



**REQUEST FOR PROPOSAL FOR
EMPANELMENT OF LAW FIRMS TO
PROVIDE LEGAL SERVICES FOR
OVERSEAS KERALITES INVESTMENT
AND HOLDING LIMITED (“OKIH”) & IT’S
SUBSIDIARIES**

Date: January 17, 2020

Overseas Keralites Investment & Holding Limited
Norka Centre, Thycaud, Thiruvananthapuram, Kerala - 695014
U65999KL2019SGC059305

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REQUEST FOR PROPOSAL FOR EMPANELMENT OF LAW FIRMS TO PROVIDE LEGAL SERVICES FOR OVERSEAS KERALITES INVESTMENT AND HOLDING LIMITED (“OKIH”) & IT’S SUBSIDIARIES

Data Sheet

Sl. No.	Description	Details
1.	RFP No. and Date	OKIH/6/2020
2.	Name of the assignment	Empanelment of Law Firm to Provide Legal Services for OKIH and its subsidiaries.
3.	Issue of RFP document	RFP document can be downloaded from the website www.okih.org
4.	Cost of RFP/ bid document	Non-refundable cost of RFP is Rs 5,000/- (Rupees five thousand only.) plus GST @ 18% which shall be payable in the form of Demand Draft Note: Demand Draft shall be drawn from any Nationalized/ Scheduled Bank in favour of “Overseas Keralites Investment and Holding Limited” payable at Thiruvananthapuram
5.	Address for submission of Bid	The Managing Director Overseas Keralites Investment and Holding Limited 6th floor, Norka Centre, Thycaud, Thiruvananthapuram – 695 014
6.	Last date of receiving queries on RFP	January 30, 2020
7.	Last date of submission of proposal (PDD)	February 20, 2020
8.	Opening of proposals	To be intimated to all bidders by email
9.	Validity of the proposal	365 days from PDD
10.	Tenure of engagement	24 months

Background

The Government of Kerala constituted Loka Kerala Sabha (LKS) as a common platform for Keralites living across the globe; it is envisaged as a platform for the cultural, sociopolitical and economic integration of these myriad Kerala’s with the home Kerala. The Government of Kerala believes that the knowledge and experiences of the non-resident Keralite, in their capacity as a Global Citizen, can be an asset to the development of the State.

The 351-member LKS comprises the Members of the Legislative Assembly of Kerala, the Members of the Indian Parliament from Kerala, non-resident Keralites of Indian citizenship nominated by the Government of Kerala and select members of the returnee community. The non-resident members are selected from abroad and from other states/UTs within India, taking into account gender, age and occupational status. It also includes eminent non-resident Keralites who have contributed immensely in their respective fields of engagement to achieve public acclaim.

After the first Loka Kerala Sabha held on 12, 13 January 2018 in which several worthy suggestions had emerged, the Government of Kerala constituted seven sector-specific Standing Committees for materializing the viable suggestions. These Standing Committees have conducted meetings and virtual deliberations since their formulation, and have furnished their reports along with 48 recommendations. Based on feasibility, practicality, and availability of funds, the LKS Secretariat has merged/grouped the vital suggestions into the 10 for actualization.

Among this one of the important recommendations was the formation of NRI Investment Company. It was decided to set up an NRI Investment Company as a mother company for investment in the sectors like Tourism, Airport, NRI Township, Public Sector Undertakings, Manufacturing of medicines and medical devices.

For the successful implementation of the proposal, a viable and feasible report in this regard has been submitted to Government and the Government has accorded sanction for the formation of NRI Investment Company in the name Overseas Keralites Investment and Holding Limited (“OKIH”).

OKIH is a company incorporated under the Companies Act, 2013 (‘Co. Act’) and owned by the Kerala state government. As one of the projects, OKIH has identified over 40 locations for development of wayside amenities, of which a couple of pilot projects are to be developed and made functional in next six months. Branded as “**RestStop™**” the wayside amenities will be developed at par with international standards along national and state highways of the state in three to five acres each. Every RestStop™ will have facilities including but not limited as food court, restaurants, convenience store, clinic, mini multiplex, petrol station, vehicle maintenance facilities, police aid post, hygiene washrooms and ample parking for both cars and buses. OKIH has decided to set-up a private limited company in India which shall serve as a special purpose vehicle (‘SPV’) engaged in the business of construction and development of rest areas. OKIH is proposed to be holding 26% in the proposed SPV and the balance 74% is owned by non-resident Keralites either directly or through an intermediary holding vehicle to pool the funds.

