

EOI to be released in the newspaper

**GARHWAL MANDAL VIKAS NIGAM LTD (GMVN)
Dehradun, Uttarakhand**

**Expression of Interest (EOI) to Build, Operate & Manage Tourist Cottage
Complex at Ganeshpur in Uttarkashi, Uttarakhand**

Garhwal Mandal Vikas Nigam Limited (GMVNL) proposes to develop Tourist Cottage Complex at Ganeshpur in Uttarkashi through Public Private Partnership (PPP) mode in Build, Operate & Transfer (BOT) basis.

GMVNL invites Expression of interest (EOI) from international/national chain of Hotels or reputed developers. The land shall be provided by the government on long term lease basis.

The detailed terms and conditions of EOI are available on www.upppc.org or can also be collected from the office of The Managing Director, Garhwal Mandal Vikas Nigam Ltd, 74/1 Rajpur Road, Dehradun - 248001, Uttarakhand.

Application shall be sealed and must be submitted through registered / speed post only at the address given above by 5.00 PM of July 19, 2010.

Sd/-
Managing director

GARHWAL MANDAL VIKAS NIGAM LIMITED
UTTARAKHAND

DETAILED EXPRESSION OF INTEREST (EOI) TO BUILD, OPERATE & MANAGE
TOURIST COTTAGE COMPLEX AT GANESHPUR IN UTTARKASHI,
UTTARAKHAND

1. Introduction:

- I. GMVN proposes to build Tourist Cottage Complex at Ganeshpur in Uttarkashi over an area of 6136.88 sq mtr approx.
- II. The land would be sub-leased by GMVN on long term or leave-license basis and the interested Private Operators would be invited to build, operate & maintain Tourist cottage Complex and other amenities.
- III. The proposed Tourist Cottage Complex would provide following facilities:
 - Accommodation facilities to the tourist
 - Food and beverages service
 - Transport facilities to tourist on demand
 - Glass house, water body, children park & machan tree houses
- IV. Based on the business model of the private developer following additional facilities could also be introduced:
 - Food court
 - Internet facilities
 - Telephone facilities
 - Tour packages
 - Online booking
 - Display and sale of local handicraft

2. Location:

- I. The land for the proposed project is located at Ganeshpur in Uttarkashi.
- II. The total area for the proposed project is 6,136.88 sq mtr.

3. Broad Scope of Work :

The scope of work for the Private Partner will include:

- I. Develop / construct Tourist Cottage Complex as per agreed terms throughout the concession period

- II. Operation and maintenance of Tourist Cottages
- III. Compliance with all regulatory/legal requirements
- IV. Take all clearances and approvals for the Project
- V. To achieve the Service Levels agreed with Garhwal Mandal Vikas Nigam Ltd.
- VI. Avoid unauthorized usage of project infrastructure
- VII. Maintain an online booking system showing reservation status on real time basis
- VIII. Revenue sharing with Garhwal Mandal Vikas Nigam
- IX. Create and maintain "Green" area
- X. Collection and disposal of solid waste in scientific manner without polluting the surrounding areas and adjacent river Bhagirathi

4. Government Concession

- I. GMVN would provide the land on long term lease basis to the Private Partner for the concession period.
- II. The concession period is thirty (30) years extendable based on achievement of service levels.

5. Invitation for EOI

5.1 Interested International / National Independent Legal entities including Joint Ventures, Consortia etc meeting the following criteria may submit the Expression of Interest (EOI). The Applicants meeting the following technical and financial experience shall be eligible to apply for the Project :

- I. Minimum three (3) years experience of private partner in development, operation & maintenance of the Hotels, cottages, tourist bungalows, Guest houses, restaurants and resorts.
- II. **Networth Criteria:** Minimum networth of individual Applicant or Consortium should be Rs. 70.00 Lakhs as on 31st March 2009 as per annual audited financial statements.

- III. **Turnover Criteria:** Minimum annual average turnover of individual Applicant or Consortium for the last three completed financial years should be Rs. 100.00 Lakhs.

