

Addendum & Corrigendum-1

Expression of Interest

For

**Selection of System Integrator for
Implementation of Connected Surat Project**

EOI Notification No.: SSCDL-Network-Eoi-01-2016

Last date (deadline) for EOI Submission: 09.12.2016



Invited by

Surat Smart City Development limited



115, Smart City Cell, Surat Municipal Corporation,
Muglisara, Main Road, Surat - 395003, Gujarat.

Surat Smart City Development Limited
ADDENDUM AND CORRIGENDUM-1
EOI Notification No.: SSCDL-Network-Eoi-01-2016

The Bidders are requested to take note of the following changes made in the Eoi documents, which are to be taken in to account while submitting the Eoi. They shall be presumed to have done so and submitted the Eoi accordingly.

- This Addendum and Corrigendum shall be the part of the Eoi documents.
- All items specified in this Addendum and Corrigendum supersede relevant items to that effect as provided in the original Eoi documents. All other specifications, terms and conditions of the original Eoi document shall remain unchanged.
- The queries raised and given by bidders, but the clarifications are not made in this Addendum and Corrigendum shall be considered to remain unchanged as per the terms and conditions mentioned in the original Eoi documents.

Bidders shall read and consider following points, which shall be a part of the Eoi documents.

Sr. No	Tender Reference	Existing Clause		Amended / New Clause	
1.	Notice Inviting Express of Interest	 <p>Smart City MISSION TRANSFORMATION</p>	<p>Surat Smart City Development Limited (SSCDL) 115, Smart City Cell, Surat Municipal Corporation – Head Quarter, Muglisara, Main Road, Surat - 395003, Gujarat.</p> <p>Notice Inviting Eoi for “Selection of System Integrator for Implementation of Connected Surat Project” [SSCDL-Network-Eoi-01-2016]</p>	 <p>Smart City MISSION TRANSFORMATION</p>	<p>Surat Smart City Development Limited (SSCDL) 115, Smart City Cell, Surat Municipal Corporation – Head Quarter, Muglisara, Main Road, Surat - 395003, Gujarat.</p> <p>Notice Inviting Eoi for “Selection of System Integrator for Implementation of Connected Surat Project” [SSCDL-Network-Eoi-01-2016]</p>
		<p>This EOI Document is being published by the Surat Smart City Development Ltd (SSCDL) for the project “Connected Surat” which is an initiative for creating a city wide fiber network. SSCDL invites leading industry participant to share their feedback on various aspects of the project.</p> <p>Bidders are advised to study this EOI document carefully before submitting their proposals in response to the EOI Notice. Submission of a proposal in response to this notice shall be deemed to have been done after careful study and examination of this document with full understanding of its terms, conditions and implications. This EOI document is not transferable.</p>		<p>This EOI Document is being published by the Surat Smart City Development Ltd (SSCDL) for the project “Connected Surat” which is an initiative for creating a city wide fiber network. SSCDL invites leading industry participant to share their feedback on various aspects of the project.</p> <p>Bidders are advised to study this EOI document carefully before submitting their proposals in response to the EOI Notice. Submission of a proposal in response to this notice shall be deemed to have been done after careful study and examination of this document with full understanding of its terms, conditions and implications. This EOI document is not transferable.</p>	
		<p>EOI Fee (Non-refundable) INR 24,000 (Twenty four thousand rupees Only) by Demand Draft or Banker’s Cheque</p>		<p>EOI Fee (Non-refundable) INR 18,000 (Eighteen thousand rupees Only) by Demand Draft or Banker’s Cheque</p>	
		<p>Online Queries Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.</p>		<p>Online Queries Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.</p>	
		<p>Last date Complete EOI in sealed envelope with relevant</p>		<p>Last date Complete EOI in sealed envelope with relevant</p>	

