



REQUEST FOR EXPRESSION OF INTEREST

**DESIGN, DEVELOP, OPERATE, MAINTAIN AND MANAGE
NON-AERONAUTICAL FACILITIES AND SERVICES**

**AT GREENFIELD INTERNATIONAL AIRPORT
AT BHOGAPURAM, ANDHRA PRADESH**

REF. NUMBER: GVIAL /EOI/ NON AERO/01

DISCLAIMER

1. This request for Expression Of Interest (“**EOI**”) is not an agreement, and is neither an offer nor invitation by GMR Vishakhapatnam International Airport Limited (“**GVIAL**”) to the prospective applicants or any other person. The purpose of this request for EOI is to ascertain prospective applicants in the market who have the requisite experience of designing, developing, operating and managing non-aeronautical facilities and services at airports in India.
2. The information, assumptions, assessments and statements set out herein do not purport to contain all the information that each prospective applicant may require. This request for EOI may not be appropriate for all persons, and it is not possible for GVIAL, its employees or advisors to consider the investment objectives, financial situation and particular needs of each party who reads or uses this request for EOI. The information, assumptions, assessments and statements contained in this request for EOI may not be complete, accurate, adequate or correct. Each prospective applicant should therefore, conduct its own investigations and analysis and should check the accuracy, adequacy, correctness, reliability and completeness of the information, assumptions, assessments and statements contained in this request for EOI and obtain independent advice from appropriate sources.
3. GVIAL, its directors, employees, representatives and advisors make no representation or warranty in this request for EOI, and shall incur no liability in respect of this request for EOI under any law, contract or otherwise.
4. GVIAL may, in its sole discretion, but without being under any obligation to do so, modify, amend or supplement, the information in and/or terms of, this request for EOI.
5. The issue of this request for EOI does not imply that GVIAL is bound to, (a) select and shortlist any or all the applicants who submit an EOI pursuant hereto, (b) conduct a bid process subsequently, and/or (c) award the license for designing, developing, operating and managing non-aeronautical facilities and services (as set out herein) at the upcoming greenfield international airport at Bhogapuram, Andhra Pradesh,, India to any person (including an applicant who submits an EOI pursuant hereto).
6. The prospective applicants shall bear all costs associated with the preparation and submission of their EOIs, any subsequent technical discussions with/presentations to GVIAL. GVIAL shall in no case be responsible or liable for these costs regardless of the conduct or outcome of this EOI process.
7. Notwithstanding anything contained in this request for EOI, GVIAL reserves the right to accept or reject any EOI and/or to annul this EOI process at any time without any liability or any obligation, and without assigning any reasons therefor.

1. INTRODUCTION

- 1.1 GVIAL is a subsidiary of GMR Airports Limited, and has signed a Concession Agreement with APADCL on June 12, 2020 (the “**Concession Agreement**”) for development of a greenfield international airport at Bhogapuram in Vizianagaram District of State of Andhra Pradesh, India (“**Airport**”) on a design, build, finance, operate, maintain and transfer basis under public private partnership mode.
- 1.2 As part of the development and operations of the Airport pursuant to the Concession Agreement, GVIAL is, *inter alia*, required to develop, operate and provide the following facilities and services:
- (a) Duty free outlets and duty paid retail outlets;
 - (b) Food and beverages outlets;
 - (c) Advertisement and promotions;
 - (d) Car parking;
 - (e) Lounge; and
 - (f) Non-aeronautical services such as baggage wrap, ATMs, foreign exchange facility, porter, taxi services, and any other non-aeronautical service(s) as may be specified by GVIAL from time to time and on need base.

The aforesaid facilities and services are collectively referred to as the “**Non-Aeronautical Facilities and Services**”.

- 1.3 Accordingly, GVIAL intends to grant a long term master concession to design, develop, operate, maintain and manage the Non-Aeronautical Facilities and Services at the Airport (“**Project**”).
- 1.4 Through this request for EOI, GVIAL wants to ascertain the interest of prospective entities in the Indian market who have the requisite experience and capability to implement the Project, and who would be willing to undertake the Project.

2. MINIMUM ELIGIBILITY CRITERIA

- 2.1 Interested applicants, who meet the technical capability set out in Clause 2.2 (“**Technical Capability**”) and financial capability set out in Clause 2.3 (“**Financial Capability**”) (Technical Capability and Financial Capability collectively referred to as the “**Minimum Eligibility Criteria**”), and do not have a Conflict of Interest as set out under Clause 2.4, are invited to submit their EOI, in accordance with the terms hereof.

