performed/ being Performed	Start Date (Month/Year)	Completion Date (Month/Year)
1.						
2.						
3.						
.						
.						

3. Net worth as on March 31, 2010

(Rs. In crore)

Description	As on March 31, 20
<i>Net-worth</i>	

4. Supporting Documents

The following documents would need to be submitted to support the Applicant's claim:

- i. Certificate(s) from the statutory auditors specifying the net worth of the Applicant, as at March 31, 2010, and also specifying the methodology adopted for calculating such net worth,
- ii. Audited balance sheet and profit and loss account, duly certified by statutory auditor for the last five financial year (2009-10, 2008-09, 2007-08, 2006-07, and 2005-06),
- iii. Self certification(s) by the Applicant on a non-judicial stamp paper of Rs.100/-, that the Hotel, Convention Centre, and/or Auditorium for which experience is being claimed is/was operated and managed by the Applicant during the period for which operation and management experience is being claimed,
- iv. Certificate from the owner/client that the Hotel, Convention Centre, and/or Auditorium for which experience is being claimed is/was operated and managed by the Applicant during the period for which operation and management experience is being claimed,
- v. Self certification(s) by the Applicant on a non-judicial stamp paper of Rs.100/-, that the project undertaken as PPP project on BOT, BOO, BOLT, BOOT or similar basis for which operation and maintenance experience is being claimed is/was operated and maintained by the Applicant during the period for which operation and maintenance experience is being claimed.,
- vi. Attested true copies of charter, concession or contract, as the case may be, in respect of projects undertaken as PPP projects on BOT, BOO, BOLT, BOOT or similar basis for which operation and maintenance experience is being claimed, and
- vii. Certificate(s) from the statutory auditors specifying the net worth of the Applicant, as at March 31, 2010 and also specifying the methodology adopted for calculating such net worth. For the purpose of this IFQ-I, net worth shall mean the sum of subscribed and paid up equity and reserves from which shall be deducted the sum of revaluation reserve, miscellaneous expenditure not written off and reserves not available for distribution to equity shareholders.

Appendix E

POWER OF ATTORNEY FOR LEAD MEMBER OF CONSORTIUM

(On a Non-judicial Stamp paper of Rs100/- duly attested by notary public)

POWER OF ATTORNEY

To,

The General Manager (Business Promotion)

RIICO Ltd., Udyog-Bhawan, Tilak-Marg,

Jaipur, Rajasthan

Whereas Rajasthan State Industrial Development and Investment Corporation Limited (RIICO), Udyog-Bhawan, Tilak-Marg, Jaipur, Rajasthan has invited Applications from interested parties for the Development of Exhibition-cum-Convention Centre Project in the Sitapura Industrial Area, Jaipur on Design, Engineer, Finance, Construct, Market, Operate, Manage and Transfer basis ("the Project").

Whereas, the members of the Consortium are interested in applying for the Project in accordance with the terms and conditions of the Invitation For Qualification – Stage I, and

Whereas, it is necessary under the Invitation For Qualification – Stage I document for the members of the Consortium to nominate one of them as the Lead Member with all necessary power and authority to do for and on behalf of the Consortium, all such acts, deeds and things as may be necessary in connection with or incidental to the Consortium's application for the Project.

NOW THIS POWER OF ATTORNEY WITNESSETH THAT:

We, M/s. _____, and M/s. _____ (the respective names and addresses of the registered office) do hereby constitute, appoint and authorize M/s. _____ as the Lead Member of the Consortium and as our attorney, to do on behalf of the Consortium, all or any of such acts, deeds or things as may be necessary in connection with or incidental to the Consortium's application for the Project, including signing Application regarding Invitation For Qualification Stage-I and submission of application, participating in conferences, responding to queries, submission of information/ documents and generally to

represent the Consortium in all its dealings with Rajasthan State Industrial Development and Investment Corporation Limited (RIICO), or any other Government Agency or any person, in all matters in connection with the Project.

We hereby agree to ratify all such acts, deeds and things done by the said Lead Member as our said lawful attorney pursuant to this Power of Attorney and that all acts deeds and things done by our aforesaid lawful attorney shall and shall always be deemed to have been done by us/Consortium.

Place ----- Dated this _____ Day of _____ 2010_.

(Executants)

(To be executed by all the members of the Consortium)

Company seal & stamp

Note:

- 1. 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 executant(s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.*
- 2. The executant(s) should submit for verification the extract of the charter documents and documents such as Board Resolution and Power of Attorney in favour of the person executing this Power of Attorney in favour of the Lead Member*

Appendix F

Format for Business Plan

A. Means of Financing:

Debt:Equity	[In ratio]	[In figure]
-------------	------------	-------------

B. Proposed Tariffs:

Proposed tariffs for Convention Centre space, lease rental rates for exhibition space, hotel rooms, etc.

C. Profit & Loss Statement:

Financial Year Ending _____ (Rs. In crore)

Particulars	Construction period			Operation Period		
	Yr. 1	Yr. 2	Yr. 3	Yr. 1	Yr. 2	Up to Yr. 30
Income						
Revenue						
Other Income						
Total Income						
Expenditure						
Operations & Maintenance Cost						
Depreciation						
Total Operating Expenditure						
Profit before Interest & Tax (PBIT)						
Interest on Long Term Debt						
Other Interest						
Profit Before Tax (PBT)						
Tax						
Profit After Tax (PAT)						
Profit Available for Distribution						
Profit Available for Dividends (PAD)						
Balance c/f to Balance Sheet						

D. Projected Cash Flow Statement

(Rs. In crore)

Particulars	Construction period			Operation Period		
	Yr. 1	Yr. 2	Yr. 3	Yr. 1	Yr. 2	Up to Yr. 30
Sources of Income						
Profit After Tax						
Depreciation						
Share Capital						

Long Term Debt						
Other Long Term Sources						
Others (Specify)						
Sub-Total (A)						
Application of Funds						
Capital Expenditure						
Repayment of Long Term Debt						
Repayment of Other Long Term Sources						
Dividend Payment						
Others (Specify)						
Sub-Total (B)						
Opening Cash Balance (C)						
Surplus/(Deficit) (D) = (A) – (B)						
Closing Cash Balance (E) = (C) + (D)						

E. Projected IRR (Post Tax):

(Rs. In crore)

Particulars	Construction period			Operation Period		
	Yr. 1	Yr. 2	Yr. 3	Yr. 1	Yr. 2	Up to Yr. 30
Outflows						
Capital Expenditure (as per Cash Flow statement)						
Others, to be specified (as per Cash Flow statement)						
Sub-Total						
Inflows						
Profit after tax (as per P&L)						
Interest and other finance charges (as per P&L)						
Depreciation (as per P&L)						
Other Non-cash charges (as per P&L)						
Sub-Total						
Projected IRR%					

Appendix G

FORMAT FOR MEMORANDUM OF UNDERSTANDING (MOU)

(On Non – judicial stamp paper of Rs 100/- duly attested by notary public)

This Memorandum of Understanding (MOU) entered into this ____ day of _____ 2010 at _____ Between _____ (hereinafter referred as” _____”) and having its registered office at _____, India **Party of the First Part**

And

_____ (hereinafter referred as” _____”) and having registered office at _____, India **Party of the Second Part**

And

_____ (hereinafter referred as” _____”) and having registered office at _____, India **Party of the Third Part**

And

_____ (hereinafter referred as” _____”) and having registered office at _____, India **Party of the Fourth Part**

The parties are individually referred to as **Party** and collectively as **Parties**.

WHEREAS Rajasthan State Industrial Development and Investment Corporation Limited (RIICO) has invited Invitation for Qualification – Stage I (IFQ-I) from entities interested in Development of Exhibition-cum-Convention Centre Project in Jaipur (hereinafter referred as “Project”).

AND WHEREAS the Parties have had discussions for formation of a Consortium for bidding for the said Project and have reached an understanding on the following points with respect to the Parties’ rights and obligations towards each other and their working relationship.

IT IS HEREBY AS MUTUAL UNDERSTANDING OF THE PARTIES AGREED AND

DECLARED AS FOLLOWS:

1. That the Parties will form a Special Purpose Vehicle (SPV), incorporated under the Indian Companies Act, 1956 and with the shareholding commitments expressly stated. The said SPV shall not undertake any other business during the

Concession Period, to domicile the Project prior to the start of implementation of the Project.

