

EXPRESSION OF INTEREST (EoI)
For Empanelment of Merchant Banker
*(Two-Stage Empanelment Process: EoI followed
by Request for Proposal (RFP))*

ANDHRA PRADESH POWER FINANCE CORPORATION LIMITED

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The EoI is not an offer by **Andhra Pradesh Power Finance Corporation Limited**, but an invitation for bidder's responses. No contractual obligation on behalf of **Andhra Pradesh Power Finance Corporation Limited**, whatsoever, shall arise from the offer process unless and until a formal contract is signed and executed by duly authorized entities of Govt. of Andhra Pradesh and the Bidder.

1. Invitation for Expression of Interest

Andhra Pradesh Power Finance Corporation Limited (APPFCL) (hereinafter referred to as the "APPFCL") invites **Expressions of Interest (EOI)** from **SEBI-registered "Category I" Merchant Bankers** for Empanelment as Merchant Banker to assist APPFCL in raising funds through Domestic Bonds/ other similar instruments.

The Empanelment process shall be carried out in **two stages**:

- **Stage I – Expression of Interest (Eoi):** For shortlisting of eligible and experienced Merchant Bankers based on credentials and experience.
- **Stage II – Request for Proposal (RFP):** Shortlisted firms from **Stage I** shall be invited to submit detailed technical and financial proposals.

Schedule for Eoi

<u>S.no.</u>	<u>Activity</u>	<u>Date & Time</u>
1.	Eoi Publishing Date	10.02.2026; From 11:00 AM IST
2.	Last date of Eoi Submission	18.02.2026; Upto 03:00 PM IST
3.	Eoi opening date	19.02.2026

Schedule of RFP will be communicated to bidders shortlisted in Eoi Stage.

2. Objective of the EOI

The objective of this Eoi is to identify and shortlist competent Merchant Bankers with proven experience and capacity to undertake assignments of raising funds through the issuance of Domestic Bonds/ other similar instruments.

The Eoi stage is intended solely for **shortlisting** and does not involve submission of financial bids.

3. Scope of Services (Indicative)

The scope of services to be undertaken by the Empaneled Merchant Banker(s) may include, but shall not be limited to, the following:

- Structuring of the bonds or other similar fund-raising instruments (as may be decided) with an objective to increase marketability of the product, creating optimum value for both, issuer and investor, keeping in consideration variables such as ALM profile suitable to present cash flows, investor appetite, macro and micro economic factors etc.;
- Advice on various aspects of bond issue or other similar fund-raising instruments (as may be decided) in line with latest SEBI regulations;
- Assist and co-ordinate with the Advisor for preparation of the following documents in line with current regulations: -

- I. Board resolution
- II. Resolution for allotment of securities and other documents, if applicable.
 - Act as Merchant Banker/Arranger for the proposed Bond issue/ other similar fund-raising instruments (as may be decided) and raise the funds for the entities.
 - Assist and co-ordinate with advisor for the appointment of Banker, Registrar & Transfer Agent, Debenture Trustee, Credit Rating Agencies, Legal Counsel, Stock Exchange, etc.;
 - Assistance in entering tri-partite agreement with Registrar and Depositories (NSDL & CDSL);
 - Provide assistance in Preparation and Finalization of Term sheet in compliance of Regulatory Guidelines;
 - Provide assistance in Finalization of Transaction Documents including Offer Document in compliance of Regulatory Guidelines;
 - Assist in getting in-principal listing approval from Stock Exchanges NSE &/OR BSE;
 - Assistance for entering in agreement with BSE &/ or NSE for Electronic Bidding Platform;
 - Assistance in setting up of Issue on EBP Platform;
 - Assistance in preparation of Master Creation Forms for creating ISIN from Depository NSDL & CDSL. Assistance with respect to guidance in required application forms and payments of fees.
 - Assisting the issuer in complying with all legal and statutory requirements including obtaining all requisite approvals from the regulators, stock exchanges etc.
 - Assist the issuer to obtain all consents, sanctions, clearances, approvals, permissions, licenses, ratings, etc. in connection with the issue.
 - Merchant Banker's/Arranger's service include placement/marketing of issue, banking of application money, formalities with SEBI, stock exchange and other functions vested with the merchant bankers to assist and co-ordinate with the issuer in connection with listing formalities.
 - Any matter incidental thereto for meeting the objective of a successful fund raising till the listing of bonds on the Stock Exchange or completion of any other fund-raising exercise (as may be decided).

Detailed scope, deliverables, and fee structure shall be specified at the RFP stage.

