

Minutes of Pre-Bid- Meeting

Brief Description: Onboarding of Consulting Firm for Policy Advisory for Open Network for Digital Commerce (ONDC)

Date and Time for Pre-Bid meeting: November 16, 2021, 2:00 PM - 3:00 PM

Mode of Pre-Bid Meeting: Video Conference

The following Bidders' Representatives attended the pre-bid meeting:

| S. No. | Name of prospective bidders/Firms | Name and Designation |
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| 1. | Trilegal | Krati Hashwani Puja Saha Samsuddha Majumdar Nameer Khan Kartikey Kulshrestha Deepak Pareek Jishnu Sanyal |
| 2. | PricewaterhouseCoopers | Rakshit Thakur Ankur Gupta Neha Aggarwal |
| 3. | Ernst & Young LLP | Rajnish Gupta Shalini Mathur Dhruv Mangal |

QCI officials were present in the pre-bid meeting to provide clarification to the queries. The meeting began with a brief on QCI operations and ONDC project by the core team.

In order to bring uniformity and clarity among the prospective bidders on various terms and conditions as mentioned in the RFP document, the queries received from bidder(s) during pre-bid meeting were discussed and clarified. The clarifications arrived thereof are indicated as under:

| S. No. | Content of Para / Clause under Reference as per Bid Document | Queries/Suggestions | Response |
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| 1. | <p><u>Page No. 7: Scope of Work</u></p> <p>The total duration of the engagement will be 3 months</p> | The Firms has requested to extend the timeline by further 2 months due to time consuming process of preparation policy brief, preparation of white paper on ONDC, support in representation to government. | Total duration of the engagement will remain 3 (three) months. No further extension is envisaged at the present. |
| 2. | <p>S. No. 1: Table</p> <p>Policy briefs on all Regulatory and Taxation Act, Policies, Rules and their implication on ONDC, ONDC Ltd., and different types of “network participants”</p> | The Firms requested to provide clarification as who would be considered as “network participants” | “Network participants” can be anyone who is participating on the network. It can be any Individual merchant, any Gateway provider, any platform, any application, or Buyer/seller transacting on this Network etc. |
| 3. | | The Firms have requested to provide clarification on form and manner in which deliverables would be required. | The form and manner of deliverables depending on the requirements of each deliverable, and may include reports, presentations, white papers, consultation documents, as well as representation letters and in-person discussions as needed. |
| 4. | Attend meetings with key government stakeholders and provide support to ONDC for representation of prepared white papers | The Firms asked if the policy representation will be Stakeholder specific or it will be providing one stop solution for platform. | Firms are required to help in drafting the overall policies of the network. The Firm will also be required to assist in specific cases as the situation arises. |
| 5. | Support in drafting the ONDC Network and Governance policies/ | What kind of governance structure is referred for ONDC Network? | The governance structure refers to governance policies or guidelines to ensure compliance of |

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| | guidelines to ensure that the internal mandate of ONDC complies with the existing norms of the government | | internal mandate with the regulatory framework of the network. |
| 6. | <p><u>Page 9. Detailed Resource Requirement</u></p> <p>(i) Please note that QCI/ ONDC members will only interact with the 4 experts indicated below and the experts would be required for all key internal and external meetings with relevant stakeholders.</p> <p>(ii)The experts will be the face of these discussions and are required to be present for the same</p> | <p>(i) The firms sought clarification on the number of experts who would be required for all key internal and external meetings with relevant stakeholders.</p> <p>(ii) The firms asked to clarify the mode of meeting with stakeholders i.e whether Online or Physical.</p> | <p>ONDC does not expect the experts to be full time deployed onsite at ONDC. Each/all experts may be required depending on the stakeholders being engaged and the requirement</p> <p>Mode of meeting may be online or physical depending on the requirement.</p> |
| 7. | | <p>The Firms asked to clarify if the expert(s) for taxation (indirect and direct) can be one person, provided that they meet the requisite requirements and that there would be no disqualification basis this. Alternatively, if two different expert(s) for taxation are to be mentioned, can the cumulative number of experts be three (as also mentioned in paragraph 3 of the RFP document).</p> | <p>Yes, one person can be nominated for both given that they fulfill the requisite requirements for both profiles separately.</p> |

