

F. No. W-38/28/2021-IPHW
Government of India
Ministry of Electronics and Information Technology

22.09.2023

PRELIMINARY INFORMATION MEMORANDUM (PIM)

**GLOBAL INVITATION FOR PROPOSALS FOR MODERNIZATION OF SEMI-
CONDUCTOR LABORATORY (SCL) FACILITY IN INDIA**

1. Introduction

- 1.1. In today's evolving landscape led by technological advancements such as Artificial Intelligence and Machine Learning, one thing is expected to remain constant – Semiconductors. Semiconductors form backbone to a vast array of applications, ranging from smartphones and cloud data servers to modern cars, industrial automation, and other critical digital and electronic infrastructure.
- 1.2. On supply side, semiconductor manufacturing remains highly concentrated and recent semiconductor shortages have resulted in enormous losses across Global and Indian industries. Thus, major global economies are increasingly making efforts to diversify manufacturing hubs and de-risk their global supply chains.
- 1.3. India's semiconductor demand is expected to reach more than USD 110 billion by 2030, thus placing semiconductors one of the most emerging industrial sectors in India. In order to secure the semiconductor supply chain for India and for the world, Government of India (GoI) launched "Programme for Development of Semiconductors and Display Manufacturing Ecosystem in India" with an outlay of incentives worth INR 76,000 Crore (~ 10 billion USD) in December 2021.
- 1.4. As part of the aforementioned plan for bolstering India's semiconductor manufacturing, research & development ecosystem, the Union Cabinet of the Government of India has also approved the modernization of the government-owned Semi-Conductor Laboratory (SCL) situated in Mohali, Punjab.

2. About 'Semi-Conductor Laboratory (SCL)'

- 2.1. SCL is an autonomous society under the Ministry of Electronics and Information Technology (MeitY) with more than 40 years of experience as a semiconductor Integrated Device Manufacturer (IDM). SCL currently operates 2 wafer fabrication lines – 8" CMOS at 180 nm node and 6" MEMS with a combined capacity of approximate 750 Wafer Starts Per Month (WSPM). SCL undertakes activities pertaining to design, fabrication, assembly

& packaging, testing and quality assurance of silicon CMOS and MEMS devices for various applications. In addition, SCL also has a compound semiconductor research facility.

- 2.2. SCL also houses design capabilities spanning across Analog, Logic, Power Management, Opto-electronics, Data Converters, Sensors, Radiation Hardening and other devices. It also has a fully functioning ceramic line Testing, Assembly & Packaging unit, adhering to MIL standards, and includes capabilities such as multi-chip packaging, MEMS packaging and fine pitch bonding.
- 2.3. SCL has been one of the trusted suppliers for high-reliability devices and has developed 'Rad Hard' technology used for devices in space applications, highly sought-after globally. SCL has also undertaken multiple technology development initiatives such as Si-Ge technology addition for high frequency / performance, LDMOS technology for high voltage, scale-up of electro-optical device technologies to enter new areas such as Infra-red imaging, visible & thermal image sensors, CMOS-MEMS integration & advanced sensors for space-borne hardware & other similar applications. SCL is also currently under the process of importing GaN-on-Si technology for HEMT devices, thus bolstering SCL's product portfolio for high-power/voltage applications. Official SCL website (www.scl.gov.in) may be referred for annual reports containing operational, organizational and financial details for the previous financial years.
- 2.4. It is planned that SCL, with its rich industrial expertise, and with a modernization plan can play a much larger role in the Indian semiconductor ecosystem. As part of this modernization program, GoI is looking to solicit interest from commercial and/or technology players with necessary technological and operational expertise to modernize SCL along either one or a combination of the following two broad paths:
 - **Modernization Path 1: Transforming SCL into an R&D-led Center of Excellence** with semicon R&D capabilities encompassing advanced nodes, advanced packaging, compound semiconductors, design and EDA tools, materials and other R&D areas
 - **Modernization Path 2: Transforming SCL into at-scale manufacturing entity** with volume production of semiconductor devices / chips
- 2.5. Post modernization, SCL shall continue to fulfill select demand from India's government buyers such as the various research agencies (as SCL does currently).
- 2.6. This Preliminary Information Memorandum (PIM) inviting Expression of Interest (EoI) is being issued to various Indian and global entities with required technological and operational expertise in semiconductor R&D and/or semiconductor manufacturing to partner SCL in this journey and to put forward their proposal for SCL modernization in line with the above context.

3. Proposed Engagement

3.1 Proposed process of engagement

- 3.1.1 Through this PIM, GoI invites formal interest from potential Indian and/or global entities with relevant operational expertise and access to relevant semiconductor technology(ies) for SCL modernization.
- 3.1.2 The qualifying applicant(s) in accordance with the criteria of this PIM and/or quality of the submitted proposal(s) shall be referred to as the “Shortlisted applicant(s)”. The decision regarding shortlisting shall be communicated to the Shortlisted applicant(s) in due course.
- 3.1.3 Post shortlisting of the applicant(s), MeitY, as per its discretion, shall negotiate / engage with the shortlisted applicant(s) on further detailing the modalities of the potential engagement.
- 3.1.4 A non-disclosure agreement shall be signed with the shortlisted applicant(s) in order to proceed with detailed data-access for SCL’s operations and modernization engagement. Site visit(s) (cost of which shall be borne by the shortlisted applicants) may be scheduled, at the discretion of MeitY, to facilitate the shortlisted applicants in their assessment.
- 3.1.5 The exact details of final engagement and selection process shall be intimated to the shortlisted applicant(s) in due course of time, at the discretion of MeitY. It shall be up to MeitY’s discretion to postpone / annul further stages for this PIM.

3.2 Salient features of the proposed engagement

- 3.2.1 The proposed engagement is for modernization of SCL assets through either one or a combination of the following two paths:
 - 3.2.1.1 Modernization Path 1: R&D-focused Center of Excellence: Setup of a new R&D-cum-prototyping line for 300 mm wafer processing on advanced nodes (28nm or below) with a clear roadmap on progressing from 28nm to 14nm and below nodes over time, preferably with baseline logic capabilities. The new R&D fab may also have additional capabilities for advanced packaging viz. 2.5/3D and others.
 - 3.2.1.2 Modernization Path 2: At-scale manufacturing focused entity: Setup of a new commercial unit for at-scale manufacturing which may either be one or a combination of following technological archetypes, but not limited to:
 - Silicon semiconductor chip fabrication
 - Compound semiconductor chip fabrication
 - Assembly, Testing and Packaging

- 3.2.2 Irrespective of the chosen modernization path, the proposed modernized facility shall be able to cater to the demand of government buyers that is met by SCL currently (including product design / development support, either via existing or new unit). For reference, currently ~350 WSPM capacity can be utilized at SCL for government buyers' demand fulfilment.
- 3.2.3 Interested applicant(s) are allowed to submit proposal(s) for SCL modernization as per Modernization Path 1 (R&D-focused Center of Excellence) OR Modernization Path 2 (At-scale manufacturing focused entity) OR a combination of both the modernization paths.
- 3.2.4 For Modernization Path 1 (R&D-focused Center of Excellence), the selected applicant shall be responsible for end-to-end setup and operationalization of the aforementioned R&D fab including technology transfer, material and equipment supplies, installation, operational testing, commissioning, onsite and offsite skilling of operational manpower and periodic maintenance as well. The proposed facility shall primarily be used for applied research and development purpose along with providing prototyping support / multi-project wafer support to startups / universities and other members of the Indian as well as global industry. The proposed facility shall also provide practical / hands-on training programs for semicon talent enablement in India.
- 3.2.5 For Modernization Path 2 (At-scale manufacturing focused entity), the resultant entity, in addition to commercially viable volume production, shall also provide for in-house product/process technology R&D (in-line with the proposed manufacturing capabilities) and practical / hands-on training programs for semicon talent enablement in India.

3.3 Partnership model(s) for the proposed engagement

Modernization Path 1: R&D-focused Center of Excellence

- 3.3.1 The selected applicant shall be responsible for the new fab-build and operations & maintenance of the fab for a period as specified by MeitY. While not mandatory, but, as per the discretion of MeitY, the applicant shall be allowed to utilize proposed new fab for their own or their customers' / partners' R&D / prototyping projects. Such projects must involve collaboration with SCL manpower and/or domestic industry/academia. The applicant is also expected to provide a commercial proposal for such utilization either in terms of grants / fee payable to SCL or joint responsibility of sharing operational expenditure for proposed project(s).
- 3.3.2 GoI may provide 100% capital expenditure support towards overall project cost for new R&D line setup.

Modernization Path 2: At-scale manufacturing focused entity

3.3.3 The applicant(s) shall consider either of the following partnership model(s) for establishment and operations of the at-scale manufacturing focused entity:

Multi-entity JV model

3.3.4 GoI is offering to extend capital support of 50% of the overall project cost for the resultant JV, on a pari-passu basis.

3.3.5 GoI is offering to provide majority equity stake and complete operational autonomy to the applicant(s) in the resultant JV.

3.3.6 The applicant(s) will be completely responsible for bringing in required technology, existing facility upgrade, new facility setup and stabilization, revenue generation / sales, operations & maintenance of the resultant JV in a self-sustaining manner.

Build, Operate and Maintain model

3.3.7 GoI is offering to provide 100% capital infusion for the modernization of SCL and retain 100% ownership of the resultant entity.

3.3.8 The applicant(s) will build, operate and maintain the resultant entity on a fixed income and/or profit-sharing basis, for a minimum period of 15 years, which can be extended at the discretion of GoI.

3.3.9 The applicant(s) will be completely responsible for bringing in required technology, existing facility upgrade, new facility setup and stabilization, operations & maintenance of the resultant entity in a self-sustaining manner.

3.3.10 Revenue generation and Sales for the products manufactured at the resultant entity to be the primary responsibility for the applicant(s). GoI may extend support on need basis.

4. Qualifying criteria

4.1. Incorporation criteria

4.1.1 GoI is open to multiple structures and either of the Individual Company / Consortium / Joint Venture can apply for this PIM.

4.1.2 Any company incorporated in India under the Companies Act, 1956/ Companies Act, 2013 OR a Partnership Firm registered under the India Partnership Act, 1932 OR Limited Liability Partnership (LLP) under LLP Act, 2008 and subsequent amendments thereto OR Registered with the Service Tax, and GSTN Authorities in India OR a company incorporated outside India, which is eligible to invest in India under the laws of India (subject to such parties obtaining all statutory approvals from

GoI/ FIFP / RBI etc. by themselves) are eligible to apply either as an individual applicant OR lead applicant in a consortium OR consortium members in this PIM.

- 4.1.3 Any company registered with SEBI as Alternative Investment Fund (AIF) OR a fund incorporated outside India which is eligible to invest in India under the laws of India (subject to such parties obtaining all statutory approvals from GoI/ FIFP/ RBI etc. by themselves) are eligible to apply only as consortium members in this PIM.

4.2. Financial criteria

Following financial criteria apply only in the case of Multi-entity JV model for Modernization Path 2 (At-scale manufacturing focused entity) as described in points 3.3.4, 3.3.5 and 3.3.6 above:

- 4.2.1 Applicant(s) for silicon semiconductor chip fabrication shall have a minimum revenue of INR 7500 Cr. (including group companies) in any of the 3 Financial Years preceding the year of submission. In case of consortium applicant(s), the lead bidder shall individually satisfy the minimum revenue threshold.
- 4.2.2 Minimum capital investment for the proposed compound semiconductor fabrication must be INR 100 Crore and for assembly, testing and packaging must be INR 50 Crore.
- 4.2.3 Applicant(s) must have minimum capital availability to own a majority equity stake, i.e., more than or equal to 51%, in the resultant JV.
- 4.2.4 In case of consortium applicant(s), while not mandatory, it is advisable for the global semiconductor technology player to have an equity stake in the resultant JV.