		<p>(deadline) for EOI Submission details may be submitted strictly through Speed Post or RPAD only so as to reach by 22/11/2016 up to 18:00 hr at following address: Chief Accountant Shri, Surat Municipal Corporation, Mugalisarai, Surat-395003, Gujarat.</p> <hr/> <p>Website to download EOI http://suratsmartcity.com or https://www.suratmunicipal.gov.in/</p> <hr/> <p>The right to accept/reject any or all Eoi(s) received is reserved without assigning any reason thereof.</p> <p style="text-align: right;">GM(IT), Surat Smart City Development Ltd.</p>	<p>(deadline) for EOI Submission details may be submitted strictly through Speed Post or RPAD only so as to reach by 09/12/2016 up to 18:00 hr at following address: Chief Accountant Shri, Surat Municipal Corporation, Mugalisarai, Surat-395003, Gujarat.</p> <hr/> <p>Website to download EOI http://suratsmartcity.com or https://www.suratmunicipal.gov.in/</p> <hr/> <p>The right to accept/reject any or all Eoi(s) received is reserved without assigning any reason thereof.</p> <p style="text-align: right;">GM(IT), Surat Smart City Development Ltd.</p>																																										
2.	Section 3: Important Dates, Page-9	<table border="1"> <thead> <tr> <th>#</th> <th>Information</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Project Name</td> <td>Selection of System Integrator for implementation of Connected Surat Project</td> </tr> <tr> <td>2.</td> <td>EOI reference No and Date</td> <td>EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016</td> </tr> <tr> <td>3.</td> <td>Website to download EOI</td> <td>http://suratsmartcity.com or https://www.suratmunicipal.gov.in</td> </tr> <tr> <td>4.</td> <td>EOI Fee (Non-Refundable)</td> <td>INR 24,000 (Twenty four thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd</td> </tr> <tr> <td>5.</td> <td>Queries by email</td> <td>Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.</td> </tr> <tr> <td>6.</td> <td>Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response</td> <td>22/11/2016</td> </tr> </tbody> </table>	#	Information	Details	1.	Project Name	Selection of System Integrator for implementation of Connected Surat Project	2.	EOI reference No and Date	EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016	3.	Website to download EOI	http://suratsmartcity.com or https://www.suratmunicipal.gov.in	4.	EOI Fee (Non-Refundable)	INR 24,000 (Twenty four thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd	5.	Queries by email	Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.	6.	Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response	22/11/2016	<table border="1"> <thead> <tr> <th>#</th> <th>Information</th> <th>Details</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Project Name</td> <td>Selection of System Integrator for implementation of Connected Surat Project</td> </tr> <tr> <td>2.</td> <td>EOI reference No and Date</td> <td>EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016</td> </tr> <tr> <td>3.</td> <td>Website to download EOI</td> <td>http://suratsmartcity.com or https://www.suratmunicipal.gov.in</td> </tr> <tr> <td>4.</td> <td>EOI Fee (Non-Refundable)</td> <td>INR 18,000 (Eighteen thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd</td> </tr> <tr> <td>5.</td> <td>Queries by email</td> <td>Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.</td> </tr> <tr> <td>6.</td> <td>Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response</td> <td>09/12/2016</td> </tr> </tbody> </table>	#	Information	Details	1.	Project Name	Selection of System Integrator for implementation of Connected Surat Project	2.	EOI reference No and Date	EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016	3.	Website to download EOI	http://suratsmartcity.com or https://www.suratmunicipal.gov.in	4.	EOI Fee (Non-Refundable)	INR 18,000 (Eighteen thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd	5.	Queries by email	Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.	6.	Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response	09/12/2016
#	Information	Details																																											
1.	Project Name	Selection of System Integrator for implementation of Connected Surat Project																																											
2.	EOI reference No and Date	EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016																																											
3.	Website to download EOI	http://suratsmartcity.com or https://www.suratmunicipal.gov.in																																											
4.	EOI Fee (Non-Refundable)	INR 24,000 (Twenty four thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd																																											
5.	Queries by email	Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.																																											
6.	Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response	22/11/2016																																											
#	Information	Details																																											
1.	Project Name	Selection of System Integrator for implementation of Connected Surat Project																																											
2.	EOI reference No and Date	EOI Reference No.: SSCDL-Network-EOI-01-2016 Date: 27.10.2016																																											
3.	Website to download EOI	http://suratsmartcity.com or https://www.suratmunicipal.gov.in																																											
4.	EOI Fee (Non-Refundable)	INR 18,000 (Eighteen thousand rupees Only) by Demand Draft or Banker's Cheque of any scheduled/nationalized bank payable at Surat in favour of Surat Smart City Development Ltd																																											
5.	Queries by email	Bidders shall have to post queries by email to it@suratsmartcity.com on or before 11/11/2016, 16:00 hrs.																																											
6.	Last date (deadline) for receipt of EOI Fee (Demand Draft) and EOI response	09/12/2016																																											

