

## **5. Eligibility of Applicants:**

5.1. For determining the eligibility of Applicants for their pre-qualification hereunder, the following shall apply:

5.1.1. The Applicant may be a single entity or a group of entities, coming together to implement the Project (the "Consortium"). However, no Applicant applying individually or as a Member of a Consortium, as the case may be, can be member of another Applicant. The term Applicant used herein will apply to both a single entity and a Consortium.

5.1.2. An Applicant may be a natural person, private entity, or any combination of them with a formal intent to enter into an agreement or under an existing agreement to form a Consortium. A Consortium shall be eligible for consideration subject to the conditions set out in EoI document.

5.1.3. An Applicant shall not have a conflict of interest (the "Conflict of Interest") that affects the Bidding Process. Any Applicant found to have a Conflict of Interest shall be disqualified. An Applicant shall be deemed to have a Conflict of Interest affecting the Bidding Process, if:

- A. the Applicant, its Member or Associate (or any constituent thereof) and any other Applicant, its Member or any Associate thereof (or any constituent thereof) have common controlling shareholders or other ownership interest:

Provided that this disqualification shall not apply in cases where the direct or indirect shareholding of an Applicant, its Member or an Associate thereof (or any shareholder thereof having a shareholding of not more than 10% (ten percent) of the paid up and subscribed share capital of such Applicant, Member or Associate, as the case may be) in the other Applicant, its Member or Associate, as the case may be, is not more than 10% (ten percent) of the subscribed and paid up equity share capital thereof:

Provided further that this disqualification shall not apply to any ownership by a bank, insurance company, pension fund or a public financial institution referred to in section 2(72) of the Companies Act, 2013.

For the purposes of this Clause, indirect shareholding held through one or more intermediate persons shall be computed as follows:

- a. where any intermediary is controlled by a person through management control or otherwise, the entire shareholding held by such controlled intermediary in any other person (the "Subject Person") shall be taken into account for computing the shareholding of such controlling person in the Subject Person; and
- b. subject always to sub-clause a. above, where a person does not exercise control over an intermediary, which has shareholding in the Subject Person, the computation of indirect shareholding of such person in the Subject Person shall be undertaken on a proportionate basis:

Provided that no such shareholding shall be reckoned under this subclause b. if the shareholding of such person in the intermediary is less than 26% (twenty six percent) of the subscribed and paid up equity shareholding of such intermediary; or

- B. A constituent of such Applicant is also a constituent of another Applicant; or
- C. Such Applicant, or any Associate thereof receives or has received any direct or indirect subsidy, grant, concessional loan or subordinated debt from any other Applicant, or any Associate thereof or has provided any such subsidy, grant, concessional loan or subordinated debt to any other Applicant, its Member or any Associate thereof; or
- D. Such Applicant has the same legal representative for purposes of this Application as any other Applicant:

Provided that, for the purpose of this Clause, the term 'legal representative' shall include the holder of a power of attorney; or

- E. Such Applicant, or any Associate thereof has a relationship with another Applicant, or any Associate thereof, directly or through common third party/ parties, that puts either or both of them in a position to have access to each other's information about, or to influence the Application of either or each other; or
  - F. Such Applicant, or any Associate thereof has participated as a consultant to MRIDC in the preparation of any documents, design or technical specifications of the Project.
- 5.1.4. An Applicant shall be liable for disqualification if any legal, financial or technical adviser of MRIDC in relation to the Project is engaged by the Applicant, its Member or any Associate thereof, as the case may be, in any manner for matters related to or incidental to the Project. For the avoidance of doubt, this disqualification shall not apply where such adviser was engaged by the Applicant, its Member or Associate in the past but its assignment expired or was terminated 6 (six) months prior to the date of issue of this EoI document. Nor will this disqualification apply where such adviser is engaged after a period of 2 (Two) years from the date of commercial operation of the Project.
- 5.1.5. Government of India has issued guidelines for qualification of bidders seeking to acquire stakes in any public sector enterprise through the process of disinvestment. These guidelines shall apply mutatis mutandis to this Bidding Process. MRIDC shall be entitled to disqualify an Applicant in accordance with the aforesaid guidelines at any stage of the Bidding Process. Applicants must satisfy themselves that they are qualified to bid, and should give an undertaking to this effect in the prescribed form (Appendix-I).