4.3. Technical criteria

- 4.3.1 For Modernization Path 1 (R&D-focused Center of Excellence), the applicant, at the time of submission of this proposal, must have ownership of R&D / prototyping grade developed / licensed technology and must make all necessary arrangements for the transfer of such technology to SCL. The applicant shall also have a demonstrable experience of setting up and operating R&D-cum-prototyping facility for mature / leading / advanced technology nodes for a minimum of 3 years AND/OR prior experience in execution of at least 1 similar project wherein the applicant has helped setup a similar R&D line / cleanroom setup fully or partly for another university, research organization or industry player.
- 4.3.2 For Modernization Path 2 (At-scale manufacturing entity), the applicant(s) must either own or have access to production grade developed / licensed technology, to be used for modernization of SCL in-line with the proposal submitted by the applicant(s) as a response to this PIM.

5. Proposal submission instructions to applicant(s)

5.1. Important dates

S. No.	Information	Details
1.	EoI No. and Date	EoI No.: W-38/28/2021-IPHW Date: 22.09.2023
2.	Last date for submission of EoI proposal	21.10.2023

5.2. Submission of EoI

5.2.1 The Expression of Interest (EoI) is to be submitted within stipulated timeline at the following address:

Shri Dhirendra Singh Rawat
Deputy Director,
Ministry of Electronics and Information Technology (MeitY)
Electronics Niketan,
6, CGO Complex, Lodhi Road, New Delhi – 110003
Emails: dsrawat64@meity.gov.in; mukul.yadav@meity.gov.in;
prashant@meity.gov.in

5.2.2 Submission of an EoI in response to this PIM shall be deemed to have been done after careful study and examination of this document with full understanding of its terms, conditions, and implications.

5.2.3 For applicant(s) expressing interest in Modernization Path 1 (R&D-focused Center of Excellence), a Project Proposal shall be submitted detailing out the following areas:

5.2.3.1 Technology specifications for the proposed including specific details such as technology node, proposed capacity of the R&D line, relevant information on process design kits and other related specifications for the line

5.2.3.2 Estimated timeline for the setup, testing and commissioning of the proposed R&D line at SCL facility

5.2.3.3 Estimated capital investment required for the proposed R&D line including all necessary capital and annual operating expenses

5.2.3.4 Details on potential utilization of the proposed facility for the applicant's own R&D / prototyping purposes, if applicable

- 5.2.3.5 Details on support required from MeitY for setup of the new R&D line such as land requirements, utility infrastructure details, etc.
- 5.2.3.6 Relevant case studies or examples of the applicant's prior experience of setting-up and operating R&D-cum-prototyping facility in similar technology nodes for a minimum of 3 years AND/OR prior experience in execution of at least 1 similar project wherein the applicant has helped setup a similar R&D line / cleanroom setup fully or partly for another university, research organization or industry member(s)
- 5.2.4 For applicant(s) expressing interest in Modernization Path 2 (At-scale manufacturing entity) or a combination of both paths, a Project Proposal shall be submitted detailing out the following areas:
- 5.2.4.1 Executive summary for overall vision / plan for setup of semiconductor operations in India for the applicant(s); the executive summary should also include a brief commentary on the capability of the applicant(s), as demonstrated, in its past track record, to run its own business, independently or as a member of the consortium
- 5.2.4.2 Proposed choice of partnership model and roadmap to utilize current SCL (such as CMOS and MEMS fabrication lines, assembly and packaging unit, etc.) in overall semiconductor operations for the applicant(s)
- 5.2.4.3 Proposed technology / product vision for the resultant partnership / JV, including but not limited to following elements:
- Technology specifications being envisioned or under consideration (e.g., technology node(s), wafer size(s), packaging type, etc.)
 - Proposed SCL capacity (including existing unit and approximate new unit setup) and ramp-up roadmap
 - Potential target products and end use applications
 - Availability of Technology / proposed tie-ups for acquiring production-grade technology
 - Plan for R&D and Skill development
- 5.2.4.4 Proposed capital investment for the resultant partnership / JV
- 5.2.4.5 Details of support required from GoI for the resultant partnership / JV (fiscal and non-fiscal)
- 5.2.5 EoI Proposal Preparation Costs and Related Issues
- 5.2.5.1 The applicant(s) are responsible for all the costs incurred in connection with participation in this EoI, including, but not limited to, costs incurred in preparation of the proposal, participation in meetings / discussions. MeitY,

in no case, will be responsible or liable for these costs, regardless of the conduct or outcome of this RFP.