		7. Place, Time and Date of opening of the proposals received in response to the EOI notice	To be Informed Later		7. Place, Time and Date of opening of the proposals received in response to the EOI notice	To be Informed Later	
		8. Contact Person for EOI	Devang Patel, Executive Assistant, SSCDL, Email id : it@suratsmartcity.com	Chitrang Parmar, Assistant Eng. (Elec.), SMC, Email id : isd.networks@suratmunicipal.org	8. Contact Person for EOI	Devang Patel, Executive Assistant, SSCDL, Email id : it@suratsmartcity.com	Chitrang Parmar, Assistant Eng. (Elec.), SMC, Email id : isd.networks@suratmunicipal.org
		9. Submission (in Hard Copy)	Complete EOI in sealed envelope with relevant details may be submitted strictly through Speed Post or RPAD only so as to reach by 22/11/2016 up to 18:00 hr at following address: Chief Accountant Shri, Surat Municipal Corporation, Mugalisarai, Surat-395003, Gujarat.		9. Submission (in Hard Copy)	Complete EOI in sealed envelope with relevant details may be submitted strictly through Speed Post or RPAD only so as to reach by 22/11/2016 up to 18:00 hr at following address: Chief Accountant Shri, Surat Municipal Corporation, Mugalisarai, Surat-395003, Gujarat.	
3.	Section 2: Pre-Qualification Criteria, Page 8	#	Pre-Qualification Criteria	Proof Document Required	#	Pre-Qualification Criteria	Proof Document Required
		1	Bidder must be a company in India registered under The Company's Act 1956	Certificate of Incorporation / Registration Certificate	1	Bidder / Consortium must be a company in India registered under The Company's Act 1956	Certificate of Incorporation / Registration Certificate
		2	Bidder should be in business of providing telecommunication infrastructure or internet service provider or bandwidth provisioning	Copy of the relevant and valid license	2	Bidder/ Consortium should be in business of providing telecommunication infrastructure or internet service provider or bandwidth provisioning	Copy of the relevant and valid license
		3	Bidder (or holding company) should have a minimum average annual turnover of Rs. 500 crores for last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14	Copy of the Audited Profit and Loss statement and statutory auditor's certificate from a regarding turnover.	3	Bidder (or holding company) / Consortium (or holding company) should have a minimum average annual turnover of Rs. 500 crores for last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14	Copy of the Audited Profit and Loss statement and certificate from statutory auditor / CA regarding turnover.
		4	Bidder (or holding company) should have a positive net worth in each of last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14	Certificate from the statutory auditor towards positive net worth of the company	4	Bidder (or holding company) / Consortium (or holding company) should have a positive net worth in each	Certificate from the statutory auditor / CA towards positive net worth of the company