**Explanation:** In case an Applicant is a Consortium, then the term Applicant as used in this Clause 5.1, shall include each Member of such Consortium.

5.1.6. The Applicant, its Members or any of its / its Member's Associate (whose Technical Capacity and/ or Financial Capacity was taken into consideration for the purposes of short-listing under and in accordance with this EoI Document) shall not be engaged in or hold equity in any entity that is engaged in implementation of more than 3 (Three) Railway Station Project whose Commercial Operation Date has not been achieved on the Application Due Date.

For the purpose of this Sub-clause 'Railway Station Project' shall mean any of the railway station under category A-1 or category A identified and provided on [www.indianrailways.gov.in](http://www.indianrailways.gov.in) and which the MOR has decided to develop/redevelop through private participation.

5.2. The Applicant's competence and capability is to be established on the following parameters:

- a. Technical Capacity; and
- b. Financial Capacity

5.3. Shortlisting of the Agencies shall be done on the following basis:

5.3.1. **Technical Capacity:**

A. For demonstrating technical capacity and experience (hereinafter referred to as "Technical Capacity"), the Applicant is required to submit following details of the eligible projects, over the past 7 (seven) financial years preceding the Application Due Date:

- i. Amount Paid for development of Eligible Project(s) in Category-1 and/or Category-2 specified below; and/ or
- ii. Collected and appropriated revenues from Eligible Project(s) in Category-1 and/or Category-2 specified below and/ or
- iii. Amount Paid for, or received payments for, construction of Eligible Project(s) in Category-3 and/or Category-4 specified below ,

B. Following categories of experience would qualify as Technical Capacity and eligible experience (hereinafter referred to as "Eligible Experience") in relation to eligible projects as stipulated in the Clause above (the "Eligible Projects"):

- |             |   |  |
|-------------|---|--|
| Category- 1 | : | Project experience on Eligible Projects in the field of passenger transportation such as railway stations, airports, ports (handling passenger traffic), bus terminals/stations, metro stations, monorail stations, etc. |
| Category- 2 | : | Project experience on Eligible Projects in core sector (Note-i)  |

Category- 3 : Construction experience on Eligible Projects in the field of Passenger Transportation such as railway stations, airports, ports (handling passenger traffic), bus terminals / stations, metro stations, monorail stations

Category- 4 : Construction experience on Eligible Projects in core sector

Note: For the purpose of this EoI Document:

- i. Core sector would be deemed to include railways (other than railway stations), roads and highways, power, ports (handling cargo), telecom, metro rail (other than metro stations), industrial parks / estates, logistic parks, pipelines, irrigation, water supply, sewerage, sports stadiums / complexes and real estate development including commercial and institutional complexes. It is clarified that Real estate development shall not include residential flats unless they form part of a real estate / Group Housing complex or township which has been built by the Applicant.
  - ii. Passenger Transportation projects would be deemed to include area for passenger amenities such as passenger waiting areas, platforms, circulation areas, arrival and departure areas etc.
- C. Eligible Experience in respect of each category shall be measured only for Eligible Projects.
- D. For a project to qualify as an Eligible Project under Categories 1 and 2:
- i. It should have been undertaken as a PPP project on 'Build-Operate-Transfer' (BOT), 'Build-Own-Lease-Transfer' (BOLT), 'Build-Own-Operate' (BOO), 'Build-Own-Operate-Transfer' (BOOT) or other similar basis for providing its output or services to a public sector entity or for providing non-discriminatory access to users in pursuance of its charter, concession or contract, as the case may be;
  - ii. the entity claiming experience should have held, in the company owning the Eligible Project, a minimum of 26% (twenty six percent) equity during the entire year for which Eligible Experience is being claimed;
  - iii. the entity claiming experience shall, during the last 7 (seven) financial years immediately preceding the last date of month previous to the month in which Application is invited, have (i) paid for development of the project (excluding the cost of land), or (ii) collected and appropriated the revenues from users availing of non-discriminatory access to or use of fixed project assets, such as revenues from highways, airports, ports and railway infrastructure, but shall not include revenues from sale or provision of goods or services such as electricity, gas, petroleum products telecommunications or fare/freight revenues and other incomes of the company owning the Project.
- E. For a project to qualify as an Eligible Project under Categories 3 and 4, the Applicant should have paid for execution of its construction works or received payments from its client(s) for construction works executed, fully or partially, during the 7 (seven) financial years immediately preceding to last day of the month previous to the month in which Application is invited, and only the payments

