

**SPECIAL LIMITED TENDER**

**No.CHPT/LA/2019/F**

**Dated 8 July 2019**

**To**

**The Legal Firms**

**Sub: Engagement of Legal Advisor for Strategic disinvestment of 100% of Gol's equity shares in Kamarajar Port Limited (KPL) to Chennai Port Trust in a single stage process - Request for bids.**

Sir / Madam,

The Government of India (Gol) has 'in principle' decided Strategic Disinvestment of 100% of Gol equity in Kamarajar Port Limited (KPL) to Chennai Port Trust (ChPT) in a single stage process. ChPT requires the services of reputed Law Firms with experience and expertise in Mergers & Acquisitions/takeovers/strategic disinvestment to act as Legal Advisor and assist Chennai Port in the process. The proposal format and scope of work of the Legal Advisor are given in the attached tender document.

In case you are having the requisite experience and interested to be considered for the assignment, you are requested to drop your proposals in a sealed cover in the prescribed formats by 1500 hrs on 17<sup>th</sup> July, 2019 in the box kept at the entrance of F.A.&C.A.O's office [3rd floor, Centenary Building], Chennai Port Trust, No.1, Rajaji Salai, Chennai-600 001. The proposals (Envelope-1) will be opened on 17<sup>th</sup> July, 2019 at 1530 hrs. in the presence of the bidders who choose to be present. For any clarification in the matter, the undersigned can be contacted on Tel.044-25367029 and e-mail [facao@chennaiport.gov.in](mailto:facao@chennaiport.gov.in).

Please note that the proposals must be submitted only in hard copy. No proposal will be entertained after due date and time mentioned above and ChPT will not be responsible for any delay. The proposal received after the appointed date & time is liable to be rejected.

Yours faithfully,

(D. Ramana Murthy)  
Financial Advisor &  
Chief Accounts Officer

Encl.: As above

## SPECIAL LIMITED TENDER



No. CHPT/LA/2019/F

### **Engagement of Legal Advisor for Strategic disinvestment of 100% of GoI's equity shares in Kamarajar Port Limited (KPL) to Chennai Port Trust in a single stage process - Request for bids**

#### **1. Introduction:**

The Chennai Port Trust (ChPT) is one of the Major Port Trusts under the Major Port Trusts' Act, 1963. Chennai Port lies on a flat coastal plain known as the Eastern Coastal Plains on the east coast of the Indian peninsula known as the Coromandel Coast in the Bay of Bengal. Chennai Port, formerly known as Madras Port, has 24 alongside berths.

The administrative office of Chennai Port is at No.1, Rajaji Salai, Chennai-1. The website of Chennai Port is at - <http://www.chennaiport.gov.in>

#### **2. Proposal:**

2.1 The Government of India (GoI) has in principle decided Strategic Disinvestment of 100% GoI equity in Kamarajar Port Limited (KPL) to Chennai Port Trust in a single stage process. ChPT requires the services of reputed Law Firms with experience and expertise in Mergers & Acquisitions/takeovers/strategic disinvestment to act as Legal Advisor and assist Chennai Port in the process. The Scope of work of Legal Advisor is given in **Annexure-I**

2.2 The interested Law firms having experience in handling disinvestment transactions may submit their proposal in the format:

#### **3. Format for proposal**

##### **I. Experience and capability in handling Disinvestment of CPSEs in India: (Weightage for evaluation 25/100)**

- i. Profile of the organization
- ii. Capability, capacity and previous experience of the Firm and expertise in handling such assignments.

- iii. Details of Disinvestment / Merger / Acquisition assignments handled by the firm.
- iv. Demonstrate the ability to work with Government and in coordination with BRLMs and other intermediaries as a part of team, including ability to coordinate the work of International Law Firm.

**II. Infrastructure & Manpower: (Weightage for evaluation 25/100)**

- i. Details of infrastructural facilities like office, manpower etc. in India.
- ii. Detailed profile of the core and support teams (with CVs of each team member detailing qualification and relevant experience) that will be deployed on each assignment in the event of selection.

**III. Understanding of the Regulatory framework: (Weightage for evaluation 25/100)**

- i. Demonstrate understanding of the legal, policy & regulatory issues in Disinvestment process, i.e. SEBI, Companies Act, etc.
- ii. Indicate your expertise in handling the regulatory requirements and securing the required approvals from the concerned authorities.