		<table border="1"> <tr> <td data-bbox="405 300 450 746">5</td> <td data-bbox="450 300 837 539">Bidder should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers</td> <td data-bbox="837 300 1196 539">Self Declaration on company letterhead along with Proof of such implementation</td> </tr> <tr> <td data-bbox="405 539 450 596">6</td> <td data-bbox="450 539 837 596">Bidder should be registered for Service Tax and Income Tax in India</td> <td data-bbox="837 539 1196 596">Service Tax Registration Income Tax Certificate (ITR)</td> </tr> <tr> <td data-bbox="405 596 450 746">7</td> <td data-bbox="450 596 837 746">Bidder should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.</td> <td data-bbox="837 596 1196 746">Declaration letter by bidder as per format given in the EOI document</td> </tr> </table>	5	Bidder should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers	Self Declaration on company letterhead along with Proof of such implementation	6	Bidder should be registered for Service Tax and Income Tax in India	Service Tax Registration Income Tax Certificate (ITR)	7	Bidder should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.	Declaration letter by bidder as per format given in the EOI document	<table border="1"> <tr> <td data-bbox="1234 300 1279 357"></td> <td data-bbox="1279 300 1700 357">of last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14</td> <td data-bbox="1700 300 2029 357"></td> </tr> <tr> <td data-bbox="1234 357 1279 596">5</td> <td data-bbox="1279 357 1700 596">Bidder / Consortium should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers</td> <td data-bbox="1700 357 2029 596">Self Declaration on company letterhead along with Proof of such implementation</td> </tr> <tr> <td data-bbox="1234 596 1279 686">6</td> <td data-bbox="1279 596 1700 686">Bidder / Consortium should be registered for Service Tax and Income Tax in India</td> <td data-bbox="1700 596 2029 686">Service Tax Registration Income Tax Certificate (ITR)</td> </tr> <tr> <td data-bbox="1234 686 1279 836">7</td> <td data-bbox="1279 686 1700 836">Bidder / Consortium should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.</td> <td data-bbox="1700 686 2029 836">Declaration letter by bidder as per format given in the EOI document</td> </tr> <tr> <td colspan="3" data-bbox="1234 836 2029 1278"> <p>Please note following for the Consortium:</p> <ol style="list-style-type: none"> The bidder cannot be a member of more than one bidding consortium. An individual firm applying as a single/consortium cannot at the same time be the member of any other consortium. In case of Consortium only 2 partners are allowed. The agreement needs to submitted at the time of RFP stage. However the consortium needs to submit the letter of intent as per Annexure-6.9 of this corrigendum. Both the parties of consortium should comply to above points no# 1,2,4, 6 &7 individually and submit the required documents / proofs separately. In case of Consortium both the parties should also submit the formats mentioned in section 6.1-6.6 separately of this Eoi. In case the consortium is qualified in this Eoi then at the time of RFP phase only one of the party will be the Prime Bidder. If this Eoi is responded by the Consortium, the consortium will not be changed at the time of RFP stage. </td> </tr> <tr> <td data-bbox="192 1278 255 1364">4.</td> <td data-bbox="255 1278 389 1364">Section 4.10, page 12</td> <td data-bbox="389 1278 1218 1364">f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents</td> <td data-bbox="1218 1278 2045 1364">f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents.</td> </tr> </table>		of last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14		5	Bidder / Consortium should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers	Self Declaration on company letterhead along with Proof of such implementation	6	Bidder / Consortium should be registered for Service Tax and Income Tax in India	Service Tax Registration Income Tax Certificate (ITR)	7	Bidder / Consortium should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.	Declaration letter by bidder as per format given in the EOI document	<p>Please note following for the Consortium:</p> <ol style="list-style-type: none"> The bidder cannot be a member of more than one bidding consortium. An individual firm applying as a single/consortium cannot at the same time be the member of any other consortium. In case of Consortium only 2 partners are allowed. The agreement needs to submitted at the time of RFP stage. However the consortium needs to submit the letter of intent as per Annexure-6.9 of this corrigendum. Both the parties of consortium should comply to above points no# 1,2,4, 6 &7 individually and submit the required documents / proofs separately. In case of Consortium both the parties should also submit the formats mentioned in section 6.1-6.6 separately of this Eoi. In case the consortium is qualified in this Eoi then at the time of RFP phase only one of the party will be the Prime Bidder. If this Eoi is responded by the Consortium, the consortium will not be changed at the time of RFP stage. 			4.	Section 4.10, page 12	f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents	f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents.
5	Bidder should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers	Self Declaration on company letterhead along with Proof of such implementation																													
6	Bidder should be registered for Service Tax and Income Tax in India	Service Tax Registration Income Tax Certificate (ITR)																													
7	Bidder should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.	Declaration letter by bidder as per format given in the EOI document																													
	of last three financial years i.e. FY 2015-16, FY 2014-15, FY 2013-14																														
5	Bidder / Consortium should have 1000 km of own fiber network or completed laying of at least 1000 km of fiber network or provided broadband /FTTH to at least 1,00,000 customers	Self Declaration on company letterhead along with Proof of such implementation																													
6	Bidder / Consortium should be registered for Service Tax and Income Tax in India	Service Tax Registration Income Tax Certificate (ITR)																													
7	Bidder / Consortium should not have been blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi.	Declaration letter by bidder as per format given in the EOI document																													
<p>Please note following for the Consortium:</p> <ol style="list-style-type: none"> The bidder cannot be a member of more than one bidding consortium. An individual firm applying as a single/consortium cannot at the same time be the member of any other consortium. In case of Consortium only 2 partners are allowed. The agreement needs to submitted at the time of RFP stage. However the consortium needs to submit the letter of intent as per Annexure-6.9 of this corrigendum. Both the parties of consortium should comply to above points no# 1,2,4, 6 &7 individually and submit the required documents / proofs separately. In case of Consortium both the parties should also submit the formats mentioned in section 6.1-6.6 separately of this Eoi. In case the consortium is qualified in this Eoi then at the time of RFP phase only one of the party will be the Prime Bidder. If this Eoi is responded by the Consortium, the consortium will not be changed at the time of RFP stage. 																															
4.	Section 4.10, page 12	f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents	f. Each page of the above should bear the initials of the Applicant along with the seal of the Applicant in token of confirmation of having understood the contents.																												

