

Request for Qualification



**Selection of Developer for Development of
Integrated Biotech Pharma IT Park at
Bhubaneswar**

*Orissa Industrial Infrastructure
Development Corporation*

April 2007

TABLE OF CONTENTS

Section	Page
Disclaimer	3
Definitions	5
I Invitation for Qualification	7
II Project Profile	10
III Instructions to Applicant(s)	13
IV Criteria for Evaluation	24
V Formats for Application	27
<i>Annexures</i>	
I Format for Power of Attorney for Signing of Application	33
II Format for Power of Attorney for Lead Member of	34
III Principles of the Memorandum of Understanding to be executed between the Members of the Consortium.	36

DISCLAIMER

All information contained in this 'Request for Qualification Document' ("**RFQ**") or subsequently provided to persons to whom this RFQ has been issued, or those persons who have procured this information and RFQ otherwise, (the "**Applicant**"), whether verbally or in documentary form, by or on behalf of representatives of the Orissa Industrial Infrastructure Development Corporation ("**IDCO**") or any of their employees or advisors (the "**Information**"), is provided to the Applicant on the terms and conditions set out in this RFQ and also any other supplementary terms and conditions subject to which such Information is or may be provided.

This RFQ is not an agreement and is not an offer or invitation to enter into an agreement or arrangement of any kind with any party, including without limitation, the Applicants.

The purpose of this RFQ is to provide Applicants with basic and preliminary information to assist the formulation of their 'Application for Qualification' (the "**Application**") and is issued upon the express understanding that recipients will use it only for the purposes set out herein.

This RFQ does not, and does not purport to contain all the information and data each Applicant and / or their advisors may desire or require in reaching decisions as to their involvement with the Project (as defined hereunder). Each Applicant should conduct its own investigations and analysis and should check the accuracy, reliability and completeness of the information in this RFQ and obtain independent advice from appropriate sources. Applicants should form their own views as to what Information provided herein or separately is relevant to any decisions that they make and should make their own independent investigations in relation to any additional information that they may require.

This RFQ may not be appropriate for all persons and it is not possible for IDCO, their employees or advisors to consider the investment objectives, financial situation and particular needs of each person who reads or uses this RFQ. Certain Applicants may have a better knowledge of the proposed Project than others.

The Information contained in this RFQ or any other Information, which may be provided to Applicants, is subject to change without notice. Further, it should not be assumed that there shall be no deviation or change in any Information provided. The Government Representatives or IDCO may, in their absolute discretion, but without being under any obligation to do so, update, amend or supplement the Information including the qualification process in this RFQ.

While this RFQ has been prepared in good faith, neither IDCO, nor their employees or advisors make any representation or warranty, express or implied, or accept any responsibility or liability, whatsoever, in respect of any statements or omissions herein, or the accuracy, completeness or reliability of Information, and shall incur no liability under any law, statute, rules or regulations as to the accuracy, reliability or completeness of this RFQ, even if any loss or damage is caused by any act or omission on the part of

IDCO, the Government Representatives, or their employees or advisors, whether negligent or otherwise.

This RFQ has not been filed, registered or approved in any jurisdiction. Recipients of this RFQ in jurisdictions outside India as well as those residing in India should inform themselves of, and observe any applicable legal requirements.

IDCO reserves the right to accept or reject any or all Applications without giving any reasons. IDCO will not entertain any claim for expenses in relation to the preparation of RFQ submissions.

DEFINITIONS

In this RFQ, unless the context otherwise requires, the following terms and expressions shall have the meanings assigned to them herein:

- (a) **“Applicant(s)”** means a company (incorporated in India or overseas) to whom this RFQ has been issued or made available, or those companies who have procured it, directly or indirectly, by or from IDCO;
- (b) **“Application”** means the Application for Qualification prepared and submitted in accordance with the contents of this RFQ and in the form and format prescribed in Section V, herein;
- (c) **“Application Due Date”** shall have the meaning ascribed in Clause 3.3.8 herein;
- (d) **“IDCO”** means Orissa Industrial Infrastructure Development Corporation ;
- (e) **“Developer”** means the Pre-qualified Party selected after the Proposal Stage of the selection process or the Project Company who will, *inter alia*, be responsible for arranging financing, infrastructure development, construction, marketing and operations and maintenance of the Integrated Biotech Pharma IT Park in Bhubaneswar, will also have other rights and obligation as set forth in the RFQ, RFP and Project Documents;
- (f) **“GoO”** means the Government of the State of Orissa;
- (g) **“Indian Rupees”, “Rupees” or “Rs”** mean the lawful currency of the Republic of India;
- (h) **“Information”** means all information contained in the RFQ or subsequently provided to the Applicant(s), whether verbally or in documentary form, by or on behalf of IDCO or the Government Representatives or any of their employees or advisors;
- (i) **“Pre-qualified Applicant(s)”** means Applicants who are notified as being ‘pre-qualified’ at the RFQ Stage on the basis, *inter alia*, of certain minimum prescribed criteria listed in this RFQ;