**IV. Strategy for the Disinvestment of Gol's equity in KPL: (Weightage for evaluation 25/100)**

- i. Indicate intended approach to the proposed transactions including the sequencing of the transaction.
- ii. Demonstrate ability to deliver in accordance with timetable requirements and the ability to commit key personnel for the entire duration of the transaction.

**4. Undertaking – To be furnished along with the proposal**

“We certify that there has been no conviction by a Court of Law or indictment/ adverse order by a regulatory authority for a grave offence against us or nay of our sister concern(s). It is further certified that there is no investigation/pending against us or our sister concern(s) or the CEO/Directors/Managers/Employees of our concern or of our sister concern(s). *It is certified that no conflict of interest as defined in O.M. No. 5/3/2011-Policy dated 8<sup>th</sup> June, 2011 exists as on date and if in future such a conflict of interest arises, we will intimate the same to the Government of India/ChPT*”.

*Further, we certify that as on the date we are not advising or acting on behalf of or associated with any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of*

*individuals) which is engaged in the same line of business as that of the Company (being disinvested), in respect of any transaction of same nature as the transaction for which the Government and/ or the Company (being disinvested) is proposing to select the Adviser, except for the list of the mandates, duly signed by us, in the same line of business and for the same type of transaction, as enclosed.*

*Further, we certify and undertake that for a period commencing from the date of our appointment (if so appointed) as the Adviser till the completion of the transaction, we shall keep the Government/CPSE informed of any mandate/contracts entered into, to advice or act on behalf of or associate ourselves with, any other person or entity (including any company, partnership, proprietary concern or individual or an HUF or association of persons or body of individuals) which is engaged in the same line of business as that of the Company being disinvested, in respect of any transaction of same nature as the transaction in respect of which we have been appointed as the Adviser.”*

## **5. Submission of Proposal**

5.1 The proposals are required to be submitted in two envelopes as per the following:

- (i) **Envelope 1** containing the technical bid as per format in paragraph 2 and Bidder Details as per **Appendix-A**.
- (ii) **Envelope 2 (Sealed)** containing the Financial Bid in the prescribed format given in **Appendix-B**.

5.2 The proposal in a sealed Main Envelope containing both envelopes duly superscribing the title of the tender is required to be dropped in the box kept at the entrance of F.A.&C.A.O's office, **Chennai Port Trust, 3<sup>rd</sup> Floor, No.1, Rajaji Salai, Chennai – 600 001**, in hard copies in original, duly signed by the authorized officer of the Legal Advisor **latest by 1500 hrs on 17<sup>th</sup> July, 2019**.

5.3 ChPT will not be responsible for any postal/ courier delay.

5.4 The proposals received after the appointed time and date will be rejected.

5.5 The proposals with deviations / conditionality will be summarily rejected.

5.6 The ChPT reserves the sole right to accept or reject any or all Proposals thus received without assigning any reasons thereof

5.7 The tenders (Envelope-1) will be opened on 17<sup>th</sup> July, 2019 at 1530 hrs. in the presence of the bidders who choose to be present.

## **6. Evaluation process**

6.1 The Evaluation Committee will evaluate the technical proposals based on the criteria, mentioned in para 2 above and award marks to the bidders. The cut off marks for qualification in the technical evaluation shall be 75 marks out of 100 and financial bids of only technically qualified bidders shall be opened. The date and time of opening of financial bids will be intimated only to the technically qualified bidders.

6.2 The technically shortlisted firm which quotes the lowest fee for the transaction would be selected as Legal Advisor for the subject assignment. It may be noted that in case of a tie in the financial bid, the firm which has secured more marks in technical evaluation will be given preference.

## **7. Requirements for Financial Bid**

7.1 The applicant is required to quote a lump sum fee and gross of taxes applicable and payable as per law by the applicant. The applicant has to furnish an unconditional acceptance to Terms and Conditions of the bid.

7.2 The fee quoted should be unconditional and inclusive of all expenditure. It may be noted that the Bidders cannot prescribe any time limit for validity of the financial bid.

