

EXPRESSION OF INTEREST

INVITATION TO PARTNER WITH GOVT OF KERALA AND THE KERALA STATE INDUSTRIAL DEVELOPMENT CORPORATION LTD

For

Participation in the below detailed Bid invited by Airport Authority of India for 'Concession for operations, management and development of Thiruvananthapuram International Airport'

The Airport Authority of India (AAI) has decided to undertake open international competitive bidding process for the operations, management and development of Thiruvananthapuram International Airport (the "Airport") in accordance with RFP and the Draft Concession Agreement issued by AAI.

Govt of Kerala (**GOK**) intend to participate in the bid through a consortium with Kerala State Industrial Development Corporation (KSIDC) and other suitable consortium partners. Expressions of Interest ("EOIs") are hereby invited from interested parties ("**Applicant**" / "**Respondent**") for a potential consortium partnership with GOK and KSIDC.

Details of the said bid released by AAI (Airport Bid) are available in the RFP published in the Central Public Procurement Portal (RFP) (visit <https://etenders.gov.in>)

It is the intent of the GOK to partner with Companies/Institutions to operate, develop and manage the Airport. The prospective partners should be eligible to join the consortium, as per the RFP.

The selected partner(s) will be given the opportunity for participation in the Airport bid as a partner providing capital in the Consortium with GOK and KSIDC

The selected consortium partner will have to comply with various procedural requirements as stipulated in the RFP

GOK HAS THE RIGHTS, AS PER THE RFP, TO MATCH THE BID WINNER IF ITS BID IS LOWER BY MAXIMUM 10% OF THE WINNING BID (Right of First Refusal or ROFR)

GOK/KSIDC has engaged Technical, Financial & Legal Consultants to render professional support for participation in the Airport Bid.

It is clarified that a maximum of four bidders will be selected as partners to join the consortium. GoK/ KSIDC reserve the right to limit the selection of the partner (s) to join the consortium as members with minority shareholding less than that of GoK shareholding of 26%.

Respondents to this invitation of EOI shall have a minimum net worth of Rs.500 Crore during the last three financial years, when calculated as per the norms for calculation of net worth as given in the RFP. In the case of a funding institution, "ACI" as defined in the RFP will replace, "net worth".

Respondents to this invitation of EoI shall have the capacity to invest Rs. 150 to Rs.200 crore immediately.

Interested Applicants must submit:

1. Duly executed EOIs in the format set out in Annexure A;
2. A profile of the Applicant;
3. Documentary evidences and affidavit confirming compliance of various conditions and stipulations for being eligible to be a consortium member as per the RFP;
4. Proof of networth at the close of immediate previous three financial years (for prospective partners): Certificate as per the format in Annexure--B issued by a practicing Chartered Accountant;
5. Copy of the Annual Report of the last financial year; and,
6. Copy of audited annual accounts for the last three financial years.

GOK/KSIDC reserve the right to insist on the submission of any other document(s)/details related to the prospective partners as deemed necessary

It is made clear to the intending respondents that the requirements, conditions and stipulations etc. as per the RFP will prevail, in the case of any conflict between the provisions of the RFP and this invitation for EOI.

EOI submissions shall be by post or delivered physically to the following postal address; or scanned copy of documents, duly signed by the authorised signatory may be sent by e-mail to jyothikumar@ksidcmail.org, with copy to md@ksidcmail.org latest by **5.00 P.M., Indian Standard Time, on Friday , the First of February 2019.**

For clarifications, please contact:

Mr. B. Jyothikumar,
Executive Director,
Kerala State Industrial Development Corporation Ltd.,
Keston Road, Kowdiar,
Thiruvananthapuram, KERALA STATE
INDIA
PIN- 695 003
Mob: 00 91 9544098891

Submissions of EOI should clearly set out the subject as “*Expression of Interest for Partnership for Trivandrum Airport Bid*”.

N.B:

1. Changes/ modifications/ additional information etc. in the matter as highlighted in this invitation for EOI will only be available at the website of the Kerala State Industrial Development Corporation: No advertisement or other communication through any other media will be made;
2. Unless any changes/ modifications etc. to this invitation for EOI are specifically made, the terms of this invitation for EOI shall be final and binding on all Applicants.
3. If, at any time during the process relating to the Bid, GOK/KSIDC determines (at its sole discretion) that any Applicant does not fulfil one or more of the stipulated conditions, then GOK/KSIDC shall have the right to immediately cease to engage with such Applicant without providing any reasons or incurring any liability whatsoever.
4. GOK / KSIDC reserves the right, at its sole discretion, to reject all or any of the EOIs, without providing any reasons or incurring any liability whatsoever. GOK / KSIDC reserves the right to suspend, terminate or modify the process for identification of Partner and /or choose not to pursue the Bid without providing any reasons or incurring any liability whatsoever.
5. GOK / KSIDC shall identify, among respondents to the EOI, the selected respondents with whom they shall engage for potential Bid partnership, sharing of responsibilities for the Bid evaluation and sharing of management responsibilities if the potential consortium is chosen as a successful bidder. The discussions will be documented as part of the 'Joint Bidding Agreement'
6. This invitation for expression of interest shall be governed by the laws of India and the courts at Kerala shall have exclusive jurisdiction.

Sd/-
MANAGING DIRECTOR,
KSIDC

Thiruvananthapuram
25.01.2019

Annexure A – Format of Expression of Interest

[On the letter head of the Applicant]

(Date)

The Managing Director,
Kerala State Industrial Development Corporation Ltd.,
Keston Road, Kawdiar,
Thiruvananthapuram
Kerala State,
INDIA
PIN- 695 003

Subject: Invitation for Expressions of Interest for partnership with Government of Kerala (GOK) and Kerala State Industrial Development Corporation Ltd. (KSIDC) for participation in the Bid invited by Airport Authority of India for the Concession for operations, management and development of Thiruvananthapuram International Airport

Sir,

We refer to the advertisement in ---- dated ---- and on your website, inviting Expression of Interest (“**EOI**”) for the above Bid

We hereby confirm that we are desirous of participating in the Bid as Consortium Partner to GOK and, and would like to submit this expression of interest (“**EOI**”)

We confirm that we have understood the terms and conditions applicable to the submission of EOI. We confirm and undertake that the information furnished by us in this EOI and supporting documents is true, correct, complete, and accurate.

We confirm that we fulfil each and all of the ‘eligibility criteria’ as mentioned in the invitation for EOI. Please find attached our profile along with the documents in support of our submission, which are listed below:

Our networth/net profits for different years, as certified by practicing Chartered Accountant are as follows:

We agree, acknowledge and declare that:

- (a) The person signing this EOI and other supporting documents is an authorized signatory who is supported by necessary board resolutions/authorization letter of the applicant (*as enclosed*);
- (b) The Applicant has not been debarred or restrained by any regulatory authority from making investments;
- (c) The Applicant shall maintain confidentiality of the information received and discussions conducted as part of the process relating to the Bid and shall not use such information to cause any undue gain or undue loss to itself or any other person.

With respect to proposed Bid , we agree and confirm GOK that:

- (a) We are aware that the consummation of any transaction pursuant to the process initiated by this EOI will be subject to requisite approvals, including, the approval of the GOK and the respective GOK companies who are party to the Bid,
- (b) If we are found not meeting any of the eligibility criteria at anytime during the Bid process, GOK shall have the right, exercisable at its sole discretion, to forthwith terminate our involvement in the proposed Bid. We will promptly intimate GOK of any material adverse change or any ineligibility in respect of the conditions set out in the Invitation for EOI issued by GOK/KSIDC, including any developments that impact our ability to fulfill obligations as envisaged pursuant to the proposed Joint Bidding Agreement;
- (c) GOK/KSIDC reserves the right to request for additional information or clarification(s) from us for the purposes of the EOI and we shall promptly comply with such requirements;
- (d) GOK/KSIDC reserves the right to determine at its sole discretion, whether or not we are eligible for the proposed transaction and may reject the EOI submitted by us without assigning any reason or without incurring any liability whatsoever;
- (e) We have provided, and will provide, all information and data during the Bid process, in a manner that is true, correct, accurate and complete and no such information, data or statement provided by us is (nor, when provided, will it be) inaccurate or misleading in any manner; and
- (f) GOK reserves the right to suspend, terminate or modify the process under this EOI or subsequent steps at any time, including deciding not to participate in the Bid, without providing any reasons or incurring any liability whatsoever.

Yours sincerely,

On behalf of

[*name of applicant*]

Signature:

Annexure- B

CERTIFICATE OF NET WORTH

This is to certify that the Net Worth of _____ as at the end of financial years ----,-----, and ----- was INR -----,-----,----- respectively (-----, -----,----- *-in words.*)

Net Worth was calculated in accordance with the methodology set out in Clause 2.2.3 (b) of the Request for Proposal (RFP) document and based on the audited financial statements of _____ for the financial year above financial years.

Name of Authorised Signatory

Name of Firm

Date:

Company Seal