



TOURISM CORPORATION OF GUJARAT LIMITED
Block No- 16/17, 4th Floor, Udyog Bhavan, Sector-11,
Gandhinagar- 382 010



Notice Inviting Short Term Tenders

**Invitation of bids for Appointment of Lawyers as legal advisors
for Title verification/Sale of parcels of Land and Tourist Guest
Houses/Hotel Units of Tourism Corporation of Gujarat Limited**

TCGL invites short term bids from well established, suitably experienced lawyers to act as legal advisor to TCGL in Title verification / Sale Land parcels and Tourist Guest Houses/Hotel Units belonging to TCGL in the state of GUJART. For the eligibility criteria, prescribed bidding format, scope of work, and other terms and conditions interested parties may refer to web site- www.gujarattourism.com.

Those interested may submit their sealed offers by 15.00 hours IST on 16th September, 2010 in the prescribed format to "Manager (Investment)", Tourism Corporation of Gujarat Limited as mentioned above address.

MANAGING DIRECTOR

TERMS OF REFERENCE for selection of Legal Advisor for Title verification / Sale of Parcels of Land Tourist Guest Houses/Hotel Units of Govt. of Gujarat and TCGL

1. Purpose

1. TCGL proposes to engage the services of a law firm to assist them in Title verification Title Search / Verification to ascertain the salability of the TCGL property/land
2. Actual measurement / mapping of the land/building including demarcation and site maps/layout plan.

2. Background

The Government of Gujarat intends to sell 29 Tourist Guest Houses/Hotel Units, Cafeterias, Motels of Govt. of Gujarat and TCGL. The details of units are given in Annexure I.

Further information in respect of the same can be obtained from the following officer namely:

The Manager (Investment)
Tourism Corporation of Gujarat Limited
Udyog Bhavan, Block No-16 /17
4th Floor, Sector-11
Gandhinagar, Gujarat. Tel: 079-23222523 / 23222645

3. Eligibility criteria

- i. The bidder should have acted as a legal advisor to the Government of Gujarat /Government of India (GoI) in at least one assignment.
- ii. The bidders should have handled at least 05 (five) similar assignments.
- iii. The bidders shall have adequate manpower to handle such assignments
- iv. The lead member of the team should have experience of at least five years in handling similar assignments.
- v. The bidder will need to submit a Bid Security of Rs. 1,00,000 (Rupees One Lakh Only) which shall be refunded to the unsuccessful bidders within one week of the date of announcement of the successful bidder. For successful bidders, the same shall be converted into the Performance Security and will be refunded after completion of the assignment to the satisfaction of TCGL.

4. Proposed schedule for completing the assignment

The total duration of completion of the title verification/search is only two weeks.

Further, TCGL proposes to complete the Sale of its 29 Tourist Guest Houses/Hotel Units/motels/Cafeteria/land parcels within the next three months. However, please note that the contract for appointment of the legal advisors will be till the completion of the sale process.

5. Last date for submission of bid

The interested bidders may submit their bids within a sealed cover subscribing on the top of envelope "Bid for appointment of Lawyers" positively by 15.00 hrs. on or before 16-09-2010, on any working day between 11.00 hrs. to 18.00 hours (IST) to The Company Secretary, Tourism Corporation of Gujarat Limited Udyog Bhavan, Block N0-16/17, 4th Floor, Sector-11, Gandhinagar, Gujarat.

The bid should be un-conditional.

6. Undertaking by Legal Advisors

Government of India has issued guidelines prescribing certain qualifications for Advisors for disinvestment process, which has also been adopted by Govt. of Gujarat. Interested parties are requested to carefully go through the guidelines and after satisfying that they are qualified to act as Advisors, furnish the **Undertaking** as a part of 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 any of our sister concern. It is further certified that there is no investigation pending against us or our sister concern or the CEO, Directors/Managers/Employees or our concern or of our sister concern. It is certified that no conflict of interest exists as on date and in future such a conflict of interest arises we will intimate the Government of the same".