7.3 The fee to the selected Law Firm(s) shall be paid in Indian Rupees after completion of the transaction.

7.4 The CHENNAI PORT TRUST reserves the right to call off the transaction at any stage without assigning any reasons thereof.

## **8. Non disclosure Agreement**

8.1 The selected Legal Counsel would be required to sign the non-disclosure agreement with the CHENNAI PORT TRUST. Failure to sign the same would make their appointment null and void.

For any further clarification, you may please contact Shri D. Ramana Murthy, FA&CAO on Tel. No.044-25367029 and e-mail [facao@chennaiport.gov.in](mailto:facao@chennaiport.gov.in)

**Scope of Work**

**Tender No. CHPT/LA/2019/F**

The Legal Advisor will be requested to undertake tasks related to all aspects of the strategic acquisition culminating into successful completion of the Transaction would inter alia, included but not limited to the following:

- a) Conduct a legal review of KPL consisting of corporate registers, charter documents, board and shareholder resolutions, annual report and such other matters as considered essential
- b) Identifying any default or any challenge/impediment to the contemplated transaction, under the provision of Companies Act 2013
- c) Opinion on regular corporate authorizations/statutory compliances
- d) Review and comment on the Corporate Structure and compliance thereof with regulatory obligations/provisions
- e) Details of all outstanding legal disputes with current status and implication thereof
- f) Identification of key regulatory requirements to be complied for consummating the proposed transaction
- g) Records pertaining to assets of the Company, Ownership title deeds pertaining to Lands, Buildings, etc. and identify the area of concern and its impact on the acquisition by ChPT.
- h) Highlighting critical issues in the acquisition of the equity shares including pre-requisites or implementation issues under Companies Act/SEBI/RBI/any other statutory authorities/guidelines.
- i) Review of Transaction documents such as RFP, SPA, NDA etc.
- j) Assisting in Transaction Closure and compliance of post closure requirements

The Scope of Work mentioned above are indicative and non-restrictive in nature. There may be some services relevant but not expressly captured in the aforesaid Scope of Work, which upon being brought to the notice of the Legal Advisor by ChPT will also form an integral and mandatory part of the Scope of Work.

**SPECIAL LIMITED TENDER**  
**Appendix - A**

**BIDDER DETAILS**  
**Tender No. CHPT/LA/2019/F**

<b>1.</b>	Name of Bidder	
<b>2.</b>	Postal address with Telephone / fax No./official e-mail for communication	
<b>3.</b>	Name, address, telephone/fax No./ email with whom reference may be made	
<b>4.</b>	Confirmation regarding fulfillment of eligibility criteria and its demonstration with supporting documents	
<b>5.</b>	Confirmation regarding submission of "Undertaking"	
<b>6.</b>	Confirmation, in case of selection and appointment, to sign the Non-disclosure agreement with ChPT	
<b>7.</b>	No Deviation Certificate – Confirmation regarding acceptance of all technical and commercial terms and conditions. A set of blank tender documents, duly signed by the bidder in all the pages, in token of acceptance of the terms & conditions, shall be furnished along with the tender.	
<b>8.</b>	Any other information the bidder may desire to furnish	

Certified that to the best of my knowledge and belief all the above information is correct and nothing has been concealed / misrepresented.

Seal with Signature of the authorized signatory of the bidder

**SPECIAL LIMITED TENDER**  
**Appendix – B**

**Price Bid**  
**(To be submitted on the Letter head of the Bidder)**

**Tender No. CHPT/LA/2019/F**

We,.....(Name of Bidder)  
having address at  
.....  
.....  
..  
(Address of Bidder) intend to quote following price:

Sl. No.	Description	Price in Rupees	
		Figures	Words
1.	Fixed Lump sum Fee in Indian Rupees for providing the services of Legal Advisor for Strategic disinvestment of 100% of Gol's equity shares in Kamarajar Port Limited (KPL) to Chennai Port Trust in a single stage process, as per the Scope of Work and Terms & Conditions of the tender		

Notes:

1. Price is to be quoted inclusive of all expenses except GST which shall be reimbursed on production of proof of deposit.
2. In case of mismatch in number and the figures quoted; the figures will be taken as correct for all purposes.

Seal with signatures of authorized signatory of the Bidder