- 5.2.5.2 This PIM does not commit MeitY to award a contract or to engage in negotiations or further discussions. Further, no reimbursable cost(s) may be incurred in anticipation of award or for preparing this PIM.
- 5.2.6 All materials submitted by the applicant in response to this PIM will become the property of MeitY under mutually agreeable confidentiality agreement.
- 5.2.7 Supporting Documents: The following documents need to be submitted to support the EoI:
 - 5.2.7.1 Covering letter as per **Annexure I**
 - 5.2.7.2 Project Proposal as detailed in paragraph 4.2.3 or 4.2.4 of this PIM (as applicable)
 - 5.2.7.3 Self-declaration for access to the proposed R&D / prototyping grade technology developed / licensed technology
 - 5.2.7.4 In case of applicant(s) for JV model or a proposal involving stake acquisition in SCL, self-declaration for capital availability to own a majority / proposed equity stake in the resultant partnership / JV entity
 - 5.2.7.5 In case of proposals for Modernization Path 2 (At-scale manufacturing entity), audited Financial Statements / Annual Reports for the previous 3 (three) financial years for each applicant
 - 5.2.7.6 Every individual applicant and each member of a consortium must provide with the EOI a representation (as per **Annexure II**), duly executed by its authorized official/representative, that it has the requisite corporate authorization to submit the EOI and that all information provided in the EOI is complete and accurate in all material respects to the best of their knowledge. If, at a subsequent date, it is found that the individual applicant or any consortium member did not either possess requisite authorization or that any part of the information provided in the EOI was not complete or accurate in any respect, the Government reserves the right to disqualify such company or consortium or member of the consortium, under consideration at any stage
 - 5.2.7.7 Basic information pertaining to place of incorporation, commencement of business, registered office / place(s) of business, current directors, beneficial owners, Key Management Personnel and principal shareholders of the company/companies (in case of consortium), management organization (overview of business, senior management, organization structure and effective place of management), etc. and documents supporting them including, copy of Certificate of Incorporation, copy of

Registration Certificates with Service tax and GSTN authorities (or other equivalent documents) for each applicant

- 5.2.7.8 In case of applicant(s) for JV model or a proposal involving stake acquisition in SCL, each company, and each member of a consortium (including the beneficial owner, promoters, persons in control, thereof) must provide with the EOI, a statement of those pending litigations that, if decided against the applicant/consortium, shall disqualify the bidder in terms of the prescribed eligibility criteria and extant Government instructions
- 5.2.7.9 In case of foreign applicant(s) applying for stake acquisition in SCL, the prospective bidder(s) / applicant(s) are expected to undertake due diligence to ensure that it meets extant FDI norms/ regulations and related guidelines
- 5.2.7.10 In case of applicant(s) for JV model or a proposal involving stake acquisition in SCL, brief write up of the potential applicant(s)' international operations, its joint ventures & alliances, including incorporation details, registered office, effective management and control or, in the case of a consortium, of its members, of their international operations, joint ventures / alliances (whether international or domestic), nature and size of such operations, equity ownership, if applicable, and copies of the audited financial statements of immediately preceding financial year as per the definition of financial year in the jurisdiction, where potential bidder/applicant is incorporated
- 5.2.7.11 Contact information of the applicant, including full name, address, telephone numbers, e-mail address and the names, website details and the titles of the persons who are the principal point(s) of contact for each member of the consortium / individual applicant and for professional advisory firms / companies (if available) advising the applicant / consortium for this transaction
- 5.2.7.12 The potential applicant(s) bidder must also provide a Request for Qualification document as per **Annexure III** along with document(s) required towards additional guidelines for qualification as mentioned in **Annexure IV** (applicable in case of any stake acquisition proposal)
- 5.2.7.13 The potential applicant(s) and each member of the consortium shall provide necessary documents evidencing the disclosure and information made available by them, as asked in this PIM and as per the formats provided below. These documents shall be submitted to the address provided in this notice as a physical copy OR through email