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| <p>8.</p> | <p><u>Page 9.: Detailed Resource Requirement</u></p> <p><u>Sr. No. 2</u> Minimum Experience Required: At least 10 (ten) years of work experience in policy advisory with a minimum of 3 years working with or consulting to eCommerce organization (s) on direct taxation.</p> | <p>Firms asked to relax this requirement as multiple resources will be working on this assignment and each resource may not be eligible to meet this requirement</p> | <p>The requirements detailed apply only to the nodal experts. Their supporting team may have any qualification or number.</p> <p>Therefore, the qualification criteria shall remain as laid out in the RFP.</p> |
| <p>9.</p> | <p><u>Page 10.</u> <u>Sr. No. 3.: Minimum Experience Required</u></p> <p>At least 10 (ten) years of work experience in policy advisory with a minimum of 2 years working with or consulting to eCommerce organization (s) on indirect taxation</p> | <p>The Firms requested to remove the requirement of minimum 2 years of working with or consulting to eCommerce organization (s) on indirect taxation as the expert will be a functional expert possessing the domain.</p> <p>Also, the clarity is sought whether 2 years working experience is required at organization level or at the individual level. In case the same would be required at individual level, whether all resources working on the assignment would require to possess minimum experience of 2 years.</p> | <p>The emphasis is on the competence and expertise required from the individual experts being engaged on the project and shall be evaluated accordingly. The competence criteria shall be the same as laid in the RFP.</p> <p>The expert nominated must have been part of at least one of the engagements of the Organisation that will be provided.</p> |

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| <p>10.</p> | <p><u>Page No. 12 Pre-Qualification Criteria</u></p> <p><u>Sr. No.4</u> The Bidder must have at least 2 (two) completed/ ongoing eCommerce and consumer protection policy advisory projects worth at least INR 25 lakhs each, providing similar engagement services to any private and/or eCommerce organizations, as elaborated in the scope of work in the last 3 (Three) years.</p> <p><i>The experts proposed for this project should have worked on the projects stated under this requirement. A declaration to this aspect shall be provided by the Bidder.</i></p> | <p>The Firms sought clarification on whether the term expert mentioned in this clause would include Indirect tax expert and if it applies to only "eCommerce and Consumer Protection Policy Expert". Further the firms asked if the Expert should have worked in at least one of the projects quoted and not all.</p> | <p>This is specific to the eCommerce and consumer protection policy expert.</p> |
| <p>11.</p> | <p><u>Page No. 12 Pre-Qualification Criteria</u></p> <p><u>Sr. No. 5</u> The Bidder must have at least 3 (three) completed/ ongoing direct or indirect taxation policy advisory projects worth at least INR 25 lakhs</p> | <p>The firms asked to clarify whether the experience of the bidder in providing similar engagement services to private and/or public eCommerce organizations is mandatory even</p> | <p>Yes, it is mandatory for the bidding firm to meet all clauses of the eligibility criteria.</p> |

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| | each, providing similar engagement services to private and/or public eCommerce organizations, as elaborated in the scope of work in the last 3 (Three) years. | if all other parameters are satisfied. | |
| 12. | | The Firms also enquired whether the criteria for experts applies to only "Direct Taxation Policy Expert" and "Indirect Taxation Policy Expert". Further the firms asked if the Expert(s) should have worked in at least one of the projects quoted and not all. | The experts quoted to work with ONDC should have the necessary experience of working in projects of similar nature and the credentials of the experts nominated will be examined by QCI on the basis of their experience of working with projects of similar nature. |
| 13. | <p><u>Page No. 14 Method of Selection</u></p> <p>(e) The bidder shall be scored on experience on the number of relevant projects undertaken in providing services to Indian Public Sector organizations/ ministries/ departments/ enterprises/ undertakings, on large scale programs covering taxation, governance, and policy formulation.</p> <p>(f) Subcontracting may be allowed only upon prior written intimation to QCI at the Bidding stage itself, the responsibility for management and liability shall rest with the selected service provider</p> | <p>The Firms asked if the experience asked in the criteria shall also include projects with Private organizations for Technical Evaluation.</p> <p>The Firms asked to clarify as to whose credentials shall be examined in case of subcontracting.</p> | <p>Projects with private organizations will also be considered.</p> <p>The bidders are requested to check the QCI website for corrigendums issued in this regard, if an</p> <p>If the expert is sourced from the subcontracting firm, the expert should have worked on the credential quoted by the bidder</p> |