- (j) **“Project”** means the development, construction, financing, marketing and operation and maintenance of the proposed Integrated Biotech Pharma IT Park in Bhubaneswar spread over an area of 53.229 acres;
- (k) **“Project Company”** means the company incorporated under Indian Companies Act, 1956 formed for the purposes of carrying out the responsibilities as set forth in the RFQ, RFP and Project Documents;
- (l) **“Project Documents”**, for the time being, includes but is not limited to the Concession Agreement, Shareholders Agreement, Development Agreement and other agreements and documents designated as such by IDCO or their employees or advisors, from time to time;
- (m) **“Proposal Stage”** means the second stage of the selection process to designate a Developer for the Project wherein Pre-qualified Applicants will participate on the basis of the RFP;
- (n) **“Qualification Stage”** means the first stage of the selection process to designate certain Applicants as ‘Pre-qualified Applicants’ who would then be eligible to participate in the Proposal Stage;
- (o) **“RFP”** means the ‘Request for Proposal Document’, as shall be issued to the Pre-qualified Applicants in the Proposal Stage, as may be amended and modified from time to time, together with all annexures, addendums and amendments which may be made from time to time; and
- (p) **“RFQ”** means this ‘Request for Qualification Document’, as may be amended and modified from time to time, together with all annexures, addendums and amendments which may be made from time to time.

SECTION I - INVITATION FOR QUALIFICATION**Orissa Industrial Infrastructure Development Corporation (IDCO)****Request for Qualification
Development of Integrated Biotech Pharma IT Park
at Bhubaneswar****1. Overview****1.1 Qualification Stage**

- 1.1.1 For the purpose of selection of the Developer for the Project, a two stage process is proposed to be followed. The first stage will be a Qualification Stage in which Applicants would be pre-qualified on the basis of certain minimum criteria that have been specified in this RFQ.
- 1.1.2 For the purpose of pre-qualifying persons interested in participating in the Project, IDCO has issued this RFQ which pertains to the Qualification Stage. Through this RFQ, IDCO hereby invites Applications for pre-qualification from persons interested in the Project.
- 1.1.3 All Applications at this RFQ Stage will be evaluated on the basis of the financial and technical capability listed in Section IV.
- 1.1.4 All requests for the RFQ must clearly state "Request for Qualification - Integrated Biotech Pharma IT Park at Bhubaneshwar".
- 1.1.5 IDCO will not be responsible for any delay, loss or non-receipt of the RFQ sent by post / courier. Further, IDCO shall not be responsible for any delay in receiving the Applications for any reason whatsoever and reserves the right to accept / reject any or all Applications without assigning any reason thereof. The Applications must be sent to the address mentioned in Clause 1.1.8 by registered post / speed post / courier / hand delivery.
- 1.1.6 Application, in triplicate (one original and two copies) along with a Demand Draft of Rs. 20,000 in favor of Orissa Infrastructure Development Corporation (IDCO) payable at Bhubaneswar or the receipt of purchase of the RFQ document, must be

submitted in a bound form (spiral bound form or any other bound form) with all pages numbered serially, along with an index of submissions. In the event, any of the instructions mentioned herein have not been adhered to; the Application is liable to be rejected.

- 1.18 Applications must be received no later than 1600 hrs on **7th May 2007**, in the manner specified in this RFQ, at the following address:

The Managing Director,
Orissa Industrial Infrastructure Development Corporation (IDCO),
IDCO Towers, Janpath,
Bhubaneswar 751 022,
Orissa.
Ph. No: 0674 254 2784
Fax No: 0674 254 2956
Email : ameena@idcoindia.com/ md@idcoindia.com

- 1.1.9 M/s Ernst & Young Private Limited have been retained as consultants for assisting IDCO in inviting private sector participation for the Project. If any Applicant requires any clarification on the RFQ, then in addition to the person mentioned in Clause 1.1.8 above, the Applicant could provide a copy of such clarification request to any of the following by fax or e-mail or written correspondence:

Mr. Siddhartha Das,
Associate Director,
Ernst & Young Pvt. Limited
3rd Floor, 22 Camac Street,
Kolkata - 700 016
e-mail : siddhartha.das@in.ey.com
Phone: +91-33-2281 1224
Fax: +91-33-2281 7750

Mr. Vishal Goel
Vice President,
Ernst & Young Pvt. Limited
Ashoka Bhoopal Chambers#205,
Sardar Patel Road,
Hyderabad - 500003
e-mail :
vishal.goel@in.ey.com
Phone: +91-40-789 88 50
Fax: +91-40- 789 88 51

Mr. Adwaita Ray Chaudhuri
Associate
Ernst & Young Pvt. Limited
3rd Floor, 22 Camac Street,
Kolkata - 700 016
e-mail :
adwaita.raychaudhuri@in.ey.com
Phone: +91-33-2281 1224
Fax: +91-33-2281 7750

1.2 Proposal Stage

This section aims at providing a brief overview of the Proposal Stage, which will follow after the conclusion of the Qualification Stage. Without prejudice to the generality of the provisions contained in the disclaimer, no representation is made at this stage in respect of the manner and format in which the Proposal Stage will actually be undertaken at the appropriate time. Presently, IDCO contemplates that the Proposal Stage will be carried out as indicated herein below:

- 1.2.1 Applicants who are 'pre-qualified' in this Qualification Stage ("**Pre-qualified Applicant(s)**"), shall be issued the RFP and shall be requested to submit their detailed proposals and financial bids.
- 1.2.2 As part of the RFP, IDCO shall provide detailed instructions to Pre-Qualified Parties, the Request for Proposal Document, the Indicative Terms of the Development Agreement and other relevant documents (collectively, the "**Project Documents**").
- 1.2.3 Pre-qualified Parties would be expected to examine the Project in further detail and carry out such studies as may be required to submit Proposals for the implementation of the Project. These Pre-qualified Parties will also be required to provide a bid security with their Proposal. The Pre-qualified Parties shall be evaluated on the basis of technical and other submissions relating to the Project and the financial bids as detailed in the RFP documents at the Proposal Stage.
- 1.2.4 The selected Developer will be responsible for the Project at its own risk and cost.
- 1.2.5 Final and further details of the process to be followed at the Proposal Stage will be included in the RFP to be provided to Pre-qualified Parties.