(gross) actually made or received, as the case may be, during such 7 (seven) financial years shall qualify for purposes of evaluation. For the avoidance of doubt, construction works shall not include supply of goods or equipment except when such goods or equipment form part of a turn-key construction contract / EPC contract for the project. Further, the cost of land shall not be included hereunder.

- F. The Applicant shall quote experience in respect of a particular Eligible Project under any one category only, even though the Applicant (either individually or along with a Member of the Consortium) may have played multiple roles in the cited project. Double counting for a particular Eligible Project shall not be permitted in any form.
- G. For the purpose of evaluation, the weightage of the payments and/ or receipts specified in Clause 5.3.1 (A) for an Eligible Project in a given category would be based on the factors indicated in the Table below. In case the Applicant has experience across different categories, the payments and/ or receipts for each category would be computed by dividing the value by one crore and then multiplying it with the applicable factor in Table below and then aggregated to arrive at the total value.

Table: Factors for Experience across categories

Category	Factor
Category 1	1.25
Category 2	1.00
Category 3	0.75
Category 4	0.75

- H. Experience for any activity relating to an Eligible Project shall not be claimed by two or more Members of the Consortium. In other words, no double counting by a Consortium in respect of the same experience shall be permitted in any manner whatsoever.
- I. Station Facility Management (O&M) Experience: The Applicant shall engage an experienced agency or hire qualified and trained personnel for station facility management in conformity with the provisions of the Development Agreement.

**5.3.2. Financial Capacity:**

- A. The Applicant's Financial capacity shall be judged based on the following:
  - i. Net Worth at the close of the financial year immediately preceding the Application Due Date.
  - ii. The average gross annual revenue in the last 5 (five) financial years immediately preceding the Application Due Date.  
(hereinafter a & b shall collectively referred to as "Financial Capacity").
- B. The Application must be accompanied by Audited Annual Reports of the Applicant (of each Member in case of a Consortium) for the last 5 (five) financial years, immediately preceding the year in which the Application is made.

- C. In case the annual accounts for the latest financial year are not audited and therefore the Applicant cannot make it available, the Applicant shall give an undertaking to this effect and the statutory auditor shall certify the same. In such a case, the Applicant shall provide the Audited Annual Reports for 5 (five) years immediately preceding the year for which the Audited Annual Report is not being provided.
- D. In case of foreign companies, a certificate from a qualified external auditor who audits the books of account of the Applicant or the Consortium Member in the formats provided in the country where the projects has been executed shall be accepted, provided it contains all the information as required in the prescribed format of the Invitation Document.
- E. In case of a Consortium, the combined technical capacity and financial capacity of those Members, whose experience is proposed to be evaluated for the purposes of this EoI Document and who shall have and shall continue to have an equity share of at least 26% (twenty six percent) each in the Developer, should satisfy the above conditions of eligibility;

Provided that each such Member shall, for a period of 2 (two) years from the Date of Commercial Operation of the Project or until the payment of until the payment of all the amounts due and payable to MRIDC including interest thereof, whichever is later, hold equity share capital not less than:

- i. 26% (twenty six percent) of the subscribed and paid-up equity of the Developer; and
- ii. (5% (five percent) of the Estimated Project Cost specified in the Development Agreement.

Also the Lead Member should meet/demonstrate at least 50% (fifty percent) of the Financial Capacity.