

**Pawan Hans Limited (PHL) | Reply to queries raised by Interested Bidders dated 29<sup>th</sup> August 2018**

S. No.	Query	Reply
1.	<p>According to the recital at Addendum, ONGC has given unconditional and irrevocable commitment vide its Board Resolution dated 2<sup>nd</sup> Aug 2018 to sell its entire holding in PHL on same terms &amp; conditions as determined by GOI, save and except for certain rights which will be available to GOI and not to ONGC.</p> <p><i>Please clarify what are these "certain rights"</i></p>	<p>These 'certain rights' are normally available to GOI, in its capacity as a CPSE shareholder, to safeguard the interests of employees etc. Moreover, DIPAM Guidance Note IV states that SPA/SHA shall cover aspects related to protection to employees post disinvestment, protection against asset stripping etc. and such rights are generally vested with the Government.</p> <p>Hence, the details regarding these "certain rights" shall form part of Share Purchase Agreement, which will be provided to the shortlisted bidders at the RFP stage</p>
2.	<p>Reference. to Page 4 of the Addendum, Clause C sub clause XXXI - In case ONGC is unable to sell its stake due to any unforeseen events, GOI's stake sale would not be affected. In such a scenario, the successful bidder would have to execute a Shareholder's Agreement with ONGC.</p> <p><i>Please provide a format for such Shareholder's Agreement</i></p>	<p>Shareholder's Agreement shall be provided to the shortlisted bidders at the RFP stage</p>
3.	<p>Reference to Page 3 of the Addendum, Interested Bidders who have already submitted their EOIs have the option to withdraw/amend/resubmit their EOIs.</p> <p><i>Please clarify if the resubmission by existing IB's is compulsory or the existing IB's submission already made shall be considered for shortlisting.</i></p>	<p>Resubmission by the existing IBs is not compulsory if the IB does not want to make any change in the EOI submitted.</p> <p>In such a case, IB has to just submit a letter stating that 'EOI and subsequent clarifications submitted by them shall continue to remain valid for 180 days from September 12, 2018 or such date as may be extended'.</p> <p>Existing IBs are advised to refer to the mail dated</p>

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	<p><i>In case the existing EOI submitted will be considered, please provide format of necessary confirmatory letter to be submitted to that effect by the existing IBs (if required).</i></p>	<p>August 16, 2018.</p> <p>Format of the letter to be provided by the existing IBs for the above mentioned confirmation is being provided separately.</p>
4.	<p>Reference to Page 3 of the Addendum, further mentions that IBs shall be required to participate in the tender process and physically submit all the documents before the prescribed date and time</p>	<p>If the IB, who has not submitted the EOI earlier, intends to participate in the Transaction, in that case, IB shall be required to <i>physically submit all the documents before the prescribed date and time</i></p>
5.	<p>Please also clarify if the IB's shortlisted on this PIM, can further alter the composition or the shareholding amongst its participating Members or by addition/induction of a new Member prior to submission of final bid under RFP.</p>	<p>The same shall be as referred in the PHL's Corrigendum issued on May 31, 2018, as reiterated below:</p> <p>Any change prior to the last date for submission of EOI may be permissible by withdrawing the EOI and submitting a fresh EOI before the last date for submission of EOI. However, no change in composition of Consortium will be permitted after last date for submission of EOI, till shortlisting of the IBs.</p> <p>If after shortlisting of IBs, a Consortium IB desires a change in the Consortium or a sole IB desires to form a Consortium by inducting new member(s), it shall have to apply for approval for such change to the Transaction Advisor (TA) no later than 15 days from the issuance of the RFP. Endeavour shall be made to provide approval or disapproval for such a</p>

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		<p>change no later than 15 days prior to date of submission of financial bids as per RFP.</p> <p>The conditions required to be met for applying for change in the consortium shall be as per the aforesaid corrigendum</p>
6.	<p>Is there also any change in the lock in provisions regarding shareholding of the Successful Bidder?</p>	<p>There shall be no change in the lock in provisions regarding shareholding of the successful bidder. The same shall be as referred in Section 7), Clause 9) of the PIM</p>
7.	<p>Reference to Page 5 of the Addendum, the successful bidder will have the 'Right to Use' the Rohini Heliport, Hangar and Bases, used for providing helicopter services, for a period of two years.</p> <p><i>Does this include all the Hangars and the Bases available in India (besides Rohini Heliport) and whether all will be available free of cost for 2 years? What happens thereafter?</i></p> <p><i>Also please disclose the name of the land owners, lessors, licensors and other third parties who shall be required to provide requisite approval / no objection certificates</i></p> <p><i>Please clarify if such approvals and NOCs shall be arranged by GOI</i></p>	<p>As mentioned in the Addendum to PIM, further details will be provided at the RFP stage</p>
8.	<p>Addendum to PIM further mentions that ONGC has unconditional and irrevocable commitment to sell its shares and then it also further states that ONGC shares are available at the option of the successful bidder.</p> <p>The statements appear to be contradicting each other</p> <p><i>Under what circumstances this option can be exercised and what could be ONGC's stand at that point of time in the event Successful bidder decides not to exercise this option?</i></p>	<p>As mentioned in the addendum to PIM,</p> <p>a) While ONGC has provided unconditional and irrevocable commitment to sell its shares, the Successful Bidder shall have the option to buy ONGC stake of 49% in PHL.</p> <p>b) In case the Successful bidder decides not to exercise this option of buying ONGC stake or</p>

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		ONGC is unable to sell its stake due to any unforeseen events, then ONGC will continue as a shareholder in PHL and the successful bidder would have to execute a Shareholders' Agreement with ONGC