1.3 Time Schedule

The indicative timetable for development of this project is as follows:

ACTIVITY	ESTIMATED DATE
Due Date for RFQ Submission	7 th May, 2007
Opening of RFQ Applications	7 th May, 2007
Announcement of Shortlist	14 th May, 2007
Issue of RFP Documents	21 st May, 2007

SECTION II - PROJECT PROFILE

Orissa is one of the first states, if not the first state to have a separate cell for Public Private Partnerships in the state. The PPP cell has drawn up a shelf of projects and is the centre for best practises in PPP that includes framing Model Concession Agreements and assisting departments to conduct the bid process in an efficient and effective manner that addresses the objectives of the project, i.e. to have an optimal risk allocation framework and garner enough competition so as to maximise the value of the project.

In summary, the Orissa government has identified PPP as a preferred mode for infrastructure development in the state. To promote partnerships the state has created a PPP cell. A PPP Policy has the institutional mechanism and the powers of each Committee in the Policy. Real estate is one of the sectors where PPP would be actively encouraged according to this Policy. Crucially it unambiguously states that PPP is the preferred mode for infrastructure development.

The CMIE 2005 confirms the investment interest in Orissa by stating the following

- a) 17% of projects announced in the country are committed to Orissa.
- b) 38% of manufacturing sector projects.
- c) 11% of total investments.

FDI in Orissa is led by the largest FDI ever in India. POSCO is investing USD 12 billion for a 12 MMT steel plant in coastal Orissa. Arcelor Mittal is investing in a 12 million tonne steel plant, Dabir, Alcan, Vedanta and Continental Resources are investing in Alumunium smelters and alumina, Aluchem International is in chemical grade alumina, JSC Technochim in titanium products and Noble Shipping in Ports.

In addition to developing real estate, there are substantial investments in infrastructure planned in the PPP mode which are as follows:

- a) Major expansion of Paradeep port.
- b) Three new ports (\$ 1.35 Bn) at Dhamra, Gopalpur & Jatadhari Muhan.
- c) Proposals received for 2 new ports.
- d) 5 SEZs approved by GoI and others pending approval of GOI.
- e) Integrated Textiles Park at Daleiput, Khurda.

The Project

IDCO proposes to develop an Integrated Biotech Pharma IT Park with modern amenities and facilities at Bhubaneswar. The Park endeavors to create state-of-the-art infrastructure in the form of modular R&D labs, a biotech incubator, and administration support

infrastructure in an area of 53.229 acres to support R&D facilities in sectors related to biotech and pharma.

The Biotech Incubator will be developed by IDCO in collaboration with Department of Biotechnology (DBT) and the identified private developer. IDCO has identified a strategically located area of 53.229 acres for the Project, located at Andharua, near Bhubaneswar.

The proposed Biotech Pharma IT Park at Bhubaneswar would be a geographic concentration / cluster of industry (Informatics and Life Sciences) , research institutions , academia and other amenities of scientific and general purpose.

The Biotech Pharma IT Park would endeavor to

- Develop Orissa as a hub of research, development and innovation in the fields of Bio - IT and Bio Pharma related areas.
- Nurture technology oriented entrepreneurs and start up firms focusing on Biotech - Pharma - IT Technologies through incubation and venture support .
- Stimulate innovation and manage the exchange of knowledge and technology amongst universities , R&D institutions and enterprises working in the fields of Biotechnology and Informatics
- Provide required world class infrastructure for the Biotech / Pharma and IT - Informatics Industry as well as Academia.

IDCO plans to develop the project on a Public Private Partnership (PPP) basis and wishes to select a Developer who would be responsible for infrastructure development, construction, marketing and operations and maintenance of the Project.

Developer Selection Process

The Developer would be selected through a Competitive Bidding Process. In the first stage, the Bidders are invited to provide their Application for the above Project. Shortlisted Bidders would be eligible for participation in the selection process (Proposal Stage). M/s Ernst & Young Pvt. Ltd. has been retained as consultants by IDCO for selecting the Developer.

The proposed 'Biotech-Pharma-IT Park' at Bhubaneswar, Orissa will be developed in an area of 260 acres in two phases. This RFQ document pertains to the first Phase of development of 53.229 acres .The Park will stimulate and manage the knowledge flow and create linkages between universities, R&D institutions, companies and markets. The Park will also facilitate the creation and growth of innovation-based companies through incubation and spin-off processes and provide other value-added services.

The proposed Park would provide plug and play multi-tenanted modern modular wet laboratories and warm shells as well as developed build-to-suit independent plots for manufacturing and R&D operations. The proposed Park would also house an amenity centre equipped with state-of-the-art business facilities. The Government of Orissa is further planning to set up a Biotech-IT Incubator at the Park.