6. CONSORTIUM

- I. Applications submitted by a consortium must comply with following requirements:
 - a) The number of Consortium members shall not exceed three.
 - b) Each of the members, whose technical and financial capabilities will be evaluated for the purposes of the EOI, shall subscribe to 26% (twenty six per cent) or more of the paid up equity of the consortium and shall further commit that each such member shall, for a period of 2 (two) years from the date of commercial operation of the Project continue to hold equity share capital not less than 26% (twenty six per cent) of the paid up equity share capital of the consortium.
 - c) The consortium shall furnish a Memorandum of Understanding (MOU) on non judicial Stamp Paper of minimum Rs. 100/- as per the format provided in this document, which shall be legally binding on both the members. The MOU for the consortium shall state the responsibility regarding the technical and financial arrangements in respect of each member in the consortium. The MOU should be valid for a minimum period of 360 days from the date of submission of the EOI.
 - d) One of the members shall be nominated as the Lead member to act on behalf of the others as their representative for bidding and implementation of the project.
 - e) This authorization shall be evidenced by submitting a Power of Attorney signed by legally authorized signatories of both the members as per format shown in this document. Change of the Lead Member would not be allowed under any circumstance.
 - f) A firm can be a member in only one consortium; if a firm participates in more than one application, all applications of which it is a part would be summarily rejected.
 - g) All members of the Consortium shall however, be liable jointly and severally, for the execution of the project in accordance with the terms of the Agreement.

7. SPECIAL PURPOSE VEHICLE (SPV) AND EQUITY LOCK IN

- I. In case a consortium emerges as the selected applicant, the members must incorporate a Special Purpose Vehicle (SPV) under the Companies Act 1956, within 30 days of issue of the Letter of Acceptance (LOA) by GMVN for implementation of the project. It is clarified that GMVN will

execute the PPP Agreement only with the SPV and not the consortium members.

- II. A sole applicant, if selected, also has the option of implementing the project by floating a Special Purpose Vehicle¹ (SPV) specifically for the project, subsequent to the issue of LOA by GMVN.
- III. In case of a SPV formed by a consortium as mentioned above, the Lead Member shall compulsorily hold at least 26% (twenty six percent) of the total paid-up equity share capital of the SPV for at least three years from the date of issuance of LOA. In case the Lead Member or bidding company is holding equity through Affiliate/s such restriction shall apply to such entities.

8. COST OF SUBMITTING THE APPLICATION

- I. The applicant shall bear all costs associated with the preparation and submission of its responses to the EOI and GMVN will in no case be responsible or liable for those costs, regardless of the conduct or outcome of the bidding process.
- II. The applicant is expected to examine all instructions, forms, terms and conditions in the EOI document. Failure to furnish all information required by the EOI or submission of an application not substantially responsive to the EOI documents in every respect will be at the applicant's risk and may result in the rejection of his application.

9. LANGUAGE OF APPLICATION

- I. The application, as well as all correspondence and documents relating to the application exchanged by the applicant and GMVN shall be written in English language. Any printed literature furnished by the applicant written in another language must be accompanied by a translation of its pertinent passages in the English language duly authenticated by the applicant, in which case, for purposes of interpretation of the application, the translation shall govern.

10. FORMAT AND SIGNING OF APPLICATION

- I. The contents of the application shall be typed or written in indelible ink and shall be signed by the applicant or a person or persons duly authorized to bind the applicant to the contract. The Authorized Signatory shall initial all pages of the application.
- II. The applicant shall submit a General Power Of Attorney issued by a Resolution passed by the Board of Directors of the Applicant (or Lead Member in case of a Consortium) duly authenticated by putting affixing a Company Seal and further duly notarized, in favor of the Authorized Signatory of the Application indicating that the specified person has the

authority to sign the application, and confirming that the application is binding upon the applicant during the full period of its validity.

- III. Any interlineations/ corrections shall only be valid if the Authorized Signatory initials them.

11. Last date for submission:

Applications should be submitted before 1700 hours IST on July 19, 2010 i.e. Application Due Date.

Garhwal Mandal Vikas Nigam Limited may, in exceptional circumstances, and at its sole discretion, extend the Application Due Date by issuing an Addendum uniformly for all Applicants.