Since the nature of SPV is to undertake the development activities in India and raising funds from NRIs based globally, OKIH is exploring options including parking of funds abroad including but not limited to Dubai.

OKIH requires the services of a reputed legal firm for assisting OKIH and its subsidiaries in the preparation and review of the various legal documents and providing legal advice on all issues and related processes as may be required from time to time, for a period of 2 (Two) years extendable on year to year basis on mutual agreement.

Terms of Reference for Empanelment of Law Firms

Scope of Services

The scope of work is to provide a full spectrum of legal services for a period agreed. An indicative list of services which would be expected to be offered by the legal advisors are as follows:

- a) Validate and identify legal and regulatory structure and framework for OKIH/ its subsidiaries
- b) Suggest international best practices that could be incorporated by OKIH/ its subsidiaries in its model agreements, policies, guidelines, transaction structures, etc
- c) Review the tender documents such as Request for Expression of Interest, Request for Qualification (RFQ) and the Request for Proposal (RFP) documents from a legal perspective, and suggest changes as may be necessary
- d) Assist OKIH in addressing bidders' queries relating to legal issues
- e) Provide requisite legal support until execution of agreement with vendors/ developers
- f) Provide professional advice for setting up of a fund in DIFC or similar jurisdiction
- g) Develop international commercial contracts
- h) Provide professional advice on transaction structuring, tax (domestic and cross border), intellectual property (valuation, taxation and deal structuring) and other such related matter to OKIH and its subsidiaries
- i) Provide legal opinion to OKIH/ its subsidiaries in all its land acquisition and rehabilitation related activities. Drafting and vetting of various agreements, MOUs, leave and license agreements, conveyance deed, sale deed, easement agreement, RTI queries, legal notices, replies and any other legal document as per requirement.
- j) Investigate and prepare Legal Title search report and certificate, including trail documents.
- k) Process for stamp duty and registration of documents.
- l) Examine and prepare case papers, draft and file suits, petitions, replies, defenses, complaints etc. court matter related papers in the Court on behalf of OKIH/ its subsidiaries. Attend and appear in various courts for cases assigned to it on behalf of OKIH/ its subsidiaries.
- m) Deal with court cases filed against OKIH/ its subsidiaries and prepare rejoinders and para wise comments/ affidavits on the petitions/ writ petitions filed by the various parties against the OKIH.
- n) Keep the Head of Organization/ Legal division informed of the important developments in cases from time to time, particularly with regard to settling of drafts, filing of papers, dates and status of court cases, supplying of copies of Court papers/ judgements.
- o) Assess the legal application of financing and structure of projects.
- p) Advise on tax matters, particularly on GST / Custom duties / Income tax.
- q) Advise on corporate and tax-exempt organization legal issues.
- r) Review personnel, fiscal and other policies, as well as corporate by-laws.
- s) Defend lawsuits, administrative claims, or other legal claims.
- t) Conduct litigation as necessary.

- u) Ensure all documents follow Company Law, Tax Laws, FDI norms and other such applicable laws of India. The ensuring of factors that tantamount to India discharging her bilateral/ multilateral commitments under various treaties/ agreements shall also be ensured.
- v) Perform such other duties of the legal nature which may be assigned by OKIH/ its subsidiaries from time to time.

Project specific support – Wayside Amenities

OKIH is in the process of conceptualizing and developing projects in the sectors like Tourism, Infrastructure, Airport, NRI Township, Value addition for farming sector, Skill development, Waste management, Manufacturing including medicines and medical devices. At the outset, OKIH has 20 projects in planning stages. Wayside amenities have been identified as pilot projects to be developed and made functional in next six months. Branded as "RestStop™" the wayside amenities will be developed at par with international standards along national and state highways of the state in three to five acres each. Every RestStop™ will have facilities as food court, restaurants, convenience store, clinic, petrol station, vehicle maintenance facilities, police aid post, hygiene washrooms and ample parking for both cars and busses. Based on location, some facilities may have star hotels, cinema etc as well.