	<p>Pre-qualification and technical proposal should be signed by an authorized person of the bidder.</p> <p>The pre-qualification proposal should be submitted along with a certified true copy of a board resolution/power of attorney empowering authorised signatory to sign/act/execute documents binding the bidder organisation to the terms and conditions detailed in this proposal</p>	<p>In case of Consortium, the Consortium Partner's 1 (CS1) initials along with the seal to be present. Refer clauses in 6.9, Undertaking for Consortium</p> <p>Pre-qualification and technical proposal should be signed by an authorized person of the bidder In case of Consortium the same to be signed by the authorized signatory of the Consortium Partner 1 (CS1). Refer clauses in 6.9, Undertaking for Consortium</p> <p>The pre-qualification proposal should be submitted along with a certified true copy of a board resolution/power of attorney empowering authorised signatory to sign/act/execute documents binding the bidder organisation to the terms and conditions detailed in this proposal. In case of Consortium, only Consortium Partner 1 (CS1) will submit the certified true copy of a board resolution/power of attorney empowering authorised signatory to sign/act/execute documents binding the bidder organization to the terms and conditions detailed in this proposal. Refer clauses in 6.9, Undertaking for Consortium</p>
--	--	--

Below mentioned response shall be read and replaced as under and to be submitted as per revised format provided below.

Section-6.2: Check-list for the documents to be submitted in Eoi response

#	Documents to be submitted	Submitted (Y / N)	Documentary Proof (Page No.)
1.	DD/Banker's Cheque of Rs. 18,000/- as Eoi Fee (in separate envelop) Note: In case of Consortium CS1 will submit the DD/Banker's Cheque of Rs. 18,000/- (Refer clauses in 6.9, Undertaking for Consortium)		
2.	Eoi Covering Letter Note: In case of Consortium CS1 will submit the letter (Refer clauses in 6.9, Undertaking for Consortium)		
3.	Power of attorney / board resolution to the authorized Signatory of the EOI Note: In case of Consortium CS1 will submit this(Refer clauses in 6.9, Undertaking for Consortium)		
4.	Particulars of the Bidders (in the formats given subsequently)		
5.	Copy of Certificate of Incorporation		
6.	Copy of the valid relevant telecom licenses		
7.	Copy of Audited Balance Sheet for last three financial years 2015-16, 2014-15, 2013-14		
8.	Copy of the audited Profit & Loss Statements for last three financial years 2015-16, 2014-15, 2013-14		
9.	Certificate from the statutory auditor/ CA towards positive net worth and turnover of the company for last three financial years 2015-16, 2014-15, 2013-14 as per format specified in 7.6:Financial Capability Statement		
10.	Details of the projects executed		
11.	Declaration letter that the firm is not blacklisted by Central Government or any State Government organization / department in India at the time of submission of the Eoi, in the format given in the Eoi		
12.	Copy of Sales Tax / VAT registration		
13.	Copy of the Income Tax Registration		
14.	Technical Proposal covering all the required information, propositions		
15.	Undertaking for Consortium in Eoi		

* **Note:** In case of consortium, each party must submit the relevant documents as per point no. 4, 5, 6, 7, 8, 9, 10, 11, 12, and 13 individually.

6.9 Undertaking for Consortium in Eoi

(To be submitted on a 100 rupee stamp paper)

This Letter of Intent to enter into a consortium agreement (hereinafter called the “LOI”) is made on day of....., 2016 by and between:

< **Name of Consortium Partner 1** >, a company incorporated under the Companies Act, 1956 and having its registered office at (hereinafter called the “CS1”)

And

< **Name of Consortium Partner 2** >, a company incorporated under the Companies Act, 1956 and having its registered office at (hereinafter called the “CS2”)

are referred to as the “Parties” or in the singular as a “Party” where the context so permits or requires.