2.2 Technical Capability

For demonstrating Technical Capability, an interested applicant shall have either, (i) developed and/or operated and managed, or (ii) granted license(s) or concession(s) for development, operation, maintenance and management of, in each case, at least 3 (Three) non-aeronautical business categories set out below, at any single airport in India with a minimum annual passenger throughput (at such airport) of 8 (Eight) million:

- (a) Duty free outlet(s) or duty paid retail outlet(s);

- (b) Food and beverages outlet(s);
- (c) Car parking;
- (d) Advertisement and promotions; and
- (e) Passenger lounge.

For the purposes of demonstrating Technical Capability in accordance with this Clause 2.2, an interested applicant may rely on the experience of 1 (One) or more of its Affiliates. For the purposes of this request for EOI, the term ‘Affiliate’ is defined below:

“**Affiliate**” with respect to an entity means any person which, (a) Controls such entity, (b) is Controlled by such entity, or (c) is Controlled by the same person who, Controls such entity.

Further, as used in the definition of ‘Affiliate’ and elsewhere in this request for EOI, the meaning of the term ‘Control’ is set out below:

“**Control**” shall mean: (i) the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders’ agreements or voting agreements or in any other manner; or (ii) the direct or beneficial ownership of 26% (Twenty Six percent) or more of the issued and paid-up equity share capital. The terms “*Controls*” and “*Controlled by*” shall be construed accordingly.

2.3 Financial Capability

For demonstrating Financial Capability, an interested applicant shall have:

- (a) a minimum Net Worth of INR 100,00,00,000 (Indian Rupees One Hundred Crores) as of March 31, 2020 (as per its audited financial statements); and
- (b) a turnover of at least INR 170,00,00,000 (Indian Rupees One Hundred and Seventy Crores) in the financial year 2019-20 (as per its audited financial statements).

For the purposes of this request for EOI, the term “Net Worth” shall have the meaning ascribed to it under the (*Indian*) Companies Act, 2013.

For the purposes of demonstrating Financial Capability in accordance with this Clause 2.3, an interested applicant may rely on the experience of 1 (One) of its Affiliates. Interested applicant shall furnish Certificate(s) from its statutory auditors certifying such Financial Capability.

2.4 Conflict of Interest

An applicant shall be deemed to have a conflict of interest affecting the EOI process if (“**Conflict of Interest**”):

- (a) it Controls, is Controlled by or is under common Control with, any other applicant (or such applicant’s Affiliate); or
- (b) it or its Affiliate, operates, maintains and/or manages a Competing Airport.

For the purposes of this request for EOI, the term “Competing Airport” means an airport which is situated within 100 (One Hundred) kilometres aerial radius with the Airport.

The EOI submitted by an applicant who has Conflict of Interest shall be rejected and such applicant shall not be eligible for this EOI process.

3. EOI PROCESS

- 3.1 Each interested applicant shall submit its EOI (in English language), comprising of the following:
- (a) Details of the applicant in accordance with the format set out in Annexure A;
 - (b) Details of its Technical Capability in accordance with the format set out in Annexure B; and
 - (c) Details of its Financial Capability in accordance with the format set out in Annexure C.
- 3.2 The EOIs shall be submitted Physically as per the format prescribed in Annexures. The envelope shall be addressed as follows:

“ATTN. OF:

Bid Manager,
Mr. Mr. B. Vinay Kumar, B.V.Rao & Co LLP

ADDRESS:

Mr. Samrat Pramanik,
Head Procurement & contracts, 4th Floor, GMR Aero Towers,
Rajiv Gandhi International Airport
Shamshabad, Hyderabad,
Telangana – 500 108

- 3.3 GVIAl may, in its sole discretion, seek clarifications/additional information from any applicant regarding such applicant’s EOI.
- 3.4 Applicants who require any clarifications in connection with this request for EOI may send an email at gviai.nonaerocomm@gmrgroup.in . GVIAl may, in its sole discretion, respond to such queries. Nothing in this paragraph shall be taken or read as compelling or requiring GVIAl to respond to any question(s) or to provide any clarification(s).
- 3.5 GVIAl may, shortlist applicants who have submitted an EOI (in accordance with the terms hereof), *inter alia*, on the basis of such applicants satisfying the Minimum Eligibility Criteria, and may invite such shortlisted applicants to participate in the subsequent bid process, if any (the details of the Project including the detailed terms and conditions of the Master Concession Agreement would be shared with the bidders during such bid process, if any).
- 3.6 GVIAl reserves the right to verify all statements, information and documents submitted by the applicants as part of their respective EOIs. Any such verification or lack of such verification by GVIAl shall not relieve the applicant of its obligations or liabilities hereunder nor will it affect any rights of GVIAl.