SECTION III - INSTRUCTIONS TO APPLICANTS**3.1 General Rules****3.1.1 Eligible Applicants**

- (1) The Applicant may be a single entity or a group of entities (“**Consortium**”), coming together to implement the Project. The term Applicant used hereinafter would therefore apply to both a single entity and a Consortium. The purchaser of the RFQ must be the Applicant itself or a member of the Consortium submitting the Application. The Applicant should submit a Power of Attorney as per the format enclosed at Annexure I, authorising the signatory of the Application to commit the Applicant. Applications submitted by a Consortium should comply with the following additional requirements:
 - a. The Application should contain the information required for each member of the Consortium;
 - b. One of the Consortium members should have purchased the RFQ from IDCO;
 - c. The Application should include a description of the roles of individual members as required by Form 4 A – Prequalification Response Sheet No. 1;
 - d. An individual Applicant cannot at the same time be member of a Consortium applying for the Project. Further, a member of a particular Consortium cannot be member of any other Consortium applying for the Project. Any Applicant who submits or participates in more than one Application will be disqualified and will also lead to disqualification of the Consortium(s) of which it is a member;
 - e. Members of the Consortium shall nominate one member as the ‘Lead Member’. The nomination(s) shall be supported by a Power of Attorney as per the format enclosed at Annexure II signed by all

the members. The Lead Member shall be required to meet the additional criteria specified in Clause 4.4;

- f. Members of the Consortium shall enter into a Memorandum of Understanding (the “MoU”) for the purpose of making the Application and taking part in the Qualification Stage as well as the Proposal Stage, if short listed.

The MoU shall, *inter alia*, also convey the intent to form a joint venture company, with shareholding commitment(s) in accordance with Clause 4.4 herein, which joint venture company would execute such documentation as is mandated by the Project Documents and subsequently carry out all the responsibilities as Developer in terms of the Project Documents, in the event that the Project is awarded to the Consortium. The MoU shall also clearly outline the proposed roles and responsibilities of each member at each stage and shall commit the minimum equity stake as required under Clause 4.4.

A copy of the MoU should be submitted with the Application. The principles of the MoU are enclosed in Annexure III. The MoU entered into amongst the members of the Consortium should be specific to the Project and should contain the above requirements failing which the Application shall be rejected as non-responsive. The MoU shall be governed by the laws, rules and regulations of India and would be subject to jurisdiction of Indian courts alone.

- (2) Any entity which has been barred by IDCO or GoO from participating in projects in Orissa and if the bar is subsisting as on the Application Due Date, would not be eligible to submit an Application, either individually or as member of a Consortium.

3.1.2 Change in Consortium Composition

Prior to the submission of the financial bid in the RFP stage, a change in the composition of a Consortium will be permitted, provided that the changed Consortium be such that it would have also qualified technically and financially as required by the provisions of the RFQ and provided that the Lead Member, in case of a Consortium, is not being proposed to be changed. Prior written consent

of IDCO will be required for change in consortium after submission of financial bids in the RFP stage.

3.1.3 Number of Applications

Each Applicant shall submit only one (1) Application, in triplicate (one original and two copies), in response to this RFQ. Any Applicant who submits or participates in more than one Application will be disqualified and will also lead to disqualification of the Consortium(s) of which it is a member.

3.1.4 Application Preparation Cost

The Applicant shall be responsible for all costs associated with the preparation of its Application and its participation in the Qualification Stage or in the Proposal Stage, including, without limitation, any and all costs, direct or indirect incurred in verifying, gathering and collating material, information and data, whether included in the Information or not, or on securing the services of advisors and / or consultant, etc. IDCO will not be responsible or in any way liable for such costs, regardless of the conduct or outcome of this Qualification and / or Proposal Stage.

3.1.5 Project Inspection and Site Visit

If any Applicant so desires, may visit the site to ascertain the location, surroundings, or any other matter considered relevant by it. The cost of visiting the site shall be borne by the Applicant. IDCO shall not be liable for such costs, regardless of the outcome of the selection process.

3.1.6 Applicant Warranty and IDCO Presumption

- (1) It would be deemed that by submitting the Application, the Applicant warrants that it has:
 - (a) Made a complete and careful examination of the RFQ document;
 - (b) Received all relevant information requested from IDCO; and
 - (c) Independently verified all Information received from IDCO,

and it shall be further deemed that by submitting the Application to IDCO, IDCO is entitled to presume the existence of and rely on the aforesaid Applicant warranty.

- (2) IDCO shall not be liable for any wrongful presumption, mistake or error on the part of the Applicant in respect of the above or in respect of the selection process or Project generally.

3.1.6 Right to Accept Any Application and to Reject Any or All Applications

- (1) Notwithstanding anything contained in this RFQ, IDCO reserves the right to accept or reject any Application and to annul the pre-qualification and / or selection process and reject all Applications / proposals, at any time without any liability or any obligation for such acceptance, rejection or annulment, without assigning any reasons.
- (2) IDCO reserves the right to reject any Application, if at any time a material misrepresentation is made or uncovered. This would lead to the disqualification of the Applicant.
- (3) If such disqualification and / or rejection occurs after the financial bids have been opened and the preferred bidder gets disqualified and / or rejected, then IDCO reserves the right to either:
 - a. Invite the next preferred bidder to match the lowest bid; or
 - b. Take any measure as may be deemed fit in the sole discretion of IDCO including annulment of entire Qualification and / or Proposal stage and inviting fresh Applications and / or Proposals.

3.2 Documents

3.2.1 Contents of RFQ

The RFQ comprises the contents as listed below, and would additionally include any additional documents issued in accordance with Clause 3.2.3.

- (1) **Invitation for Qualification**

Section I	Invitation for Qualification
Section II	Project Profile
Section III	Instructions to Applicants
Section IV	Criteria for Evaluation
Section V	Format for Application

(2) **Annexures**

Annexure I Format for Power of Attorney for Signing of Application.