12. Late Applications:

Any Application received after the Application Due Date and time shall not be accepted by Garhwal Mandal Vikas Nigam Limited. Any such Application received after the Application Due Date shall be summarily rejected and returned unopened.

13. Submission of Application:

- 13.1 All applications shall be submitted in sealed envelopes. Applications submitted either by facsimile transmission or e-mail shall not be acceptable.

The envelopes shall clearly bear the following identification:

“APPLICATION FOR EXPRESSION OF INTEREST (EOI) FOR BUILD, OPERATE & MANAGE TOURIST COTTAGE COMPLEX AT GANESHPUR IN UTTARKASHI, UTTARAKHAND”

If the envelope is not sealed and marked as instructed above, Garhwal Mandal Vikas Nigam Limited 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 Garhwal Mandal Vikas Nigam Limited, be rejected.

- 13.2 All the Applicants are entitled to submit one Application either as an individual or as a member of Consortium. An Applicant cannot submit an Application in response to this EOI both as an individual and as a member of Consortium. In case an Applicant submits more than one Application in response to this EOI then all the Applications submitted by the Applicant would be rejected.

13.3 Address for submission of Application:

All applications should be submitted in a sealed envelope on the following address:

The Managing Director
Garhwal Mandal Vikas Nigam Ltd,
74/1 Rajpur Road,
Dehradun - 248001,
Uttarakhand.

APPLICATION FORMS and FORMATS

A. Instructions:

- (i) Strike out whichever is not applicable.
- (ii) The applicant or his duly authorized signatory should initial all pages of the application.
- (iii) The Authorized signatory of the applicant should initial all interlineations, erasures overwriting, additions and alterations in this form.
- (iv) Where necessary, information may be furnished on separate sheets, which should be signed by the applicant or his duly authorized agent.

B. Documents to be submitted as part of the Application:

- (i) Letter of Application, duly completed and signed by the Applicant (as per Attachment Form A)
- (ii) General Information about the Applicant (as per Attachment Form B) with Company profile, Memorandum and Articles of Association, etc.
- (iii) Memorandum of Understanding (applicable if an application is submitted by a Consortium of Firms) (as per Attachment Form C)
- (iv) Power Of Attorney for appointing Lead Member (applicable for a Consortium) (as per Attachment Form D)
- (v) Power Of Attorney in favour of the Authorised signatory to application documents duly attested by public notary (as per Attachment Form E)
- (vi) Information for Technical Qualification (as per Attachment Form F) including supporting details
- (vii) Information for Financial Qualification (as per Attachment Form G) including Audited Annual Reports for the last three financial years

Letter of Application

{To be printed on the authorised Letterhead of the Applicant (in case of sole applicant) or the Lead Consortium Member, including full postal address, telephone, faxes and e-mail address}

Date:

To
The Managing Director
Garhwal Mandal Vikas Nigam Ltd
74/1 Rajpur Road,
Dehradun - 248001, India

Subject: *Build, Operate & Maintain Tourist Cottage Complex At Ganeshpur in Uttarkashi.*

Sir,

Having examined the EOI documents and your requirements, the receipt of which is hereby acknowledged, we, the undersigned, offer to accept the proposal in full conformity with the said EOI documents.

We submit this Application as the sole applicant/ consortium¹². The names and roles²³ of the consortium members are given below. Memorandum of Understanding (MOU) between the members of the consortium and Power of Attorney in favour of the Lead Member is also enclosed with our application.

- 1.
- 2.
- 3.

We are enclosing herewith other requisite information in forms and attachments as specified in the EOI document.

We declare that the information stated above and enclosed attachments is complete and absolutely correct and any error or omission therein, accidental or otherwise, will be sufficient for the GMVN to reject our application.

We understand that you are not bound to accept this or any application you may receive.

¹ Please delete the option that is not applicable

² Please mention Lead Member, Other Member etc. as appropriate against each name.