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| <p>14.</p> | <p><u>Page 14. 6. Evaluation Criteria</u></p> <p><u>Table S.No.2</u> CV and profile of proposed consultants, as well as the team composition by area of expertise, the position that would be assigned to each resource, and their tasks</p> <p><u>Note*</u></p> <p>I. Consultants proposed to work on the project by the bidders must necessarily be the ones with credentials and expertise already working on the projects specified in Point 5 of the eligibility criteria.</p> | <p>The Firms asked to correct the weightage of Technical Evaluation Criteria.</p> <p>The Firms requested to remove the submission of CVs and profiles of the downstream teams and requested to leave the assignment of roles and responsibilities to the bidders only.</p> <p>The Firms sought that whether this clause is applicable to only experts.</p> | <p>The Bidders are requested to check the QCI website for corrigendum, if any, before submission of proposals.</p> <p>The profiles of the proposed consultants only shall be the primary consideration.</p> <p>The Bidders are requested to check the QCI website for corrigendum, if any, before submission of proposals.</p> <p>Yes, the following eligibility criteria is applicable to experts only.</p> |
| <p>15.</p> | <p><u>Page No. 15 General terms and Conditions</u> <u>7.1 Exclusivity of the selected resources</u></p> <p>The selected resources shall be deployed exclusively on the project awarded through this contract and shall not be deployed on any other project till the end of the contract or a written approval of the QCI SPOC,</p> | <p>The Firms requested to allow experts to work simultaneously on other projects during this project time as they are presently working on various projects at a time.</p> | <p>This clause shall remain the same as per RFP.</p> |

| | whichever is earlier. | | | | | | | | |
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| 16. | <p><u>Page 16. Payment Milestones:</u> <u>Table</u> <u>Sr. No. 3</u></p> <table border="1"> <thead> <tr> <th>S. No.</th> <th>Deliverable</th> <th>Timeline (T*month)</th> </tr> </thead> <tbody> <tr> <td>3.</td> <td>Support for representation to government stakeholders including drafting of representations to various regulators/ departments</td> <td>Ongoing post T+2</td> </tr> </tbody> </table> | S. No. | Deliverable | Timeline (T*month) | 3. | Support for representation to government stakeholders including drafting of representations to various regulators/ departments | Ongoing post T+2 | <p>The Firms suggested that as ONDC is an ongoing activity therefore it won't be feasible to consider this as payment milestone and to distribute the amount allocated to other milestone.</p> | <p>This shall remain same.</p> |
| S. No. | Deliverable | Timeline (T*month) | | | | | | | |
| 3. | Support for representation to government stakeholders including drafting of representations to various regulators/ departments | Ongoing post T+2 | | | | | | | |
| 17. | <p><u>Page No. 25 Form B. relevant Project Experience</u></p> <p><u>Disclosure of Client Name</u></p> | <p>The firms requested to relax this requirement due to confidentiality of the client.</p> | <p>A self-undertaking may be provided stating the details of the relevant projects that the firm has undertaken along with the reason for non-submission of the work-orders/ completion certificates.</p> | | | | | | |