4. Eligibility Criteria

Interested Merchant Bankers must meet the following minimum eligibility criteria:

1. The bidder must hold valid SEBI Registration Certificate as 'Category-I' Merchant Banker for at least last **[5] years as on date of the EOI** The registration shall be valid during the bond mobilization period – Copy of the Certificate of Registration issued by SEBI to be enclosed. Mere submission for renewal acknowledgment from SEBI will not be considered as fulfillment of qualification criteria.

2. The bidder should neither have defaulted on their minimum commitments on private placement of bonds/ similar instruments issues with any Central/State Government organization(s) nor have been blacklisted by any Central/State Government organization(s) issues during the past ten years. Declaration with respect to the same has to be submitted as per Annexure-III.
3. The bidder (Merchant Banker / Arranger), either on its own or through its subsidiaries, must have experience of fund-raising aggregating to at least ₹20,000 crore during **the last 5 Years** as on the date of bid submission. Fund-raising shall include Loans and/or Bond issuances undertaken for Central PSUs, State Level Undertakings, Financial Institutions, Body Corporates, or Companies.

Documentary evidence for the amount participated must be enclosed. Acceptable documentary proof shall include mandate letters, certificates, Prime Database league tables, Information Memorandum (IM) showing the name as an arranger or completion certificates issued by the issuer / borrower organization.

4. Must have adequate in-house professional manpower with relevant qualifications (CA, MBA, CFA, CS, etc.).
5. The bidder must have an average annual turnover of Rs. 10 Cr. for the past three years. Bidders should attach annual report / Balance sheet or CA certified letter as documentary proof.
6. The bidder must have a positive Net worth as on 31st March 2025. CA certified Net worth Certificate with UDIN should be attached as documentary proof.

5. Information to be Submitted under EOI

Interested firms shall submit the following information/documents as part of the EOI:

1. Covering letter expressing interest in the assignment including Information as per Format Annexure - I.
2. Brief profile of the firm including legal status, ownership, and organizational structure.
3. Copy of valid SEBI Merchant Banker registration certificate.
4. Details of relevant experience in debt raising / bond or similar instruments issuance (assignment-wise). Bidders are advised to include supporting documents.
5. Bidders should attach annual report / Balance sheet as documentary proof.
6. Net Worth Certificate Certified by Chartered Accountant with UDIN.
7. Details of key personnel proposed, including their qualifications and experience.

8. APPFCL references for similar assignments.
9. Declaration regarding **No-Default and non-blacklisting** as per Annexure – II

No financial proposal or fee quote is required at the Eol stage.

6. Indicative Market Feedback on Bond Terms

As part of this Eol, applicants are requested to provide indicative, non-binding market feedback regarding general commercial and structural terms typically associated with bond / similar instruments issuances. This information is being sought only for preliminary understanding of prevailing market practices and shall not constitute a financial bid.

Applicants may provide (As Annexure – III) in its own format indicative inputs on the following aspects, based on their recent market experience:

1. Indicative range of interest rates / coupon structures applicable for bonds / similar issuances, subject to credit rating, tenure, and market conditions.
2. Typical service charges, arranger fees, underwriting fees, and other transaction-related costs.
3. Common repayment structures including bullet repayment, staggered repayment, amortization schedules, and redemption mechanisms.
4. Typical tenure ranges and investor preferences.
5. Security structures generally adopted (secured / unsecured, charge on assets, escrow mechanisms, etc.).
6. Usual covenants, monitoring requirements, and disclosure norms followed in such bond issuances.
7. Market appetite and investor categories typically participating in such issuances.
8. Any other relevant commercial or structural terms that may assist APPFCL in understanding prevailing market standards.

The above information shall be treated as indicative and exploratory in nature and shall not be binding on either party. Detailed commercial and financial proposals shall be sought separately during the subsequent RFP stage.

7. Shortlisting and Next Stage (RFP)

1. Eols shall be evaluated based on eligibility, experience, and overall credentials of the applicant.
2. APPFCL shall shortlist Merchant Bankers who meet the requirements of this Eol.
3. **Only shortlisted firms shall be invited to participate in the subsequent Request for Proposal (RFP) stage**, which will include detailed technical and financial submissions.
4. APPFCL reserves the right to shortlist one or more firms.

8. Right to reject any or all proposals:

1. Bid will be summarily rejected if: -
 - a) Not meeting the Pre-qualification Criteria as mentioned in this EoI document.
2. Bid is liable for rejection if :-
 - a) It is not in the prescribed form of Annexures provided in the bid document.
 - b) It is not properly signed.
 - c) It is received from the firm which is involved in corrupt & fraudulent practices or blacklisted.
 - d) Conditional bid is tendered by any bidder.
 - e) Incomplete & evasive offer is submitted.
 - f) The bidder provides false & misleading information in the proposal.