Annexure II Format for Power of Attorney for Lead Member of Consortium.

Annexure III Principles of the Memorandum of Understanding to be executed between the Members of the Consortium.

3.2.2 Clarifications

A prospective Applicant requiring any clarification on the RFQ document may notify IDCO in writing by facsimile or email or written correspondence at the contact specified in Clause 1.1.8 with a copy to one of contacts listed in Clause 1.1.9. An original copy must be submitted subsequently to the contact specified in Clause 1.1.8 with a copy to one of contacts listed in Clause 1.1.9.

3.2.3 Amendment of RFQ

At any time prior to the Application Due Date, IDCO may, for any reason, whether at its own initiative or in response to clarifications requested by an Applicant, modify or amend the RFQ by the issuance of addenda (“**Addenda**” or “**Addendum**”, as the case may be). Any Addendum thus issued will be sent in writing to all those who have purchased the RFQ document. In order to afford the Applicants a reasonable time in which to take an Addendum into account, or for any other reason, IDCO may, at its discretion, extend the last due date for submitting the Application as provided in Clause 3.3.8 (“**Application Due Date**”).

3.3 Preparation and Submission of Application

3.3.1 Language

The Application and all related correspondence and documents should be written in the English language. Supporting documents and printed literature furnished by Applicant with the Application may be in any other language provided that they are accompanied by appropriate 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.

3.3.2 Currency

The currencies for the purpose of the Application shall be the Indian Rupee (Rs).

3.3.3 Validity of Application

Applicants, by submitting Applications, agree that Applications shall be valid for a period of 6 months from the Application Due Date (the “**Application Validity Period**”). IDCO reserves the right to reject any Application, which does not meet this requirement.

3.3.4 Extension of Validity of Application

In exceptional circumstances, prior to expiry of the original Application Validity Period, IDCO may request Applicants to extend the Application Validity Period for a specified additional period.

3.3.5 Processing Fee

Each submitted application should be accompanied by either of the following

- (1) A non-refundable Demand Draft of Rs. 20,000 (Rupees twenty thousand only) drawn in favour of Orissa Industrial Infrastructure Development Corporation (IDCO) payable at Bhubaneswar in case the RFQ is obtained from the website of IDCO; or
- (2) Receipt of purchase of the RFQ document in case the RFQ is obtained from the IDCO office.

3.3.6 Format and Signing of Application

The Applicant would provide all the information as per this RFQ. IDCO would evaluate only those Applications that are received in the required format and complete in all respects. The Applicant shall prepare one original of the documents comprising the Application and clearly marked “ORIGINAL”. In addition, the Applicant shall make two (2) copies of the Application, clearly marked “COPY”. In the event of any discrepancy between the original and the copy, the original shall prevail. The Application and its copy shall be typed or written in indelible ink and each page shall be initialled by the Applicant. All the

alterations, omissions, additions, or any other amendments made to the Application shall be initialled by the person (s) signing the Application.

3.3.7 Sealing and Marking of Applications

- (1) The Applicant shall seal the original and each copy of the Application in separate envelopes, duly marking the envelopes as "ORIGINAL" and "COPY". The envelopes shall then be sealed in an outer envelope.
- (2) Each envelope shall contain:
 - (a) Covering letter stating clearly the validity of the Application (See Clause 3.3.3);
 - (b) Application in the prescribed formats along with supporting documents;
 - (c) Power of Attorney as per the format enclosed at Annexure 1;
 - (d) Power of Attorney as per the format enclosed at Annexure 2, in case of Consortium;
 - (e) Copy of the MoU in case of a Consortium; and
 - (f) Demand Draft of Rs. 20,000 in favor of Orissa Industrial Infrastructure Development Corporation payable at Bhubaneswar or receipt of purchase of RFQ Document.
- (3) The envelopes shall clearly bear the following identification - "**Application for Qualification: Development of Integrated Biotech Pharma IT Park at Bhubaneswar**".
- (4) The envelope shall be addressed to:

The Managing Director,
Orissa Industrial Infrastructure Development Corporation (IDCO),
IDCO Towers, Janpath,
Bhubaneswar 751 022,
Orissa.
Ph. No: 0674 254 2784
Fax No: 0674 254 2956
Email : ameena@idcoindia.com / md@idcoindia.com

- (5) If the envelope is not sealed and marked as instructed above, IDCO assumes no responsibility for the misplacement or premature opening of the contents of the Application submitted.
- (6) Further, all copies of every Application must be submitted in a bound form (spiral bound or any bound form) with all pages numbered serially, along with an index of submissions. In the event, any of the instructions mentioned herein have not been adhered to, IDCO may reject the Application.

3.3.8 Application Due Date

- (1) Applications should be submitted no later than 1700 hours IST on **7th May 2007**, at the address provided in Clause 3.3.7 in the manner and form as detailed in this RFQ. Applications submitted by either e-mail, facsimile transmission or telex would not be acceptable. Applications submitted after the time stated above will be rejected.
- (2) IDCO may, in exceptional circumstances, and at its sole discretion, extend the Application Due Date by issuing an Addendum in accordance with Clause 3.2.3.

3.3.9 Late Applications

IDCO will not accept any Application received by it after the Application Due Date for any reason whatsoever. IDCO will not be responsible for any delay, loss or non-receipt of the Application.