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| 18. | <p><u>Submission Guidelines</u></p> <p>All pages of the bid including the duplicate copies, shall be signed and stamped by the authorized signatory</p> | <p>The firms requested to clarify if the supporting documents required to be submitted as part of the bid need to be signed using a wet signature or if submitting print-outs of documents that have been signed by the relevant signatory would be acceptable.</p> | <p>All the documents must be signed in original by the authorized signatory and stamped.</p> |
| 19. | <p><u>Page 29 Form F</u></p> | <p>The Firms asked to clarify the purpose of this Form as details like "Number of Resources" in each position required to be provided is not clear and only CVs of 3 Experts are required to be submitted, therefore requested to remove the form.</p> | <p>The form is to give details in brief of the proposed experts and is required to be submitted with the bid documents.</p> |
| 20. | <p><u>Additional Queries</u></p> | <p>The firms enquired on the following additionally:</p> <ol style="list-style-type: none"> 1. Whether ONDC Ltd shall develop the platform for Government or any other party. If yes, whether the same shall be developed for consideration? Further, ONDC Ltd will charge separately for network management and service delivery etc. 2. If ONDC Ltd shall own such network, whether the company shall receive consideration for use of network | <ol style="list-style-type: none"> 1. ONDC is an independent initiative with participation from various industry stakeholders and is envisioned to have independent control. ONDC is not a platform but instead an enabling network. 2. This is being worked upon, and the same shall be discussed with the selected consultant. |

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| | | <p>platform, network management and service delivery etc.</p> <p>3. In case platform is owned by the government, whether government would recover any fee/charge for use of network platform and network management and service delivery etc.</p> <p>4. Whether the terms and conditions for use of platform would be mandatory for all the participants.</p> <p>5. In case a buyer is using an application of particular organisation say Amazon to place an order for products and services of another organisation say Flipkart, whether the Amazon will charge any amount from the Flipkart for use of application.</p> <p>6. Whether the application owner would receive any consideration from end user for use of application.</p> | <p>3. This is being worked upon, and the same shall be discussed with the selected consultant.</p> <p>4. Yes, the terms and conditions for use of platform shall be mandatory for the participants who join the network.</p> <p>5. This is being worked upon, and the same shall be discussed with the selected consultant.</p> <p>6. This is being worked upon, and the same shall be discussed with the selected consultant. The services provided by platform to end users to use their application or promote business will not be mandated by ONDC.</p> |
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| | | <p>7. Where a particular organisation is owning an application which is used by various vendors for selling their products and services, would it be permissible for that organisation (application owner) to sell its goods and services on the application</p> <p>8. Whether the payment made by end customer (ABC) would be credited in buyer application owner (say Amazon) account and then buyer application owner (Amazon) shall transfer the same to seller application owner (say Flipkart) and the seller application owner (Flipkart) shall transfer to vendor (Say XYZ Ltd). If not, whether the payment would be directly credited in seller application owner (Flipkart) and then he will transfer the same to vendor (XYZ Ltd). If not, whether the payment made by end customer would be directly credited to vendor account (XYZ Ltd).</p> <p>9. If ONDC will be enabled on voluntary participation basis</p> | <p>7. Yes. Aggregators can be a part of ONDC Network.</p> <p>8. This is being worked upon, and the same shall be discussed with the selected consultant.</p> <p>9. Yes, Participation on the network is voluntary</p> |
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| | | <p>10. Would it be left on the buyers / sellers to participate on the ONDC's network on a voluntary basis and decide the extent of participation (e.g. selectively for certain platforms or on all platforms that are part of ONDC's network)?</p> <p>11. From the taxation standpoint, it is pertinent to know who will be collecting the payments from the buyers for the goods/ services being sold to the buyer, accordingly, kindly confirm this will be done by the Buyer's platform.</p> | <p>10. Participation on the ONDC network is voluntary.</p> <p>11. Introduction of new roles and eco system players (existing and new) due to unbundling of e-commerce operations into buyer side and seller side across domain such as retail, wholesale, final mile delivery, logistics, payments, warehousing etc. has removed the conventional seller side and buyer side role. Therefore, the firms need to identify and mandate the layers of responsibility for collecting and paying GST in this value chain.</p> |
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- ❖ All above points are noted and agreed by the firm.
 - a. These minutes of pre-bid meeting shall form the part of bid document/Agreement.
 - b. Rest of the terms and conditions and specifications of the bid document shall continue to remain same.
 - c. The above amendments/ clarifications are issued for the information for all the intending bidders.
 - d. The submission of bid by the firm shall be construed to be in conformity to the bid document, Corrigendum and amendments/ clarifications given above.