Dated this _____ day of _____ 2010

(Name & Signature of Authorised Signatory) _____ In the
capacity of _____ (position) duly authorized to sign this
application for and behalf of _____ (name of
sole applicant/ lead member of the consortium)
_____ (Address)

General Information about the Applicant

S.No	Details	
1.	Full Name of the Sole Applicant/ Lead Member of the Consortium: (in Block Letters)	
2.	Applicant's Constitution (Public Limited Co. / Pvt. Ltd. Co.)	
3.	Applicant's Registered Office and Place of Business	
4.	Applicant's Telephone No. Fax No. E-mail address	
5.	Name & Address of Directors of the Company (Provide names, office & residence addresses Telephone no's, fax no's, e-mail, profession / Business engaged in etc.)	
6.	<ul style="list-style-type: none"> • Company profile of each member giving details of current activities • background of promoters • management structure including evidence of incorporation, Memorandum of Association (MOA) & Article of Association (AOA) 	

Note: *Similar information in respect of the other Members of the Consortium should be attached as Form B1*

Memorandum of Understanding (MoU)

(To be executed by and between the Consortium Members, as applicable on Requisite Non Judicial Stamp Paper of Rs.100 and duly notarized)

The applicant has the flexibility to follow any format for the MoU. However, the MoU should at least cover the following items:

- Nomination and agreement of Lead Member by each of the other consortium member(s)
- Roles of each member of the consortium
- Equity participation commitment by each member of the consortium and total Shareholding pattern in the proposed SPV if the project is awarded to them
- Lock in period for equity for each member
- Mechanism for decision making in the consortium and dispute resolution
- Validity period of the MOU (minimum 360 days from the date of submission of this EOI)

Format of Power of Attorney for Appointing the Lead Member

(To be executed on Requisite Non-Judicial Stamp Paper of Rs.100 and duly notarised)

KNOW ALL MEN by these presents that we, _____ [name of the company], a company incorporated under the Companies Act 1956, having its Registered Office at [address of the company] (hereinafter referred to as "Other Member 1") and _____ [name of the company], a company incorporated under the Companies Act 1956, having its Registered Office at [address of the company] (hereinafter referred to as "Other Member 2"):

WHEREAS M/s _____, M/s _____ and M/s _____ (insert name and registered office address of all the members) are forming a Consortium to submit their application in response to the Expression of Interest ("EOI") for ***Build, Operate & Maintain Tourist Cottage Complex At Ganeshpur in Uttarkashi,*** (the "Project") and is desirous of appointing an attorney for the purpose thereof.

NOW KNOW WE ALL BY THESE PRESENTS, that M/s _____[name of the Other Member 1] and M/s _____[name of the Other Member 2] do hereby nominate, constitute and appoint M/s _____[name the Lead Member company] as its/their true and lawful Attorney to do and execute all or any of the following acts, deeds and things for the Consortium in its/ their name and on its/ their behalf, that is to say:

- To act as the Lead Member of the Consortium for the purposes of the Project;
- In such capacity, to act as the Consortium's official representative for submitting the application for the Project and other relevant documents in connection therewith.
- To sign all papers for all proposals, offers, Project documents, necessary documents, papers, applications, representations and correspondence necessary and proper for the purpose aforesaid;
- To procure tender documents, receive and make inquiries, make the necessary corrections and clarifications to the Project documents, as may be necessary;
- To sign and execute contracts relating to the Project, including variation and modification thereto;
- To represent the Consortium at meetings, discussions, negotiations and presentations with GMVN, Government Authorities, Competent Authorities and other Project related entities;
- To receive notices, instructions and information for and on behalf of the Consortium;
- To do all such acts, deeds and things in the name and on behalf of the Consortium as necessary for the purpose aforesaid.

AND the Consortium hereby covenants with the said Attorney to ratify and confirm all and whatever the attorney may lawfully do or cause to be done by virtue of these presents.

IN WITNESS WHEREOF the Consortium member(s) puts its/ their hand and seal to this Power of Attorney on this [day, month & year]

The common seal of [name of the Other Member 1] was hereunto affixed pursuant to a resolution passed at the meeting of Committee of Directors held on the ____day of _____, 2010 in the presence of [name & designation of the person] and countersigned by [name & designation of the person] of the Company of [name of the company]

)
)
)
)-----
) [name & designation of the person]
)
)
)-----
) [name & designation of the person]

The common seal of [name of the Other Member 2] was hereunto affixed pursuant to a resolution passed at the meeting of Committee of Directors held on the ____day of _____, 2010 in the presence of [name & designation of the person] and countersigned by [name & designation of the person] of the Company of [name of the company]