KEY TIMELINES

S. No.	Description	Timeline
1.	Publication of the request for EOI	13 Nov 2021
2.	Last date/time for submission of EOI	26 Nov 2021

4. GOVERNING LAW AND JURISDICTION

This request for EOI shall be governed by Indian laws, and the courts of Andhra Pradesh shall have exclusive jurisdiction over any disputes arising out of or in connection with this request for EOI.

ANNEXURE A
DETAILS OF THE APPLICANT

[On the letterhead of the applicant]

Date:

To,
GMR Visakhapatnam International Airport Limited
10-1-43, Flat no 202, Second Floor, Siripuram Fort, Siripuram, Visakhapatnam, Andhra Pradesh--.....

Subject: Expression of interest for designing, development, operation, maintain and management of non-aeronautical facilities and services at the upcoming greenfield international airport at Bhogapuram, Andhra Pradesh, India.

Dear Sir,

1. With reference to the Expression Of Interest (“EOI”) dated [●], issued by you, we, having examined the document and having understood its contents, hereby submit our EOI.
2. We acknowledge that GVIAl will be relying on the information provided in the EOI and the documents accompanying the EOI, and we certify that all information provided as part the EOI is true and correct, and is not misleading.
3. We acknowledge the right of GVIAl to reject our EOI without assigning any reason, and hereby waive, to the fullest extent permitted by applicable law, our right to challenge the same on any account whatsoever.
4. The relevant details are set out below:
 - (a) Name of the applicant:
 - (b) Country of incorporation/registration:
 - (c) Address of the corporate headquarters of the applicant:
 - (d) Date of incorporation/registration of the applicant:
 - (e) Date of commencement of business of the applicant:
 - (f) Details of the contact person of the applicant:
 - (i) Name:
 - (ii) Designation:
 - (iii) Email:
 - (iv) Phone:
 - (g) Brief description of the applicant along with the details of its lines of business:
 - (h) Management capabilities of the applicant (including profiles of the applicant’s key personnel):

5. We confirm that we meet the Minimum Eligibility Criteria, and we do not have any Conflict of Interest. The details of our Technical Capability (in the format set out in Annexure B of the request for EOI document) and Financial Capability (in the format set out in Annexure C of the request for EOI document), are separately enclosed.
6. We agree and undertake to abide by all the terms and conditions of this EOI.

Unless the context requires otherwise, capitalized terms used but not defined herein shall have the meanings ascribed to such terms under this EOI.

For and on behalf of [*insert name of the applicant*]

(Authorized signatory)

Name:

Designation:

Email:

Phone:

ANNEXURE B
DETAILS OF TECHNICAL CAPABILITY

(Refer to Clause 2.2)

[On the letterhead of the applicant]

Date:

To,
GMR Visakhapatnam International Airport Limited
10-1-43, Flat no 202, Second Floor, Siripuram Fort, Siripuram, Visakhapatnam, Andhra Pradesh.....

Subject: Detail of Technical Capability

Dear Sir,

With reference to the Expression Of Interest (“EOI”) dated [●], issued by you, the details of our Technical Capability are set out below.

S No.	Name of entity (i.e. Applicant / Affiliate)	Name and location of airport	Passenger throughput at airport in the relevant financial year in which the specified non-aeronautical service was provided (Please also indicate the relevant financial year)	Non-aeronautical business category (Please specify details of work undertaken or license/ concession granted)	Capacity (Please specify the area / size/ capacity of the facility)	Tenure (Please specify the tenure (i.e. start and end dates for the scope of work)

For and on behalf of [*insert name of the applicant*]

(Authorized signatory)

Name:
Designation:
Email:
Phone:

**ANNEXURE C
DETAILS OF FINANCIAL CAPABILITY**

(Refer to Clause 2.3)

[On the letterhead of the Statuary Auditor of applicant]

Date:

To,
GMR Visakhapatnam International Airport Limited
10-1-43, Flat no 202, Second Floor, Siripuram Fort, Siripuram, Visakhapatnam, Andhra Pradesh.....

Subject: Detail of Financial Capability

Dear Sir,

With reference to the Expression Of Interest (“EOI”) dated [●], issued by you the details of the Financial Capability of theis as below:

1. Net Worth as of March 31, 2020 (as per audited financial statements)

Name of entity	Net Worth in INR (in figures)	Net Worth in INR (in words)

2. Turnover (as per audited financial statements)

Financial Year	Name of entity	Turnover in INR (in figures)	Turnover in INR (in words)
2019-20			

For and on behalf of

[●]

[insert details of statutory auditor]

Membership Number: [●]

Date: [●]

Place: [●]