



NTPC Limited
(A Government of India Enterprise)
EOC Noida Office
NOTICE INVITING EXPRESSION OF INTEREST (NI-EOI)
FOR
ENLISTMENT OF CONSULTING AGENCIES
FOR
MERGER, ACQUISITION AND TRANSACTION ADVISORY SERVICES

NI-EOI No: 40088400

Date: 15.06.2021

Document No: CS-0011-779J-9

- 1.0** NTPC invites on-line applications from eligible consulting agencies , to enlist Consultants either to provide end to end services including but not limited to detailed Technical, Financial, Commercial, Tax, Contractual & Legal due diligence, valuation, risk assessment and transaction advisory for the acquisition of proposed Targets or assist NTPC in execution of any or all the works related to Market Survey, Due Diligence (Technical, Financial, Commercial, Tax and Contractual), Valuation and Risk Assessment for various business opportunities. Detailed scope and methodology of Enlistment is as specified in the NI-EOI Documents.

Document sale period Date & Time	From 15.06.2021 to 28.06.2021 upto 1730 hrs (IST)
Source of IFB/ NIT	EOC Noida Office
Last Date and Time for Application submission	14.07.2021 upto 1500 hrs (IST)
Date & Time for opening of Applications	14.07.2021 at 1530 hrs (IST)
Last date for receipt of queries from Consultants (if any)*	05.07.2021
Cost of EOI Documents in INR	INR 1/-

* “No Queries from Consultants, whatsoever, shall be entertained by the Employer beyond the last date of receipt of Queries/ as specified above”.

2.0 Methodology of Enlistment:

- (i) The consulting agency is required to submit their application for enlistment, in accordance with the terms and conditions stipulated in the NI-EOI Documents.
- (ii) The bid proposals of participating Consultants shall first be evaluated against the “**Essential Qualification Criteria/Requirements**” enclosed at **Annexure-I** to this NI-EOI.
- (iii) Only those consultants that qualify essential Qualifying Requirements (QR) shall further be evaluated for enlistment as per the “**Evaluation Criteria**” enclosed at **Annexure-II** to this NI-EOI on relative scale and marks shall be awarded by NTPC.
- (iv) The consultants who have qualified the essential qualification criteria shall also be required to make a presentation to NTPC. The final ranking shall be arrived at by considering both the marks obtained by the consultants under the Evaluation criteria and in the presentation. The consultants shall be ranked in descending order of their final evaluation scores and top eight (8) consultants with the highest scores shall be selected for enlistment.



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- 3.0 The application document is available online. A complete set of EOI Application Documents may be downloaded from the NTPC tender website <https://etender.ntpclakshya.co.in> by any interested Consultant on payment (non-refundable) of the cost of the documents as mentioned above directly by Credit Card/ Net Banking through the e-payment gateway at our SRM Site (<https://etender.ntpclakshya.co.in>). For logging on to the SRM Site, the bidder would require vendor code and SRM user id and password. **First time users not allotted any vendor code are required to approach NTPC at least three working days prior to Document Sale Close date along with duly filled in questionnaire as per Annexure-III attached herewith for issue of vendor code and SRM user id/password.**
- 4.0 **Issuance of EOI/Application Documents to any bidder shall not construe that applicant is considered enlisted.**
- 5.0 NTPC reserves the right to reject any or all applications or cancel/ withdraw the NI-EOI for the subject enlistment without assigning any reason whatsoever and in such case no applicant/ bidder/ intending bidder shall have any claim arising out of such action.
- 6.0 **Address for Communication**

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Mob: +91 9650991400
ashokkumar06@ntpc.co.in

Websites: www.ntpctender.com or www.ntpc.co.in

Essential Qualifying Requirements for Enlistment of Consultants to carryout Merger, Acquisition and Transaction Advisory services.

The Applicant should meet the Qualifying Requirements stipulated in clause 1.0.0 and 2.0.0 below.

1.0.0 Technical Criteria

1.0.1 The Applicant should have completed at least 02 numbers of Transaction Advisory assignments (including but not limited to due diligence and valuation exercises) in the domain of Merger/ Acquisition in Energy Sector in last 7 years as on the last date of submission of application for enlistment. The deal value of at least one Merger/Acquisition in aforesaid Transaction Advisory assignments should be minimum INR 1500 Cr.