)
)
)
)-----
) [name & designation of the person]
)
)
)-----
) [name & designation of the person]

Power of Attorney for signing of Application

Know all men by these presents, We..... (name of the firm and address of the registered office) do hereby irrevocably constitute, nominate, appoint and authorise Mr/ Ms (name), son/daughter/wife of and presently residing at, who is presently employed with us/ the Lead Member of our Consortium and holding the position of , as our true and lawful attorney (hereinafter referred to as the "Attorney") 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 application for pre-qualification and submission of our bid for **Build, Operate & Maintain Tourist Cottage Complex At Ganeshpur in Uttarkashi,** proposed by the GMVN, Government of Uttarakhand (the "Authority") including but not limited to signing and submission of all applications, bids and other documents and writings, participate in Pre-Applications and other conferences and providing information/ responses to the Authority, representing us in all matters before the Authority, signing and execution of all contracts including the Concession Agreement and undertakings consequent to acceptance of our bid, and generally dealing with the Authority in all matters in connection with or relating to or arising out of our bid for the said Project and/ or upon award thereof to us and/or till the entering into of the Concession Agreement with the Authority.

AND we 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.

IN WITNESS WHEREOF WE,, THE ABOVE NAMED PRINCIPAL HAVE EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF 2....

For

(Signature, name, designation and address)

Witnesses:

1.

(Notarised)

2.

Accepted

.....

(Signature)

(Name, Title and Address of the Attorney)

Notes:

- *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 and when it is so required, the same should be under common seal affixed in accordance with the required procedure.*
- *Wherever required, the Applicant should submit for verification the extract of the charter documents and documents such as a board or shareholders' resolution/ power of attorney in favour of the person executing this Power of Attorney for the delegation of power hereunder on behalf of the Applicant.*
- *For a Power of Attorney executed and issued overseas, the document will also have to be legalised by the Indian Embassy and notarised in the jurisdiction where the Power of Attorney is being issued. However, the Power of Attorney provided by Applicants from countries that have signed the Hague Legislation Convention 1961 are not required to be legalised by the Indian Embassy if it carries a conforming Appostille certificate.*

Information for Technical Qualification

The Applicant (in case of sole firm) or any one of the members (in case of a consortium) must showcase relevant experience in developing & maintaining the similar projects to fulfil the technical eligibility criteria. For this purpose, the applicant must present relevant information in the following format.

i) Overall Experience of the bidder in developing Hotels, cottages, tourist bungalows, Guest houses, restaurants, and similar project in past five years:

S No	Location	Brief Description	Commencement date of operation	Type of experience Development, Operation and Maintenance	Documents attached

The applicant shall submit the following information:

1. Certificate of Incorporation
2. Service Tax Registration Copy
3. Any other proof which shows the existence of the organization in the relevant business for last 5 (five) years

Certificate:

We declare that all information stated in the table above and all details/ documents attachment are complete and absolutely correct and any error or omission therein, accidental or otherwise, will be sufficient for the GMVN to reject our application.

Dated this ____ day of _____ 2010

(Name & Signature of Authorised Signatory)_____

In the capacity of _____ (position) duly authorized to sign this application for and behalf of _____ (name of sole applicant/ lead member of the consortium)
_____ (Address)

Information for Financial Qualification

The Average aggregate Turn Over or Net Worth of the applicant or any one of the consortium members as per the previous year's audited Annual Reports should be presented, and certified by a Chartered Accountant /Statutory Auditor (CA). The Net Worth shall mean 'paid-up capital' plus 'free reserves' generated out of genuine profits only.

Firms must certify this information by the relevant CA. The copies of the relevant audited Annual Reports for last 3 (three) years must be submitted along with the CA's certificate.

Name of Firm / Member of Consortium:

TURN OVER

Description	Annual Turnover (Rs Lakhs)		
	2009-10	2008-09	2007-08
Operating Revenue			

Balance Sheet of the relevant to be attached (in case of the consortium Balance Sheet of all members of the consortium)

NET WORTH

Description	As on 31 st March 10
Paid up Capital	
Free reserves	
Total	