WHEREAS:

Surat Smart City Development Ltd. SSCDL (hereinafter the “Client”) has issued an Expression of Interest dated 27th October, 2016 for “**Selection of System Integrator for Implementation of Connected Surat Project**” (hereinafter the “Eoi”);

- A. Each Party, having read and understood the Eoi, wish to enter into this LOI to formalize their intent to jointly submit a proposal to the Client in relation to Eoi (‘Proposal’) and to subsequently (as soon as possible) enter into a Joint Venture at the time of RFP stage to jointly undertake the scope of work under the RFP (the “Services”) upon selection and award of the contract by the Client in favour of the Consortium (“Main Contract”).

NOW, THEREFORE, IN CONSIDERATION OF THE FOREGOING AND MUTUAL COVENANTS AND PROMISES CONTAINED HEREIN AND OTHER GOOD AND VALUABLE CONSIDERATIONS, THE RECEIPT AND ADEQUACY OF WHICH IS HEREBY ACKNOWLEDGED, IT IS HEREBY AGREED BY THE PARTIES AS FOLLOWS:

1. Covenants

- (i) Parties agree to jointly submit the Proposal to the Client. Each Party agrees to bear its own costs in the preparation of the Proposal.
- (ii) The preparation of the Proposal shall be undertaken jointly by the Parties. CS1 shall coordinate the preparation of the Proposal and its submission to the Client. CS2 shall cooperate with CS1 for the preparation of Proposal as reasonably requested by CS1. Once the Proposal has been submitted to the Client, no changes may be made or additional information or explanation given by either Party without the consent of the other Party.
- (iii) CS2 hereby authorises CS1 to act on its behalf in exercising all the Consultant's rights and obligations towards the Client under this LOI, including the signing of Eoi and all documents as mentioned in the Eoi.
- (iv) The respective scope of work to be performed by Parties relating to the Services will be as mutually agreed upon by the Parties and as may be recorded in the consortium agreement subsequently entered between the Parties at the time of RFP stage.
- (v) Parties agree that they shall be jointly and severally liable to the Client for execution of the scope of work and the performance of its obligations under the Eoi and subsequently in the Main Contract that will be signed at the stage of RFP, if parties are selected.
- (vi) Parties shall be responsible and liable for their respective services and its quality.
- (vii) Parties confirm that they are exclusively associated with each other in connection with the Proposal, and to the best of its knowledge have no identified conflicts of interest in relation to the Client, the Services, the Eoi, and the other party of the Consortium.

(viii) Each Party agrees that during the subsistence of this LOI, either Party will not enter into any other teaming /consortium agreements/joint venture agreement, memorandum of understanding, undertaking, contract etc. with other individual or entity in order to submit a competing proposal to the Client in relation to the Eoi or during RFP stage without the prior written consent of the other Party.

2. Term of the LOI

- (i) This LOI shall come into force and effect on the date first written above ('Effective Date').
- (ii) This LOI shall automatically terminate upon the first of the following events: -
 - (a) an announcement is made by the Client that the project has been cancelled or awarded to a third party; or
 - (b) Mutual agreement of the Parties to terminate this LOI.
 - (c) Upon termination/expiration of the consortium agreement.

3. Representations

- (i) Each Party represents to the other Party that:
 - a) It is a legal entity duly incorporated and registered, validly existing and in good standing in the jurisdiction of its incorporation and registration.
 - b) It has full corporate power and authority to enter into this LOI and to perform its obligations hereunder.
 - c) The execution of this LOI has been duly authorised by all necessary and appropriate actions, which will constitute valid and legally enforceable and binding terms and conditions hereof.

4. Miscellaneous

- (i) This LOI has been entered into solely for the purpose of submission of the Proposal and for formalizing the intent of entering into a Joint Venture / Consortium at the RFP stage.
- (ii) This LOI does not in any way grant any right, license, title and interest etc. in intellectual property rights of one Party to the other Party. Each Party shall remain the owner of its respective intellectual property rights.
- (iii) This LOI shall not be assigned by any Party, in whole or in part, without obtaining the prior written consent of the other Party.
- (iv) This LOI, its meaning and interpretation, and the relation between the Parties shall be governed by the laws of India without regard to laws related to its conflict of laws.

In witness whereof, the Parties hereto have executed, and made effective, this LOI on this ___ day of, 2016.

Signed on behalf of: <Consortium Partner 1> Signature: Name: Designation:	Signed on behalf of: <Consortium Partner 2> Signature: Name: Designation:
<u>Witness to the signature:</u> Signature: Name: Address:	<u>Witness to the signature:</u> Signature: Name: Address: