**Terms & Conditions for Empanelment of   
CONSULTING FIRMS FOR FINANCIAL ADVISORY SERVICES**

**1. Purpose**

NITCON proposes to form a panel of independent and competent Banking & Financial Advisory Services firms/ associates for the following service classes in the middle-large scale enterprise space:

1. ARC services for SMA1, SMA 2, distressed accounts:
   * Creation of structured mechanisms/ models for early diagnosis of financial distress.
   * Legal and financial review / additional due-diligence on cases before arbitration/tribunals.
   * Evaluation of financial re-structuring options including structured financial solutions.
   * Hand-holding company’s board and directors/ legal teams through building consensus with joint lenders forums on proposed solutions.
   * Identification of distressed asset buying funds.
   * Preparation of information memoranda (IM) and pitches to potential ARC’s.
   * Closure of transaction and assistance in definitive agreements with ARC’s etc.
2. Financial advisory services:
   * Financial performance evaluation and identification of areas of underperforming value.
   * Strategies to unlock value on balance sheets including structured financial options, disinvestment/ changes in SHP’s, M&A, de-mergers and subsidiarization of operations.
   * Enhancing earnings (EPS) on the P/L Account through reduced WACC (Weighted Average Cost of Capital) options.
   * Peer benchmarking of management efficiency, liquidity, returns, growth indicators and advice on lagging / leading indicators.
   * Enhance FCF (Free Cash Flow) and optimize tax outflows.
   * Financial strategic planning with a net worth & valuation enhancement view.
   * Enterprise risk management with regard to capital structure (including forex) risks management.
3. Transaction advisory services:
   * Structuring of M & A deals.
   * Financial and legal due diligence on acquisition targets and merger opportunities.
   * Structured fund options, instruments and scenario building.
   * Backward linkages to funds and availability of funding.
   * Preparation of IM’s and pitches to funds.
   * QIP (Qualified Institutional Placement) management.
   * IPO management including drafting of DRHP (Draft Red Herring Prospectus).
   * Venture Capital funding backward linkages and valuations.

**2. Minimum Eligibility Criteria**

The minimum eligibility criteria for the Business Associates are provided in **Annexure‐A**.

**3. Application Submission Guidelines**

The application shall be submitted in accordance with the following guidelines:

(i) One firm shall submit only a single application and cannot be a constituent to any other application.

(ii) Documents shall be submitted as prescribed in **Annexure‐B.**

(iii) The application shall be unconditional; otherwise it would be liable for rejection.

(iv) All the information/details are to be supported by authentic documents duly certified by the Applicant.

(v) Applications shall be submitted in a sealed envelope titled ‘Application for Empanelment’ of NITCON.

**4. Empanelment Period for firms:**

1. The Business Associate firm shall be empaneled for a period of 3 years on payment of a fee of INR 50,000/- and Security of Rs. 1000/-, by draft to NITCON Limited, payable at par in New Delhi. This fee shall be refundable only in cases of non-selection of applicant firms for empanelment. Security amount will be returned without interest on termination of contract mutually. The performance as ‘empaneled consultant/ associate’ shall be reviewed annually by NITCON. NITCON reserves its right to de‐list the name of the business associate at any stage, by the competent authority of NITCON at its own discretion without assigning reasons thereof. Post-empanelment, NITCON shall not refund the empanelment fee to the firm for any reason whatsoever.
2. Selected Business Associate will be required to sign a MoU with NITCON for a period of Three years.
3. For implementation of any Project through the Business Associate a SLA will be required to be executed between NITCON and the Business Associate.

**5. Empanelment contract for firms:**

The firms selected for empanelment shall execute a ‘standard service contract’ with NITCON, in accordance with the laws of the Union of India.

**Annexure‐A: Eligibility Criteria: FINANCIAL SERVICE ADVISORY/ ASSOCIATE FIRM**

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| --- | --- | --- | --- |
| **S.No.** | **Criteria** | **Requirements** |  |
| 1 | Firm constitution | Sole Proprietorship Firm, Partnership Firm/Limited Liability Partnerships, Limited liability Companies. MSME registered Companies and ‘Start-Ups’ are also encouraged to apply |
| 2 | Eligibility Criteria | 1. 3 years of consulting experience with enterprises in the public and/ or private sector. 2. Minimum average INR 30 lakhs of consulting revenues in the last 3 years. ITR’s to be submitted in this regard. 3. Minimum 2 assignments with government/ public sector organizations in the last 5 years. 4. For MSMEs and new ‘Start-Ups’, the requirement would be a certificate from any recognized Evaluator/ Institution or Agency. 5. Specialization in market strategy and enterprise risk management. Details of assignments in this regard with values, referral client phone numbers for the last 3 FY’s to be submitted. 6. Valid PAN/ TAN and GST registrations. 7. Organizational profile including constitution and banking details. 8. Team size and resumes of team members. 9. Three years’ experience will not be applied to MSME registered Companies and ‘Start-Ups’, but they are required to give details of their Concept/Innovations/Mission/Objective/Vision(not less than 1000 words) |
| 3 | Financial Detail | Turn Over of 2016-17 should be more than INR 50 Lakhs. ‘Start-Ups” and MSME sector Companies should give details of their Financial Bodies and Financing Institutions with the details authenticated by the concerned agency. |

**ANNEXURE‐B: SUBMISSION OF DOCUMENTS FOR EMPANELMENT**

The following documents (self-attested) need to be submitted along with the application:

1. Firm profile.
2. Experience summary with nature of assignments, client contact details and years of engagement.
3. Resumes of consultants to be involved in NITCON assignments.
4. Constitution and banking details.
5. PAN/ TAN and GST registration numbers (GST REG-25).
6. Income tax returns for the last three financial years with Balance Sheets, Profit & Loss Accounts.
7. Undertaking stating that the firm has not been blacklisted by any Government or CPSE organization.
8. Empanelment fee of INR 50000.00 (fifty thousand only) payable to NITCON Limited in New Delhi.
9. Security amount of INR 10,000/- (Ten thousand Only) payable to NITCON.

*(All documents to be signed by the individual/ authorized signatory of the firm/company)*