3.3.10 Modifications / Substitution / Withdrawal of Applications

- (1) The Applicant may modify, substitute, or withdraw its Application after submission, provided that written notice of the modification, substitution, or withdrawal is received by IDCO by the Application Due Date. No Application shall be modified, substituted, or withdrawn by the Applicant after the Application Due Date.
- (2) The modification, substitution, or withdrawal notice shall be prepared, sealed, marked, and delivered in accordance with Clause 3.3.7 with the

envelopes being additionally marked "MODIFICATION", "SUBSTITUTION" or "WITHDRAWAL", as appropriate.

3.4 Evaluation of Application

3.4.1 Opening of Applications

- (1) IDCO would open the Applications at 1700 hours on **7th May 2007** for the purpose of evaluation. Applicants can depute their representatives to the office of the person mentioned in Clause 3.3.7 for witnessing the opening of the Applications.
- (2) Applications for which an acceptable notice of withdrawal has been submitted in accordance with Clause 3.3.10 shall not be opened.
- (3) IDCO would subsequently examine and evaluate Applications in accordance with the criteria set out in Section IV of the RFQ.
- (4) IDCO reserves the right to reject any Application if:
 - a. At any time, a material misrepresentation is made or uncovered; or
 - b. The Applicant does not respond promptly and thoroughly to requests for supplemental information required for the evaluation of the Application.

3.4.2 Confidentiality

Information relating to the examination, clarification, evaluation, and recommendation in relation to the Pre-qualified Applicants shall not be disclosed to any person not officially concerned with the process. IDCO will treat all information submitted as part of Application in confidence and would require all those who have access to such material to treat the same in confidence. IDCO will not divulge any such information unless it is ordered to do so by any authority that has power under law to require its disclosure. IDCO however reserves the right to make public disclosure of the names of the Applicants and Pre-Qualified Applicants.

3.4.3 Tests of responsiveness

- (1) Prior to evaluation of Applications, IDCO will determine whether each Application is responsive to the requirements of the RFQ. An Application shall be considered responsive if the Application:
 - (a) Is received /deemed to be received by the Application Due Date including any extension thereof pursuant to Clauses 3.3.8 and 3.2.3;
 - (b) Is signed, sealed and marked as stipulated in Clauses 3.3.6 and 3.3.7;
 - (c) Is accompanied by the Power(s) of Attorney as specified in Clause 3.1.1;
 - (d) Contains all the information as requested in the RFQ;
 - (e) Contains information in formats same as those specified in this RFQ;
 - (f) Mentions the validity period as set out in Clause 3.3.3;
 - (g) Is accompanied by the MoU (for Consortium and specific to the Project) as stipulated in Clause 3.1.1; and
 - (h) Is accompanied by a Demand Draft of Rs. 20,000 drawn in favor of Orissa Industrial Infrastructure Development Corporation (IDCO) payable at Bhubaneswar or receipt of purchase of the RFQ document
- (2) IDCO reserves the right to reject any Application which is non-responsive and no request for alteration, modification, substitution or withdrawal shall be entertained by IDCO in respect of such Applications.

3.4.4 Clarifications

To facilitate evaluation of Applications, IDCO may, at its sole discretion, seek clarifications in writing from any Applicant regarding its Application.

3.5 Short Listing and Notification

- 3.5.1 After the evaluation of Applications, IDCO would announce a list of Applicants who have been pre-qualified for participating further in the process. To the extent possible, the Pre-qualified Applicants will be notified in writing by IDCO not later than **7th May, 2007**. At the same time, IDCO would notify the other Applicants that their Applications have been unsuccessful.
- 3.5.2 The Pre-qualified Applicants will be requested to submit a detailed Proposal in the form and manner to be set out in the RFP document.

SECTION IV - CRITERIA FOR EVALUATION

4.1 Evaluation Parameters

4.1.1 The Applicant's competence and capability is proposed to be established by the following parameters:

- (a) Technical and Managerial Capability and Relevant Past Experience ("Technical Capability");
- (b) Financial Capability

4.1.2 On each of these parameters, the Applicant would be required to meet the evaluation criteria as detailed in this Section IV. Any Applicant meeting all the criteria will, subject to the provisions of Clause 3.4.3, be qualified to submit its proposal for the Project at the Proposal Stage.

4.2 Technical and Managerial Capability and Relevant Past Experience ("Technical Capability")

Applicants must have:

Prior experience in development, design, construction and management of Biotech Parks/ IT Parks/ Knowledge Parks/ Technology Parks/ R&D Laboratories/ Urban Infrastructure/ Township/ Other Real Estate Projects or any such specialized parks/ infrastructure

The Applicant should furnish the details of Technical Capability as per Form 4B, Pre-qualification Response Sheet No. 1.

4.3 Financial Capability

As per the latest audited financial results of the preceding financial year the Applicants must have Tangible Net Worth not less than Rs. 500 million.

(For the purposes of this clause, the financial year would be the same as the one normally followed by the Applicant for its Annual Report

The Pre-qualification Response Sheets must be supported by a certificate from the Applicant's statutory auditor. The Applicant must submit details of its financial capability as per Form 4C, Pre-qualification Response Sheet No. 1.

The Application must be accompanied by the audited balance sheet and profit and loss account of the Applicant for the last three (3) financial years.

4.4 Evaluation Criteria for a Consortium

4.4.1 In case the Applicant is a Consortium, its Technical and Financial Capability would be taken as an arithmetic sum of the Technical and Financial Capabilities of each member of the Consortium provided that each such member shall meet the requirements of Clause 4.4.4.