In case of RestStop™ project, the selected firm would be required to provide the following services:

- a) Review the tender documents such as Request for Expression of Interest, Request for Qualification (RFQ) and the Request for Proposal (RFP) documents for a Project from a legal perspective, and suggest changes as may be necessary
- b) Review of all legal documents submitted by various vendors
- c) Preparation of the agreement documents and assist OKIH in negotiation of the same with the various vendors
- d) Provide legal advice on incorporation of SPV, in accordance with approved equity structure, for RestStop™ projects
- e) Any other legal matters pertinent to successful implementation of the projects

Reporting/ Deliverables

The firm shall provide the deliverables in line with aforementioned scope of services.

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Key personnel required

Sl. No.	Position	Educational qualification	Qualification criteria
1.	Partner	<ul style="list-style-type: none"> Bachelor in Law with relevant higher qualifications as Master in Law/ Chartered Accountancy/ Management Accountancy/ MBA 	<ul style="list-style-type: none"> He/ she should be a member of the Bar Council of India He/ she should have at least 15 years of experience in providing legal advisory services to companies He/ she should have 12 years" experience in commercial contracts He/ she should have led the legal teams for not less than 3 similar assignments. He/ she should have worked on assignments including international arbitration He/ she should have advised on assignments including international commercial laws
2.	2 Associate Lawyers	<ul style="list-style-type: none"> Bachelor in Law 	<ul style="list-style-type: none"> He/ she should be a member of the Bar Council of India He/ she should have at least 5 years of experience in providing legal advisory services to companies He/ she should have worked on at least 2 similar assignments.

Instructions to the bidders

Submission for Clarifications

Bidders may seek clarifications on the RFP document, if any, before the date mentioned in the Data Sheet. Any request for clarification must be sent through email to RestStop.OKIH@outlook.com marking a copy to info.okh@kerala.gov.in.

Interested bidders should send an email to the aforementioned email ids confirming their intention to participate in the tender, brief about the firm and a self-certification confirming eligibility as per the minimum eligibility requirements.

Any clarification issued shall be provided to all interested bidders.

Submission of proposals

All proposals must be in English language. The proposal is to be submitted in the prescribed form shown below:

Technical Proposal

All information (except item 1) as detailed below is to be submitted in two hard copies in separately sealed envelopes and one soft copy in CD, including the presentation for approach and methodology

1. Non refundable RFP fee in form of Demand Draft
2. A copy of this RFP with all pages duly signed and sealed, indicating your acceptance of conditions. (Attached to the covering letter)
3. Organizational contact details as per Format - 2
4. Turnover certificate as per Format - 3
5. Summary of relevant experience as per Format - 4
6. Experience of the organization as per Format - 5
7. Key personnel details as per Format - 6
8. CVs of Key personnel as per Format - 7
9. Access to staff as per Format - 8
10. Declaration as per Format - 9
11. Audited account statement of the last three financial years attested by the responsible officer/ authority.
12. Power of Attorney/ Board Resolution for Authorized Signatory of the Bidder (in case of a firm) (1 original and 1 copy)

The proposal should be submitted by 15:00 hrs on February 20, 2020 to

The Managing Director
Overseas Keralites Investment and Holding Limited
6th floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

The proposals will be opened by the selection committee at the board room in 6th Floor, Norka Centre, Thycaud, Thiruvananthapuram, Kerala. The date and time shall be intimated, one week in advance, to all bidders by email.

Disqualification

OKIH may at their sole discretion and at any time during the evaluation of the proposals, disqualify any bidder, if the bidders have,

- Submitted the documents after the last date.
- Submitted the proposal without required documents.
- Mised or false representation in the forms, statements and supporting documents with the proposal.
- Declared ineligible by the Government of India or any state government for corrupt and fraudulent practices or black listed.

The bidders are requested to examine all instructions, forms, terms and other details before submitting the application.

Evaluation of proposals

Minimum eligibility requirements

Sl. No.	Description	Details	Supporting documents
1.	Company registration	<p>Bidder should be:</p> <ul style="list-style-type: none"> A firm in operation for a minimum period of 10 years as on 1st April 2019 	<ul style="list-style-type: none"> Certificate of Incorporation or other relevant documents/ registration and Partnership deed / MoA / AoA, Certificate issued by the Bar Council as the case may be.
2.	Financial strength	The Bidder should have a minimum Average Annual Turnover of Rs. 50 lakhs from practice, during the last three financial years	<ul style="list-style-type: none"> Certified account statements Turnover certificate from a statutory auditor
3.	Technical Strength	<ul style="list-style-type: none"> The Bidder should have provided legal advisory services to at least 3 Government Departments/ PSUs/ Autonomous Bodies/ reputed companies at the time of responding to the RFP The Bidder should have successfully handled at least 5 cases for Government Departments/ PSUs/ Autonomous Bodies/ reputed companies etc. during past 5 years The Bidder should have experience in undertaking at least 1 international arbitration The Bidder should have experience in undertaking at least 1 international commercial contract 	<ul style="list-style-type: none"> Letter of Award/ Work Order/ Completion Certificate Copy of judgements of successfully handled cases
4.	No major litigations	The Bidder shall not have been involved in any major litigation that may have an impact affecting or compromising the delivery of services required.	<ul style="list-style-type: none"> Undertaking on company letter head
5.	No blacklisting	The Bidder shall not have been blacklisted/ debarred by any Central / State Government/ Public or Private Sector Undertakings	<ul style="list-style-type: none"> Undertaking on company letter head