EXPRESSION OF INTEREST

(To be forwarded on the letterhead of the interested party/lead bidder/member of the consortium submitting the EOI)

Reference No. _____

Date _____

To,

Sub: GLOBAL INVITATION OF PROPOSAL(S) FOR MODERNIZATION OF SEMI-CONDUCTOR LABORATORY (SCL) FACILITY IN INDIA

Sir/Madam,

This is with reference to the advertisement dated _____ inviting proposals for modernization of Semi-Conductor Laboratory (SCL) facility in India.

As specified in the advertisement, we have read and understood the contents of the Preliminary Information Memorandum (PIM) and are desirous of participating for this purpose.

We propose to submit our EOI / proposal in individual capacity as _____ (insert name of party)

OR

We have formed/propose to form a consortium comprising of ___ members as follows:

1. _____ (Insert name)
2. _____ (Insert name)
3. _____ (Insert name)

<Member name> shall be the lead member in the consortium.

We understand that SCL is being proposed to be modernized along two paths of R&D-focused modernization and/or At-scale manufacturing focused-modernization, and we are interested in submitting a proposal for the same, details of which are enclosed in our submission towards this EoI.

We believe that we/our consortium/proposed consortium satisfies the eligibility and qualification criteria set out in relevant sections of the PIM.

We certify that in regard to matters other than security and integrity of the country, we have not been convicted by a Court of law or indicted or adverse orders passed by a regulatory authority which would cast a doubt on our ability to manage the proposed business / transaction or which relates to a grave offence that outrages the moral sense of the community.*

We further certify that in regard to matters relating to security and integrity of the country, we have not been charge-sheeted by any agency of the Government or convicted by a Court of Law for any offence committed by us or by any of our sister concerns.*

We further certify that no investigation by a regulatory authority is pending either against us or against our sister concerns or against our CEO or any of our Directors/Managers/ employees.*

We undertake that in case due to any change in facts or circumstances during the pendency of the transaction process, we are attracted by the provisions of disqualification in terms of the guidelines as mentioned in the PIM, we would intimate the GOI of the same immediately.*

The Statement of Legal Capacity and Request for Qualification as per formats indicated hereinafter, duly signed by us/respective members, who satisfy the eligibility criteria, are enclosed.

We shall be glad to receive further communication on the subject.

Yours faithfully,

Authorised Signatory For and on behalf of the party/consortium

*Strike off or delete whichever clause is not applicable

STATEMENT OF LEGAL CAPACITY FOR A CONSORTIUM

(To be forwarded on the letterhead of the interested party / each member of the consortium submitting the EOI).

Reference No.

Date

To,

**Sub: GLOBAL INVITATION OF PROPOSALS FOR MODERNIZATION OF SEMI-CONDUCTOR
LABORATORY (SCL) FACILITY IN INDIA**

Sir/Madam,

This is with reference to the advertisement dated _____ inviting proposals for modernization of Semi-Conductor Laboratory (SCL) facility in India. We have read and understood the contents of the PIM and the advertisement and pursuant to this hereby confirm that:

We satisfy the eligibility criteria laid out in the PIM and the advertisement.

We are a member of the consortium (constitution of which has been described in our Expression of Interest / Cover Letter), which jointly satisfies the eligibility criteria as detailed in the PIM.

We have agreed that (insert member's name) will act as the lead member of our consortium.

We have agreed that _____ (insert individual's name) will act as our representative on our behalf and has been duly authorized to submit the EOI. Further, the authorized signatory is vested with requisite powers to furnish such letter and Request for Qualification and authenticate the same.

We have agreed that (insert the name of the individual) chosen as representative of our consortium and on our behalf and has been duly authorized to submit the EOI. Further, the authorized signatory is vested with requisite powers to furnish such letter and Request for Qualification and authenticate the same.