AND

1.0.2 The Applicant should have assisted at least one Government Authority or PSU in India in the domain of Energy Sector for providing due diligence and/or business valuation and/or business plan preparation and/or restructuring and/or Transaction Advisory.

Notes for clause 1.0.0

- (i) Whenever the term Energy Sector is appearing above, it shall be deemed to include companies working in Power, Petroleum and Gas sectors.
- (ii) The Applicant shall be considered qualified only in case the award for executing the reference works has been received by the Applicant directly from the Client.

2.0.0 Financial Criteria

2.0.1 The average annual turnover of the Applicant from consulting business, in the preceding three (3) financial years as on the last date of submission of application for enlistment, should not be less than **INR 2.0 Crores (Indian Rupees Two Crores only)**.

In case an Applicant does not satisfy the average annual turnover criteria, stipulated above on its own, its Holding Company would be required to meet the stipulated turnover requirements as above, provided that the Net Worth of such Holding Company as on the last day of the preceding financial year is at least equal to or more than the paid-up share capital of the Holding Company. In such an event, the Applicant would be required to furnish along with its application for enlistment, a Letter of Undertaking from the Holding Company, supported by the Holding Company's Board Resolution, as per the format enclosed in the application documents, pledging unconditional and irrevocable financial support for the execution of the Contract by the Applicant in case of award.

2.0.2 Net worth of the applicant should not be less than 100% (hundred percent) of its paid-up share capital as on the last day of the preceding financial year on the last date of submission of application for enlistment. In case the Applicant does not meet the Net worth criteria on its own, it can meet the requirement of Net worth based on the strength of its Subsidiary (ies) and/or Holding Company and/or Subsidiaries of its Holding company wherever applicable. In such a case, however the Net worth of the Applicant and its Subsidiary(ies) and/or Holding Company and/or Subsidiary(ies) of the Holding Company, in combined manner should not be less than 100% (hundred percent) of their total paid up share capital. However

individually, their Net worth should not be less than 75% (seventy five percent) of their respective paid up share capitals.

Net worth in combined manner shall be calculated as follows:

Net worth (combined) = $(X1+X2+X3) / (Y1+Y2+Y3) \times 100$

Where X1, X2, X3 are individual Net worth which should not be less than 75% of the respective paid-up share capitals and Y1, Y2, Y3 are individual paid up share capitals.

2.0.3 In case the Applicant is not able to furnish its audited financial statements on standalone entity basis, the unaudited unconsolidated financial statements of the Applicant can be considered acceptable provided the Applicant further furnishes the following documents for substantiation of its qualification:

- (i) Copies of the unaudited unconsolidated financial statements of the Applicant along with copies of the audited consolidated financial statements of its Holding Company.
- (ii) A Certificate from the CEO/CFO of the Holding Company, as per the format enclosed with the application documents, stating that the unaudited unconsolidated financial statements form part of the consolidated financial statements of the Holding Company.

In cases where audited results for the last financial year as on the last date of submission of application for enlistment are not available, the financial results certified by a practicing Chartered Accountant shall be considered acceptable. In case, Applicant is not able to submit the Certificate from a practicing Chartered Accountant certifying its financial parameters, the audited results of three consecutive financial years preceding the last financial year shall be considered for evaluating the financial parameters. Further, a Certificate would be required from the CEO/CFO as per the format enclosed in the application documents stating that the Financial results of the Company are under audit as on the last date of submission of application for enlistment and the Certificate from the practicing Chartered Accountant certifying the financial parameters is not available.

Notes for Clause 2.0.0

- (i) Net worth means the sum total of the paid-up share capital and free reserves. Free reserve means all reserves credited out of the profits and share premium account but does not include reserves credited out of the revaluation of the assets, write back of depreciation provision and amalgamation. Further any debit balance of Profit and Loss account and miscellaneous expenses to the extent not adjusted or written off, if any, shall be reduced from reserves and surplus.
- (ii) Other income shall not be considered for arriving at annual turnover.
- (iii) "Holding Company" and "Subsidiary Company" shall have the meaning ascribed to them as per Companies Act of India.