Proposals which satisfy the minimum eligibility requirements will be further evaluated based on the evaluation criteria.

Technical Evaluation Criteria

Sl. No.	Details	Maximum Marks
1.	Average Turnover of the firm in the last 3 years <ul style="list-style-type: none"> • INR 50 lakh – 1 crore: 5 marks • >INR 1 crore: 10 marks 	10 marks
2.	Number of years of experience of providing legal services <ul style="list-style-type: none"> • > 10 years to 15 years: 5 marks • > 15 years: 10 marks 	10 marks
3.	Number of qualified law professionals, with experience relevant to the scope of work, engaged by the firm <ul style="list-style-type: none"> • < 10 professionals: 5 marks • > 10 professionals: 10 marks 	10 marks
4.	Experience in providing legal advisory services to Government Departments/ PSUs/ Autonomous Bodies/ reputed companies in the last 5 years <ul style="list-style-type: none"> • <=5 assignments: 5 marks • 5-10 assignments: 10 marks • >10 assignments: 20 marks 	20 marks
5.	Experience in successfully handling disputes/ cases for Government Departments/ PSUs/ Autonomous Bodies/ reputed companies etc. during past 5 years <ul style="list-style-type: none"> • <=5 assignments: 5 marks • >5 assignments: 10 marks 	10 marks
6.	Experience in successfully handling international arbitration as per relevant laws <ul style="list-style-type: none"> • <=3 assignments: 5 marks • >3 assignments: 10 marks 	10 marks
7.	Experience in undertaking international commercial contract <ul style="list-style-type: none"> • <=3 assignments: 5 marks • >3 assignments: 10 marks 	10 marks
8.	CVs of key personnel	20 marks

The evaluation of proposals shall be on the final technical score. Based on the minimum technical score as decided by the selection committee, qualified Bidders shall be empaneled.

Conditions under which RFP is issued

The RFP is not an offer and is issued with no commitment. OKIH has the right to withdraw RFP and or vary any part thereof at any stage. OKIH has further right to disqualify any bidder, should it be so necessary at any stage. OKIH reserves the right to use different empaneled legal advisors for different projects simultaneously.

Format 1 – Letter of Technical Proposal¹

To,

The Managing Director,
Overseas Keralites Investment and Holding Limited
6th Floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

Dear Sir,

Sub: Submission of Technical Proposal for Empanelment of legal firm for OKIH and its subsidiaries.

In response to the Request for Proposal published on _____ for the above purpose, we would like to submit our proposal for the above proposed task. We, having examined all relevant documents and understood their contents, hereby submit our Proposal for _____. We have enclosed the Demand Draft number _____ of INR 5,000 (plus GST@ 18%) in form of Demand Draft number _____ dated _____ drawn on _____ (Name of issuing bank).

The Proposal is unconditional and unqualified. We understand you are not bound to accept any Proposal you receive. As instructed, we attach 2 copies of the following documents in separately sealed envelopes and one soft copy in CD, also in separate sealed cover:

1. Organizational contact details as per Format – 2
2. Turnover certificate as per Format – 3
3. Summary of relevant experience as per Format - 4
4. Experience of the organization as per Format - 5
5. Key personnel details as per Format – 6
6. CVs of Key personnel as per Format – 7
7. Access to staff as per Format - 8
8. Declaration as per Format – 9
9. Audited account statement of the last three financial years attested by the responsible officer/ authority.
10. Power of Attorney/ Board Resolution for Authorized Signatory of the Bidder (in case of a firm) (1 original and 1 copy)

We are also enclosing a copy of the RFP with all pages signed and sealed to confirm our agreement to the terms.

We agree to keep this offer valid for three hundred and sixty-five (365) days from the PDD specified in the RFP.

Sincerely yours,
Signature of the Bidder
Full name of the Bidder
Stamp and date
Encl. As above

¹ Note: This is to be furnished on the company letter head

Format 2 – Organization Details

Sl.No.	Organization details	
1.	Name of organization	
2.	Main areas of business	
3.	Number of years of experience in providing legal services	
4.	Type of organization	
5.	If firm is a company/partnership firm: A. Registration no. B. Name of country	
6.	Address of registered office with telephone no & fax & e mail	
7.	Whether the firm has been blacklisted by any authority in the country If yes, details thereof	
8.	Whether the firm has been involved in any major litigation that may have an impact affecting or compromising the delivery of services required. If yes, details thereof	
9.	Address of offices in India	
10.	Contact person with telephone no. & e-mail id	

Enclose:-

- Copy of Certificate of Incorporation, if applicable.
- Copy of work orders/ contracts to prove number of years of experience, with respect to 3 above
- Copy of Article of Association in respect of 4 above, if applicable.
- Undertaking in respect of 7 and 8 above

Signature of the applicant

Full name of the applicant

Stamp & Date

Format 3 – Turnover certificate for firm²

Description	FY _____	FY _____	FY _____
Annual turnover			
Net worth			
Profit			

This is to certify that (name of the Bidder) has Annual Turnover as shown above against the respective/s financial year/s

Signature
Name of the Statutory Auditor
Membership no
Designation
Name of the Audit Firm
FRN

² Note: The turnover certificate should be accompanied by audited account statements. If a group, consolidated figure may be shown.

Format 4 – Summary of relevant experience³

Sl. No.	Type of credential (in line with minimum eligibility and technical evaluation requirements)	Name of the assignment	Proof submitted

³ Each of the projects mentioned in this format should be detailed in Format 5

Format 5 – Relevant experience⁴

Name of the Bidder	
Type of Experience (in line with requirements stated in Minimum eligibility and Technical evaluation section of RFP)	
Name of the Project	
Period of assignment	
Description of services performed by the Bidder firm	
Name of the client and address	
Type of client – Public/ Private/ PSU	
Name, telephone no. and fax no. of client’s representative	
Contract value of the assignment (in INR)	
Start date and finish date of services (month/ year)	
Brief description of the Project	

⁴ Note:

1. Use separate sheets for each relevant experience
2. Each relevant experience should be supported by a work order/ agreement/ client certificate
3. In case of successful case handling, the experience should be supported by copy of judgements
4. In case of successful international arbitration, relevant proof should be submitted

Format 6 – Details of Key Personnel⁵

Sl. No.	Details of key personnel				
	Name	Bar Council Membership Details	Educational qualification	Number of years of experience (total and full time)	List of relevant experience
1.					

⁵ In addition to the key personnel, the bidder should also submit details of necessary support staff. However, for evaluation purposes, only the details of the key personnel will be considered.

Format 7 – CVs of Key personnel

1. **Name of Firm:**
2. **Name of Personnel:**
3. **Date of Birth:**
4. **Nationality:**
5. **Educational qualifications (With degree, institution and year of completion):**

Degree	Institution	Year of Completion

6. **Languages [For each language indicate proficiency: good, fair, or poor in speaking, reading, and writing]:**

Language	Speaking	Reading	Writing

7. **Employment record (Starting with present position, list in reverse order every employment held by staff member since graduation and tenure):**

From	To	Employer	Position Held

8. **Work undertaken that best illustrates relevant experience and capability to handle the tasks assigned:**

Name of project	
Name of client	
Location	
Main project features	

Certification:

9. I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes me, my qualifications and my experience.

Signature of Key Personnel

Format 8 – Access to staff⁶

Sl. No.	Type of experience (in line with scope of work)	Number of qualified staff
Total number of staff		

⁶ Format 8 should be provided in company letterhead certified by the Authorized Signatory/ Head HR

Format 9 - Declaration⁷

To,

The Managing Director,
Overseas Keralites Investment and Holding Limited
6th Floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

Dear Sir,

We hereby confirm that we are interested in competing for the services to undertake the task related to _____ for Overseas Keralites Investment and Holding Limited. All the information provided herewith is genuine and accurate.

Signature of the Bidder
Full name of the Bidder
Stamp and date

⁷ Note: This is to be furnished on the company letter head