2. That the equity share holding of the Parties in the issued and paid up capital of the SPV shall not be less than as specified in the IFI-I Document, during the Concession Period.
3. That M/s_____, M/s_____, M/s_____, and M/s_____, who are Members of the Consortium commit to hold the following equity stake in the SPV at all times during the Concession Period

S.No	Name of Member	Type of Member	% of shareholding

4. That the shareholding commitments shall be recorded in the Concession Agreement and that any dilution in the equity holding by the Parties in the SPV shall be as per the provisions of the Concession Agreement that will be executed on award of the Project to us.
5. That there shall be no change in the lead member during the entire Concession Period.
6. That the Parties shall carry out all responsibilities as Concessionaire in terms of the Concession Agreement.
7. That the roles and the responsibilities of each Party at each stage of the Bidding shall be as follows:

S.No	Name of Member	Type of Member	Role & Responsibility

8. That the Parties shall be jointly and severally liable for the execution of the Project in accordance with the terms of the Concession Agreement to be executed on award of the Project.
9. That the Parties affirm that they shall implement the Project in good faith and shall take all necessary steps to see the Project through expeditiously. They shall not negotiate with any other party for this Project.
10. That this MOU shall be governed in accordance with the laws of India and courts in Jaipur shall have exclusive jurisdiction to adjudicate disputes arising from the terms herein.

In witness whereof the Parties affirm that the information provided is accurate and true and have caused this MOU to be duly executed on the date and year above mentioned.

Witness:

- 1.
- 2.

First Party

Second Party

Third Party

Fourth Party

Company seal & stamp

Appendix H

BOARD RESOLUTION

" RESOLVED that draft application regarding Invitation For Qualification (IFQ-I) for development of the Exhibition-Cum-Convention Centre in Sitapura Industrial Area, Jaipur, Rajasthan by Rajasthan State Industrial Development and Investment Corporation Limited (RIICO Ltd.) through Public Private Partnership (PPP) placed before the Board and initialed by the Chairman be and is hereby approved and the Shri

....., Chairman or Shri, director of the company is hereby authorized to sign the aforesaid application on behalf of the Board and submit the same to General Manager (Business Promotion) RIICO Ltd., Udyog Bhawan, Tilak Marg, Jaipur, Rajasthan"

"Further Resolved that a certified copy of the above said resolution be submitted by the Chairman of the Company to the RIICO Ltd. to act upon it"

Certified to be true copy

For

Authorized Signatory

Appendix I

**BOARD RESOLUTION FOR MAKING CONSORTIUM TO
IMPLEMENT THE EXHIBITION CUM-CONVENTION CENTRE
COMPLEX PROJECT**

" RESOLVED that consent of the Board of Directors of the Company be and is hereby accorded to apply to Rajasthan State Industrial Development and Investment Corporation Limited (RIICO Ltd.), Jaipur, Rajasthan regarding Invitation For Qualification (IFQ-I) for development of the Exhibition cum-Convention Centre in Sitapura Industrial Area, Jaipur, Rajasthan through Public Private Partnership (PPP) either by it self or through a group of companies (hereinafter referred to as 'consortium') to implement the above said project"

"Further Resolved that a certified copy of the above said resolution be submitted by the Chairman of the Company to the RIICO Ltd. to act upon it"

certified to be true copy

For

Authorized Signatory

Appendix J

**BOARD RESOLUTION FOR EXECUTION OF POWER OF
ATTORNEY IN FAVOUR OF LEAD MEMBER OF
CONSORTIUM**

" RESOLVED that(lead member of consortium) be and is hereby appointed to be the attorney of the Company for the purpose of applying to Rajasthan State Industrial Development and Investment Corporation Limited (RIICO Ltd.) regarding Invitation For Qualification (IFQ-I) for development of the Exhibition cum-Convention Centre in Sitapura Industrial Area, Jaipur, Rajasthan through Public Private Partnership (PPP) and with such powers, authorities and directions embodied in the draft power of attorney, a copy of which is submitted to this meeting and for the purpose of identification" initialed by the Chairman"

"Resolved further that Shri.....and Shri....., the directors of the Company be and are hereby authorized to execute the said power of attorney on behalf of the Company in favour of(lead member of Consortium) and that the Common Seal of the Company be affixed thereto in their presence. "

" Resolved that a certified copy of the above said Resolution be submitted by the Chairman of the Company to the RIICO Ltd. to act upon it. "

Certified to be true copy

For

Authorized Signatory