Notwithstanding anything contained herein before, APPFCL reserves the right to accept or reject any or all proposal(s) and to annul the Empanelment process at any time without assigning any reasons there for and without any liability or any obligation whatsoever for such acceptance or rejection or annulment.

9. Modification/Clarification of Tender Documents:

1. At any time after issue of the EoI documents and before the opening of the proposal, APPFCL may make any changes, modifications or amendments of the EoI documents.
2. If such change/modification is made, APPFCL reserves the right to extend the due date for submission of bids.
3. The bidders are advised to peruse all the clauses in the Specification and Instruction to EoI before submission of bids.
4. In case of any doubt pertaining to the tender clauses prescribed herein, bidder is advised to seek clarification before 13.02.2026 through the contact provided in Clause 13.

10. Alterations:

No alterations in the tender submitted will be permitted after the deadline for tender submission.

11. Force Majeure:

If at any time during the continuance of this bidding process or contract, the performance in whole or in part of any obligation under this contract shall be prevented or delayed by reasons of any war, hostility, acts of public enemy, acts of civil commotion, strike, lock outs, sabotages, fire, flood explosions, epidemics, quarantine restrictions or other acts of God (hereinafter referred to as eventualities) then provided notice of the happening of any such eventuality is given by the bidder to APPFCL within the reasonable time from the date of occurrence thereof, neither party shall, by reasons of such eventuality be entitled

to terminate this contract, nor shall have any claim for damages against the other in respect of such non-performance or delay in performance and deliveries under this contract shall be resumed as soon as practicable after such eventuality has come to an end or ceased to exist.

12. Other Terms and Conditions and Reservation of Rights:

1. Multiple bids are not allowed and liable to rejection.
2. Consortium/Joint venture may be considered in RFP Stage.
3. The decision of APPFCL shall be final and shall be binding on the qualified bidder(s).
4. Submission of EoI does not guarantee shortlisting or award of any assignment.
5. APPFCL reserves the right to accept or reject any or all EoI's without assigning any reason.
6. APPFCL may amend, modify, or cancel this EoI process at any stage.
7. All costs incurred in preparation and submission of the EoI shall be borne by the applicant.
8. All information provided by the applicants shall be treated as confidential.
9. All disputes shall be governed by the laws of India and subject to the jurisdiction of the Courts at Amravati, Andhra Pradesh. Any dispute shall be resolved by arbitration under the Arbitration & Conciliation Act, 1996, with the seat at Amravati and proceedings conducted in English

13. Contact for Clarifications

For any clarification regarding this EoI, interested firms may contact:

Chief Finance Officer

Andhra Pradesh Power Finance Corporation Limited

Address: # 48-12-16, 3rd Floor, East wing, Vidyut Soudha, Gunadala Vijayawada, NTR DIST. AP IN 520004

Phone: 8897493344

Email: appfcl@gmail.com

Authorized Signatory

Name:

Designation:

Date:

Seal:

Annexure – I

Format for Bidder Information [on the letter head of bidder]

1.	Name of Bidder	
2.	Registered Address	
3.	Address for Communication	
4.	Contact Person Details i) Name ii) Mobile No. iii) Fax iv) E-mail Id.	
5.	Copy of SEBI Category-I Merchant banker Registration (duly attested by the bidder) attached for at least last 5 years of registration as on date of the EoI (The Bidder should have valid Certificate of registration) i. Registration no. & Category ii. Date of Registration (Original)	Yes/No
6.	Whether declaration for non-blacklisting has been provided (Annexure-II)	Yes/No
7.	Information as per Clause 6 (Annexure III - Indicative Market Feedback on Bond Terms)	
8.	Details of successfully completed bond issuances for State Level Entities as a Merchant Banker/Arranger/Lead Manager in last 5 years and current financial year (till 31 st December, 2025) (From 1 st April 2020 till 31 st December, 2025)	Yes/No
9.	Any other point to be mentioned by Bidder	

Place:
Date:

Signature:
Name:
Designation:
Organization Seal:

Annexure – II

**No-Default Declaration
&
Non-Blacklisting Declaration**
[On the letter head of bidder]

**To,
XXXXXX**

Dear Sir,

We, [Name of the bidder], hereby declare that our company ___ (*name of the bidder*) _____ has neither defaulted on minimum commitment on placement of bonds/ similar instruments issues with any Central/State Government organization(s) nor have been blacklisted by any Central/State Government organization(s) during the last 10 years.

Authorized Signatory's Signature:

Name:
Designation:
Place:
Date:

Annexure – III
Indicative Market Feedback on Bond Terms