4.4.2 The consortium would need to specify a Lead Member for the project in accordance with Clause 3.1.1.

4.4.3 The Lead Member would be required to:

Commit to hold a minimum equity stake equal to 51% of total paid up equity capital of the joint venture company participating in the Project Company upto three years after commencement of full operations of the Project and thereafter a minimum equity stake equal to 26%.

4.4.4 In case of members of the Consortium, who are not the Lead Member, the said members would be required to commit to holding a minimum equity stake equal to 10% in the total paid up equity capital of the joint venture company participating in the Project Company upto the full commissioning of the Project.

4.5 Qualification through Affiliates

Applicants may satisfy the Financial Capability and the Technical Capability through the net worth or through the technical experience (as applicable) of one or more Affiliates. In either case, the ownership relationship between the Applicant and the Affiliate(s) must be explained.

4.6 Disqualification

4.6.1 Even if the Applicants meet the above criteria, they are subject to be disqualified if the Applicants, have:

- (1) Made, incorrect, misleading or false representations in the forms, statements and attachments submitted, whether intentionally or unintentionally; or
- (2) Been debarred by IDCO or GoO.

SECTION V - FORMAT FOR APPLICATION

[Refer formats overleaf]

COVERING LETTER FORMAT

[Date]

[Place]

To,
The Managing Director,
Orissa Industrial Infrastructure Development Corporation (IDCO),
IDCO Towers, Janpath,
Bhubaneswar 751 022,
Orissa.

Dear Sir,

Sub: Letter of Application - Pre-Qualification - Integrated Biotech Pharma IT Park in Bhubaneswar

In response to your Request for Qualifications in respect of the captioned Project, please find enclosed the following documents:

List attached documents. For instance:

- (1) Application in the prescribed format (Section V, Format for Application);
- (2) Power of Attorney as per the prescribed format [Annexure 1 and/or Annexure 2];
- (3) The following other details and supporting documents in response to the requirements outlined in the RFQ [indexed and cross referenced to application formats and RFQ as required]:
 - (a) -----
- (4) Demand Draft of Rs. 20,000 in favor of IDCO payable at Bhubaneswar.

We, the undersigned, hereby confirm the following:

- (1) We, are duly authorized to represent and act on behalf of (state name of company in the case of a sole Applicant or, in the case of a Consortium, state names of companies who are members of such Consortium)("the **Applicant / Applicants(s)**") (strike out inapplicable entry).

- (2) We, have reviewed and fully understood all Information provided in the RFQ and do hereby apply to be considered as a Pre-qualified Applicant for the Development of Integrated Biotech Pharma IT Park , in accordance with the terms and conditions contained in the aforementioned RFQ.
- (3) Our Application is valid till [--date in figures and words--].
- (4) IDCO and its authorized representatives are hereby authorized to conduct any inquiries or investigations to verify the statements, documents, and information submitted in connection with this application, and to seek clarification from our bankers and clients regarding any financial and technical aspects. This letter of Application will also serve as authorization to any individual or authorized representative of any entity referred to in the supporting information, to provide such information deemed necessary and requested by yourself to verify statements and information provided in this application, or with regard to the resources, experience, and competence of the Applicant.
- (5) We understand that;
 - (a) All information submitted under this Application shall remain binding upon us at the time of bidding; and
 - (b) IDCO may in their absolute discretion reject or accept any Application, cancel the pre-qualification process, and reject all Applications.

We declare that all statements made by us and all the information pursuant to this letter of Application are complete, true and accurate to the best our knowledge and beliefs.

For and on behalf of (name of Applicant)

Signed

Name

FORM 4A**Prequalification Response Sheet No. 1****Details of Applicant**

1.
 - (a) Name
 - (b) Country of incorporation
 - (c) Address of the corporate headquarters and its branch office(s), if any, in India
 - (d) Date of incorporation and/or commencement of business

2. Brief description of the Company including details of its main lines of business and proposed role and responsibilities in this Project.

3. Details of individual (s) who will serve as the point of contact / communication within the Company:
 - (a) Name :
 - (b) Designation :
 - (c) Company :
 - (d) Address :
 - (e) Telephone Number :
 - (f) E-Mail Address :
 - (g) Fax Number :

4. Name, Designation, Address and Phone Numbers of Authorised Signatory of the Applicant:
 - (a) Name :
 - (b) Designation :
 - (c) Address :
 - (d) Phone No. :
 - (e) Fax No. :
 - (f) E-mail :

5. Organisation chart and details of key personnel in the organisation including in-house engineers, architects, etc

FORM 4B**Prequalification Response Sheet No. 1****Technical and Managerial Capability and Relevant Past Experience (“Technical Capability”)**

To,
 The Managing Director,
 Orissa Industrial Infrastructure Development Corporation (IDCO),
 IDCO Towers, Janpath,
 Bhubaneswar 751 022,
 Orissa.

Dear Sir,

Sub: Letter of Application - Pre- Qualification -Development of Integrated Biotech Pharma IT Park in Bhubaneswar

We meet the Technical and Managerial Capability and Relevant Past Experience (“Technical Capability”) requirements as per the RFQ on account of the following project(s):

Developments

Project Name	Project Description	Area Developed (Sq. ft)	Project Cost (Rs mn)	Year of Completion

Signature of Company Secretary
 (Please also affix company seal)

Date;

Note: Please specify details of whether and how the above criteria are being met through Affiliates. The above response sheet should be signed and certified as true by the Company Secretary of the Applicant

FORM 4C**Prequalification Response Sheet No. 1****Financial Capability of the Applicant**

(Equivalent Rupees Crores)

[This should be provided through the certificate of the Auditor of the Applicant]

Dear Sir,

Sub: **Letter of Application - Pre-Qualification - Development of Integrated Biotech Pharma IT Park in Bhubaneswar**

We certify that the Applicant has a net worth of Rs. ---- crores as per the latest audited balance sheet. This net worth has been calculated as per the instructions provided in the RFQ.

For the above calculations, we have considered the following companies:

Name of Company	Relationship with Applicant	Net Worth of Company

Signature and Seal of Auditors

Dated:

Along with the above auditors certificate, in a separate sheet, please specify details of whether and how the above criteria is being met through Affiliates

Instructions:

1. Net Worth = (Subscribed and Paid-up Equity Capital + Free Reserves) – (revaluation reserves + Miscellaneous expenditure not written off)
2. Please enclose the audited annual reports for last three years of each of the companies whose networth has been used for meeting the net worth mentioned above.

ANNEXURE I
FORMAT FOR POWER OF ATTORNEY FOR SIGNING OF APPLICATION

Power of Attorney

Know all men by these presents, We.....(name and address of the registered office) 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 our bid for the project envisaging Development of Integrated Biotech Pharma IT Park in Bhubaneswar, in the country of India ("**The Project**"), including signing and submission of all documents and providing information / responses to Orissa Industrial Infrastructure Development Corporation (IDCO), representing us in all matters before IDCO, and generally dealing with IDCO in all matters in connection with our bid for the said Project.

We hereby agree to ratify all acts, deeds and things lawfully done by our said 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.

For _____

Accepted

(signature)

(Name, Title and Address of the Attorney)

Note:

- (1) To be executed by all the members in case of a 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 executant(s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.

ANNEXURE II
FORMAT FOR POWER OF ATTORNEY FOR LEAD MEMBER(S) OF CONSORTIUM

Power Of Attorney

Whereas, Orissa Industrial Infrastructure Development Corporation (IDCO) has invited applications from interested parties for the Development of an Integrated Biotech Pharma IT Park in Bhubaneswar in the country of India ("**the Project**").

Whereas, the members of the Consortium are interested in bidding for the Project and implementing the Project in accordance with the terms and conditions of the Request for Qualification Document (RFQ document), Request for Proposal Document (RFP document) and other connected documents in respect of the Project, and

Whereas, it is necessary under the RFQ document 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

NOW THIS POWER OF ATTORNEY WITNESSETH THAT;

We, M/s. -----, M/s ----- and M/s ----- (the respective names and addresses of the registered office) do hereby designate M/s ----- being one of the members of the Consortium, as the Lead Member of the Consortium, to do on behalf of the Consortium, all or any of the acts, deeds or things necessary or incidental to the Consortium's bid for the Project, including submission of application / proposal, participating in conferences, responding to queries, submission of information / documents and generally to represent the Consortium in all its dealings with IDCO, any other Government Agency or any person, in connection with the Project until culmination of the process of bidding and thereafter till the execution of relevant project documents as mandated by the RFQ and RFP documents with IDCO.

We hereby agree to ratify all acts, deeds and things lawfully done by the Lead Member 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/Consortium.

Dated this theDay of2007

.....

(Executants)

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

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.

ANNEXURE III
PRINCIPLES OF THE MEMORANDUM OF UNDERSTANDING TO BE
EXECUTED BETWEEN THE MEMBERS OF THE CONSORTIUM

(To be executed on appropriate value of Non-Judicial Stamp paper as per Stamp Act prevailing in the State of Orissa)

In case of a Bidding Consortium, the principles based on which the Memorandum of Understanding (MoU) shall be executed between/among the Consortium Members, are stated below;

1. The MoU should clearly specify the roles and responsibilities of each of the Consortium members, along with their proposed equity contribution. It is expected that the individual members have role definitions not conflicting with those of the other Consortium Members.
2. The MoU should clearly designate one of the Consortium Member as the Lead Member. The Lead Member shall necessarily make the maximum equity contribution in the Project Company, and this equity contribution shall not be less than 51% of the total equity in the Project Company, which shall not be diluted for at least three years from the date of start of commercial operations and shall be of a minimum of 26 % of total equity stake thereafter.
3. The Consortium Member assessed for technical Capability shall necessarily make equity contribution in the Project Company, and this equity contribution shall not be less than 10% of the total equity and the Member so evaluated would have to hold at least 10% in the Project Company, which shall not be diluted till the completion of the construction period.
4. The Lead Member shall be responsible for;
 - a. Tying up finances for the Project:
 - i. ensuring the equity contribution by each of the Consortium Member, and in the event of a default, make good such contribution, subject to the condition that the Consortium should still be able to attain the minimum

technical & financial criteria, as laid down in the RFQ or RFP without considering the defaulting consortium member.

- ii. undertaking primary responsibility for liasoning with the lending institutions and mobilising debt resources for the Project.
 - b. Ensuring the individual and collective commitment of each of the Consortium Members in honoring the Project Company's obligations. The Lead Consortium Member would be overall responsible for the execution of the Project. All Consortium Members shall be jointly and severally liable for the same.
5. The MoU should be duly signed by each of the Consortium Members.
 6. The MoU should be executed on an appropriate stamp paper.
 7. The MoU should be specific to this Project.
 8. The MoU should be valid for a minimum thirty six months from the last date for submission of the Request for Qualification. The validity period of the MoU should be extendible on the original terms, if required by IDCO.