7. Bidding Format

The sealed cover (as mentioned in para 5 above) should contain:

- Application Covering letter as per Annexure II
- 2 separate sealed envelopes marked as:
 - Envelop-A: Technical Bids (as per Annexure III) &
 - Envelop-B: Financial Bids (as per Annexure IV)

Documents to be submitted with Technical Bids

- i. Proof of appointment by Government of India/State Govt for a disinvestment process

- ii. Bid Security in the form of demand draft for Rs. 1,00,000 (Rupees One Lakh Only) in favor of "Tourism Corporation of Gujarat Limited"
- iii. Details of the pending litigation and contingent liabilities, if any, that could affect the performance of the bidder under the mandate, as also details of any past conviction and pending litigation against sponsors/partners and any areas of possible conflicts of interest.

Documents to be submitted with Financial Bids

- iv. The Lawyers(s) are required to submit the sealed Financial Bids incorporating the Lump-sum Fee chargeable (including expected out of pocket expenses and gross of all applicable taxes).

8. Opening of Bids & Bid Evaluation Criteria

The opening of bids shall take place at TCGL Head office, Udyog Bhavan, Gandhinagar at 1500 hours IST in the presence of bidders on 17/09/2010. The bids shall be evaluated on the basis of details provided in Envelop B (Financial Bid). The financial bids will be evaluated for only those parties who fulfill the technical criteria stated in para 3.

9. Letter of Appointment

The selected Law Firm(s) shall be issued a Letter of Appointment after completion of the bid evaluation and selection process.

10. Agreements

The selected Legal Advisor shall enter into an Agreement in the prescribed format as per the Guidelines of the Govt. Gujarat. The contract period shall continue till the successful closure (Receipt of Transaction Consideration) of the assignment.

11. Payment of fee to the appointed Law Firms

The total fees will be paid on completion of the assignment to the satisfaction of TCGL. Fee may be paid in stages in the form of advance.

12. Scope of work

- i) Review the litigation history and analyze if there are any legal hurdles in Sale of any or all the 29 units.
- ii) Review the ownership titles for land and other assets and confirm if TCGL OR Commissioner Tourism has clear and un-encumbered titles for sale of the assets
- iii) Review Title deeds, Loan and Lease agreements etc. to ensure there are no unduly onerous conditions

iv) The legal advisor would review the existing approvals, litigations, ownership titles etc. to confirm TCGL can proceed with the Disinvestment of 29 units as planned.

Other Optional Services (If Required by TCGL)

Transaction structuring

v) Advise in relation to restructuring of units/companies that may be required prior to the disinvestment

Transaction documentation

vi) Reviewing advertisements inviting expression of interest, confidential information memorandum

vii) Review of bidding rules, process and standard documentation

viii) Review confidentiality agreements for use in communication with all potential bidders.

ix) Reviewing the expression of interest, and other documents such as the expression letter, statement of legal capacity etc. submitted by potential bidders

x) Reviewing other material contracts and agreements to ensure there are no unduly onerous conditions

xi) Advise in relation to the scope of due diligence to be offered

xii) Advise in relation to the structuring of the sale and drafting agreements such as the asset/share purchase agreements and shareholders agreements, if applicable

xiii) Assist in negotiations and responding to changes suggested by the bidders in above documents

xiv) Reviewing the final bids from a legal perspective

xv) Assist in finalization of the transaction documents and execution of the same.

xvi) Assist and advice in relation to other legal formalities required for successful closure of the transaction and transfer of assets to the successful bidders.

13. Other terms and conditions

1. All the information/details to be supported by authentic documents duly certified by the authorized signatory.
2. TCGL reserves the right to reject any or all Bids without assigning any reason thereof as well as the right to add/delete/modify any one or more of the terms and conditions.
3. TCGL reserves the right to discontinue the services of the appointed Law Firm(s) at any point of time on account of force-majure or non-satisfactory performance by the Law Firm(s).
4. The Law Firm is required to comply with the guidelines issued by the Government of Gujarat.