Yours faithfully,

Authorized Signatory For and on behalf of
(each party/member)

REQUEST FOR QUALIFICATION

(To be submitted in respect of interested party/each member of the consortium)

1. Name of the Interested Party(ies)/Member(s)_____
2. Constitution (Tick, wherever applicable)
 - i) Public Limited Company
 - ii) Private Limited Company
 - iii) Others, if any (Please specify)
3. Sector (Tick, wherever applicable)
 - i) Public Sector
 - ii) Joint Sector
 - iii) Others, If any (Please specify)
4. Details of Shareholding
5. Role/Interest of each Member in the Consortium (if applicable)
6. Nature of business/products dealt with
7. Date & Place of incorporation
8. Date of commencement of business
9. Full address including phone No/fax No
 - i) Registered Office
 - ii) Head Office
10. Address for correspondence
11. Salient features of financial performance for the last years
12. Basis of eligibility for participation in the process (Please mention details of your eligibility) as under:

- i) Please attach most recent Audited Statement of Accounts/Annual Report. Additionally, please provide a chartered account/auditor certificate certifying the financial criteria as defined in the Eligibility criteria, as applicable.
- ii) Please provide details of all contingent liabilities that, if materialized, that have or would reasonably be expected to have a material adverse affect on the business, operations (or results of operations), assets, liabilities and/or financial condition of the Company, or other similar business combination or transaction.

13. Contact Person(s)

- i) Name
- ii) Designation
- iii) Phone No
- iv) Mobile No
- v) Email

Yours faithfully,

Authorised Signatory
For and on behalf of the consortium

Authorised Signatory for and on behalf of the (party/member)

Place:

Date:

GUIDELINES FOR QUALIFICATION OF BIDDERS

Sub: Guidelines for qualification of Bidders

In addition to qualification criteria mentioned in the PIM, following criteria are prescribed for the qualification / disqualification of the parties seeking to acquire stake in SCL:

- (a) Bidder shall be disqualified in case of any conviction by a Court of Law or indictment / adverse order by a regulatory authority that casts a doubt on the ability of the bidder to manage the proposed business / transaction, or which relates to a grave offence, in regard to matters other than the security and integrity of the country. 'Grave Offence' is defined to be of such a nature that it outrages the moral sense of the community. 'Grave Offence' would include the below noted cases:
 - a) Only those orders of SEBI are to be treated as coming under the category of 'Grave Offences' which directly relate to 'Fraud' as defined in the SEBI Act and / or regulations.
 - b) Only those orders of SEBI that cast a doubt on the ability of the bidder to manage the proposed business are to be treated as adverse.
 - c) Any conviction by Court of Law.
 - d) In cases in which SEBI also passes a prosecution order, disqualification of the bidder should arise only on conviction by the Court of Law.
- (b) Bidder shall be disqualified in case of any charge-sheet by an agency of the Government / conviction by a Court of Law for an offence committed by the bidding party or its Associate Company as defined in Companies Act, 2013, in regard to matters relating to the security and integrity of the country.
- (c) In both (a) and (b), disqualification shall continue for a period that Government deems appropriate.
- (d) Any bidder, which is disqualified, shall not be allowed to remain associated with it or get associated merely because it has preferred an appeal against the order, based on which it has been disqualified. The mere pendency of appeal will have no effect on the

disqualification.

- (e) The disqualification criteria shall come into effect immediately and shall apply to all bidders for various relevant transactions, which have not been completed as yet.
- (f) The bidders shall be required to provide with their EOI an undertaking to the effect that no investigation by a regulatory authority, which if decided against the bidder, may disqualify the bidder in terms of (a) & (b) above or the eligibility criteria prescribed in the EOI, is pending against them. In case any investigation is pending in case which if decided against the bidder, may disqualify the bidder in terms of (a) & (b) above on the eligibility criteria prescribed in EOI against the bidder or the concern in which the bidder has substantial interest or against its CEO or any of its Directors/Managers, full details of such investigation including the name of the investigating agency, the charge/offence for which the investigation has been launched, name and designation of persons against whom the investigation has been launched and other relevant information should be disclosed, to the satisfaction of the Government. For other criteria also, a similar undertaking shall be filed along with EOI.