ANNEXURE-II

Evaluation Criteria for Enlistment of Consultants to carryout Merger, Acquisition and Transaction Advisory services

S No	Item	Data	Max Score	Supporting Documents to be furnished
1	Annual Average turnover from Consulting business over last three financial years. Note: Full marks (05) shall be awarded to the Firms having annual average turnover (over last three financial years) of INR 7.5 Cr & above and others shall be given marks proportionately w.r.t INR 7.5 Cr.	INR in Crores	05	Audited Financial Statements/Certificate (only for last financial year if audited results are not available) by practicing Chartered accountant
2a	Number of M&A assignments (including but not limited to due diligence and valuation exercises) executed in India in last 5 years in energy sector	Number	15	Any Documentary evidence e.g. Letter of Award (LOA)/PO, completion certificate by client etc.
2b	Number of assignment carried out with Regulatory Authority or Regulated entity or Government Authority or PSU in the domain of energy sector for providing due diligence and/or business valuation and/or business plan preparation and/or restructuring and/or Transaction Advisory.	Number	10	Any Documentary evidence e.g. Letter of Award (LOA)/PO, completion certificate by client etc.
2c	Number of assignments with the scope including but not limited to detailed Financial, Commercial & Contractual due diligence, valuation, risk assessment and transaction advisory for asset acquisition, executed in energy sector. Note: Any specific part of the assignment which was included in the	Number	20	Any Documentary evidence e.g. Letter of Award (LOA)/PO, completion certificate by client etc.

	LOA /PO and subcontracted with the permission of client, shall also be considered for evaluation.			
2d	Maximum value of the single M & A deal executed in the last five years in energy sector.	INR in Crores	07	Any Documentary evidence e.g. Letter of Award (LOA)/PO, completion certificate by client etc.
3	Empanelment as Consultant with any government body/organization/undertaking of Government/CPSE/State Level Public Enterprises (SLPE). Note: Multiple number of empanelments within a single organisation shall be considered as one.	Number of Org.	08	Any Documentary evidence e.g. Letter of Enlistment/Empanelment (LOE) / LOA / Client Certificate
4	Number of professionals having following experience in executing various M&A activities in energy sector and on permanent rolls. a. 12 years and above b. Between 08 years to 12 years	Number Number	06 04	Details of Professionals viz. Name, Qualification, No. of years of experience in executing various M&A activities in energy sector certified by CEO of the company / MD of the company/ Designated Partner / Person authorized by Board of the Consulting Agency
Total			75	

Note:

1. Consultants are required to submit “Certificate from CEO of the company / MD of the company/ Designated Partner / Person authorized by Board of the Consulting Agency” as per **Attachment-7** of Application Formats, Vol-II, for accuracy of data submitted.
2. For Sr. No 2a,2b,2c & 2d above, assignments shall be considered for evaluation only in case the award for executing the reference works has been received by the Applicant directly from the Client. Certificate from Client/Undertaking by partner is required to establish that it was direct order and complete scope of LOA has been executed.



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3. This enlistment process shall be utilised to execute assignments upto an individual tender value of INR 5 Crore.

- **Evaluation of Presentation**

The presentations made by the Consultants shall be evaluated by NTPC out of **25** marks.

Request for Login ID on NTPC e-Tender

If you are not a supplier of NTPC and interested in participating in E-tenders in NTPC, please fill in the following:

Name	
Address	
City	
State	
Country	
PIN	
Telephone No. with Extension	
Fax No.	
Email ID	
Your Company's Bank Name	
Account No.	
Branch	
Address	
PAN NO.	
GSTN NO.	
Registered Address	
Contact Person's Name	
Designation	
Email ID	
Mob. No.	
Bid Invitation No. interested in	



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Note:

1. Please download, print and submit dully filled form along with supporting documents (copy of PAN, GSTN, EFT form/ Cancelled Cheque) to the package in-charge/ Contact person as mentioned in the Bid Invitation/NI-EOI.
2. Mail ID/ Mobile No. mentioned by you shall be used for auto generated correspondences pertaining to NIT/IFB/NI-EOI.
3. You will be allotted a vendor code which shall be when prefixed with 'V' will be your user ID. Password & user ID will be sent on your registered email.
4. Vendor may submit request for login id and password without DD also, however to download bidding document against the NIT/IFB/ NI-EOI, tender fee will have to be paid in mode as mentioned in the NIT/IFB/ NI-EOI.