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ANNEXURE - I

1. NALSAROVAR, AHMEDABAD
2. SHAMALAJI SABARKANTHA
3. PAVAGADH, PANCHMAHAL
4. SAPUTARA, DANG
5. VALTHAN, SURAT
6. TITHAL, VALSAD
7. PALITHANA, BHAVNAGAR
8. CHORWAD, JUNAGADH
9. VERAVAL, JUNAGADH
10. HOTEL GIRNAR, JUNAGADH
11. PORBANDAR
12. DWARAKA, JAMNAGAR
13. DHOLAVIRA, KUTCH
14. NARAYAN SAROVAR, KUTCH
15. ADALAJ, GANDHI NAGAR
16. VADNAGAR, MEHSANA
17. MODHERA, MEHSANA
18. MALWAN, SURRENDRA NAGAR
19. RAYOLI, KHEDA
20. MANDVI, KUTCH
21. LIMDI, SURRENDRANAGAR
22. LAND AT HANSALPUR VIRAMGAM
23. LAND AT RADAHANPUR, PATAN
24. LAND AT SAYALA, SURRENDRA NAGAR
25. LAND AT JAGANA, BANASKANTHA
26. LAND AT KATAPUR, BHAVNAGAR
27. LAND AT BET DWARAKA, JAMNAGAR

ANNEXURE II

APPLICATION LETTER

(On the letter head of the Bidder)

Date:

To ,

The Manager (Investment)
Tourism Corporation of Gujarat Limited
Udyog Bhavan, Block No-16 /17
4th Floor, Sector-11
Gandhinagar

Gujarat

Ref: Your advertisement/email dated _____

Sub: Legal services for Govt. of Gujarat /TCGL

Sir,

Being duly authorized to represent and act on behalf of (hereinafter referred to as "the Bidder"), and having reviewed and fully understood all of the requirements of the Expression of Interest (BID) and information provided, the undersigned hereby apply for the project referred above.

We are enclosing the following documents in one original plus two copies, with the details as per the requirements of the Bid invitation, for your evaluation.

i) Technical Bid (Envelope A) as per Annexure IV of BID

a. An appointment letter or any other proof issued by the central government certifying our appointment as legal advisors to the Government of India in a disinvestment process

b. Bid security in the form of Demand Draft for Rs.100,000 (Rupees one Lakh only) in favour of TCGL.

c. Undertaking as per Para 6

d. Details of pending litigation as per Para 7(iii) of BID

ii) Financial Bid (Envelope B) as per Annexure V of BID.

Yours sincerely.

Signature

Name

ANNEXURE III

FORMAT FOR TECHNICAL BID

NAME OF THE BIDDER:

REGISTERED OFFICE:

DETAILS OF CONTACT PERSONS (along with their telephone numbers, fax numbers, e-mail ids):

A] SHORTLISTING PARAMETERS Sr. No	Criteria
1	Past experience of the company • Past experience as legal advisors to the Gol /Govt. of Gujarat in its disinvestment process

Note: Please provide details of **each** disinvestment assignment for which your firm has claimed credit (as “legal advisors”) in the format below:

Name of the client:

Start date of assignment:

End date of assignment:

Detailed narrative description of project:

Detailed description of actual services provided by your firm:

(Please enclose award letter and completion certificate)

**ANNEXURE IV
FORMAT FOR FINANCIAL BID
FINANCIAL BID
(On the letter head of the Bidder)**

To ,
The Manager (Investment)
Tourism Corporation of Gujarat Limited
Udyog Bhavan, Block No-16/17,
4th Floor, Sector-11
Gandhi Nagar
Gujarat

Ref: Your email/advertisement dated _____

Sub: Appointment of Legal Advisor for Govt. of Gujarat/ TCGL

Sir,

I/We have perused the proposal document for subject assignment contracting Scope of Work as per Para 12 of the Bid document and other details and am/are willing to undertake and complete the assignments as per terms and conditions stipulated in the proposal document.

Our offer is inclusive of all taxes including service tax, incidentals, overheads, traveling expenses, printing and binding of reports, all sundries, all other expenditure for execution of this service/assignment covering all 'Scope of Work' as mentioned in the bid document of Govt. of Gujarat / TCGL is as follows:

Rs. (i.e., in words Rupees.....).

The Drop Dead Fee which would be payable if the TCGL/ Govt. of Gujarat wants to call-off the transaction is Rs..... (Rupees).

This offer is valid for a period of 3 months from the date of opening of the bid (bid due date).

Witnesses Signature

Name:

Address:

Signature of Authorised Person

Name:

Address: