



**TAMIL NADU INFRASTRUCTURE DEVELOPMENT BOARD,
3RD FLOOR, CMDA BUILDING TOWER-II,
'THALAMUTHU-NATARAJAN MAALIGAI',
NO.1, GANDHI IRWIN ROAD, EGMORE,
CHENNAI – 600 008**

**REQUEST FOR QUALIFICATION (RFQ) FOR EMPANELMENT OF
LEGAL FIRMS/ADVOCATES AND CHARTERED ACCOUNTANT
(CA)/AUDIT FIRMS**

September 2024

SECTION A. INVITATION FOR EMPANELMENT

1. The Finance (Bureau of Public Enterprises) Department (BPE), Government of Tamil Nadu was formed in 1982 with the intention of having policy uniformity in the management of State Public Sector Undertakings (SPSUs) and Statutory Boards in Tamil Nadu. The Finance (Bureau of Public Enterprises) Department (BPE) in order to provide essential legal services for State Public Sector Undertakings (SPSUs) and Statutory Boards in Tamil Nadu intends to empanel Legal Firms/ Advocates and Chartered Accountant (CA)/Audit Firms. The Finance (Bureau of Public Enterprises) Department (BPE) have requested TNIDB to empanel Legal Firms/Advocates and Chartered Accountant (CA)/Audit Firms on its behalf.
2. Tamil Nadu Infrastructure Development Board (TNIDB), set up under the Tamil Nadu Infrastructure Development Act (TNID Act) 2012, is the nodal agency for infrastructure development in the State of Tamil Nadu. TNIDB plays a critical role in infrastructure development in the State by facilitating project development in a seamless, efficient and transparent manner.
3. The Board is a facilitator for infrastructure projects executed in the State of Tamil Nadu. The projects cover the 21 Sectors listed in Schedule-I of the Tamil Nadu Infrastructure Development Act, 2012 and will entail substantial investment. The projects will include both projects that are executed through the Public Sector as well as those implemented through the Public Private Partnership (PPP) mode. Details of the process of project development may be seen in the Tamil Nadu Infrastructure Development Act, 2012, Tamil Nadu Infrastructure Development Rules, 2012 and Tamil Nadu Infrastructure Development Board Regulations, 2013 and as amended thereof in the website of TNIDB (<https://tnidb.tn.gov.in/en/>). The procurement process for projects will be governed by the Tamil Nadu Transparency in Tenders Act, 1998 and the Rules framed there under including the Tamil Nadu Transparency in Tenders (Public Private Partnership Procurement) Rules, 2012 and as amended thereof.
4. As per Regulation 6(1) of the Tamil Nadu Infrastructure Development Board Regulations, 2013, TNIDB has been empowered to create a panel of consultants whose services can be availed of by various government agencies.
5. Tamil Nadu Infrastructure Development Board's Regulation 6(3) specifies that empanelled firms may be used by TNIDB and/or various government agencies. The Terms of Reference and the methodology of selection and the commercial terms will vary with each assignment and will be decided by the concerned agency.
6. In this regard, the Chief Executive Officer, TNIDB, proposes to empanel Legal Firms/ Advocates and Chartered Accountant (CA)/Audit Firms for assisting various State Public Sector Undertakings (SPSUs), Statutory Boards, Government Departments and Agencies.

7. The empanelment is proposed to be done for the following Functional Areas:
Functional Areas: (Broad role for each of the functional area is provided in Section C)
FA1 – Legal Firms/Advocates (Both Firms and Individual Persons are allowed to apply for Empanelment)
FA2 – Chartered Accountant (CA)/Audit Firms (Only Firms are allowed to apply for Empanelment)
8. TNIDB reserves the right to empanel nil or any number of Applicants under any Functional Area.
9. Interested Applicant(s) must provide all the relevant information (in English language only) as per the prescribed format.
10. Applicants shall apply individually only. No Consortium is allowed.
11. The RFQ document, details can be downloaded from the website: <https://tntenders.gov.in/nicgep/app>; and <https://tnidb.tn.gov.in/en/> under the notifications tab.
12. The information and the details received will be evaluated based on the criteria given and qualified Applicant(s) will be short-listed for the proposed Functional Area as applicable. The Applicant(s) will be shortlisted / selected in accordance with the procedures set out in the Tamil Nadu Transparency in Tenders Act, 1998 (Tamil Nadu Act 43 of 1998) and Rules made thereunder.
13. The Application must be submitted online through the e-Procurement process as specified in the RFQ on or before **15.00 hours** on **18-10-2024**. The Applicant shall furnish as part of its Application, a Processing Fee (non-refundable) of Rs.5,000/- (Rupees Five Thousand Only) to be paid through e-procurement portal.
14. A Virtual pre-proposal conference will be held on **20-09-2024** at **11.30 Hrs** to clarify queries, if any. Applicants interested to attend the pre-proposal conference can do so through the below link:

Link - [**Click here to Join the meeting**](#)
15. The bidders may send their queries regarding this RFQ/ Empanelment addressed to the Chief Executive Officer, Tamil Nadu Infrastructure Development Board, 3rd floor, CMDA Building Tower-II, 'Thalamuthu-Natarajan Maaligai', No.1, Gandhi Irwin Road, Egmore, Chennai – 600 008 at least two days prior to the pre-proposal conference. Phone No: 044-28550155/255/355/455, E-mail id: soinfra.findpt@tn.gov.in, fininfracell@gmail.com.
16. Any change in the RFQ, corrigendum, minutes of the pre-proposal conference, etc., will only be uploaded in the websites: <https://tntenders.gov.in/nicgep/app>

SECTION B. INSTRUCTIONS FOR APPLICATION PROCESS

1 Definitions

- 1.1 In this document, the following words and expressions have the meaning hereby assigned to them.
- 1.2 APPLICANT means a Person (Only Applicants applying for Empanelment as Advocate are Eligible to Apply individually)/Firm submitting its Application for Empanelment.
- 1.3 BOARD means Tamil Nadu Infrastructure Development Board (TNIDB).
- 1.4 PUBLIC AGENCY shall have the same meaning as in Section 2(o) of Tamil Nadu Infrastructure Development Act, 2012.
- 1.5 A FIRM means a proprietorship firm/partnership firm / a limited liability partnership / a company incorporated under the Companies Act 1956/2013 or a body corporate incorporated under the applicable laws of its country of origin.
- 1.6 EMPANELLED APPLICANT shall mean applicants who have been empanelled under the Functional Area.

2 General information:

- 2.1 The validity of empanelment will be initially for a period of 2 years extendable by additional period of 2 years.
- 2.2 Empanelment does not necessarily mean that a job will be assigned to the Empanelled Applicant. The Government Departments/Agencies may, if necessary, call for tenders from the empanelled list of consultants on Quality cum Cost Based Selection (QCBS)/ Least Cost Selection (LCS) method for engagement to provide services.
- 2.3 Successful applicants should note that the usage of this empanelment is not mandatory on the Government Departments /Agencies. In cases where the Government Departments/Agencies use this empanelment to engage the services of a Empanelled Applicant and it is found that the Empanelled Applicant so appointed is not performing the services in a satisfactory manner and Tamil Nadu Infrastructure Development Board receives three 3 (three) or more written complaints from Government Departments/Agencies, then the said Empanelled Applicant will be debarred from providing services to the Government of Tamil Nadu and its Departments/ Agencies and all such empanelment in the name of the Empanelled Applicant shall be cancelled. The Empanelled Applicant will be given an opportunity to present its case to the Tamil Nadu Infrastructure Development Board before cancellation of its empanelment.
- 2.4 Further communication will be made with/ clarifications may be sought from the Applicant, if required before empanelment.
- 2.5 All information submitted will be the property of Tamil Nadu Infrastructure Development Board and will not be returned.

- 2.6 The cost incurred by the Applicants in preparing and submitting this application, in providing clarification or attending discussions, conferences in connection with process of empanelment shall be borne by the Applicant and in no case will, the Tamil Nadu Infrastructure Development Board, be responsible or liable for these costs regardless of the conduct or outcome of the process.

3 Application Submission Procedure

- 3.1 The Application must be submitted online through the e-Procurement portal. The Applicant may also refer to below instructions:
- a. The RFQ document is uploaded in the e-procurement portal <https://tntenders.gov.in/nicgep/app>. Prospective Applicants shall register themselves in the e-procurement Portal (<https://tntenders.gov.in/nicgep/app>) and submit the Applications electronically through e-procurement portal.
 - b. It is mandatory for the Applicant to possess a valid Class-3 Signing and Encryption Digital Signature Certificate in the name of the entity submitting an Application to complete the e-procurement process as per the provisions of Government of India IT Act 2000 with latest amendments.
 - c. Digital Signature Certificates can be obtained from the authorized certifying agencies, details of which are available in the web site <https://tntenders.gov.in/nicgep/app> under the link “Information about DSC”.
 - d. The website has user manuals with detailed guidelines on enrolment and participation in the online Bidding process. The user manuals can be downloaded for ready reference.
 - e. The Applicants are requested to download the e-procurement help manual and user manuals from the Portal for reference.
 - f. The registered Applicant can log into the e-procurement portal and download the Forms and RFQ document /corrigendum as applicable and go through them carefully.
 - g. Applicant shall go through the RFQ documents and get ready with all relevant documents in pdf/xls/rar formats as indicated therein. In the Application, Bidder may attach an index page wherever necessary, in the beginning, which indicates the details of the files/ documents that follow the index page against Application content indicated. This shall also help for easy reference later.
 - h. Applicants shall be ready with their Applications in filled-in form well in advance to avoid last minute rush/ glitches during submission and once the Application is ready in all aspects, they may choose the freeze option to submit the Application finally and thereafter they shall get a Bid acknowledgement receipt, only after which the submission is complete, indicating the Successful submission of the Bid.
 - i. Applicant can do the re-submission of the Application any number of times, till the closure of bid.

- j. The Application shall be submitted online not later than the date and time specified in the Application Schedule or Corrigendum, if any published. The e-procurement portal shall automatically close/ lock the submission process promptly by the date and time specified in the tender.
 - k. If the Application is not fully submitted before the closing date and time and the Application submission is still in progress and could not be completed before the closing date and time, the Application will not be considered as successfully submitted and shall not be taken up for evaluation. Hence the Applicant should be cautious to submit the Application well in advance to avoid failure in the complete submission of their Application.
 - l. For all activities during the submission/ opening of Application and in subsequent processing of the Application, the server time indicated at the top of the e-Portal, shall be final. The local system time shall not be taken into account in any case.
 - m. The e-procurement system shall issue a Bid acknowledgement receipt which is the final proof for successful submission of the Application.
 - n. In case the RFQ is retendered, then it is mandatory for the Applicant to submit its Application again on the e-procurement portal
 - o. Applicant may contact the Helpdesk Ph. No. 0120-4001002/005 at National Informatics Centre for support on the e-procurement portal.
- 3.2 The information and the details received as part of the Application(s) will be evaluated and qualified Applicants only will be shortlisted and empanelled.

4 Instructions for Preparation of Application

- 4.1 Interested Applicant(s) must provide all the relevant information (in English language only) as per the prescribed format.
- 4.2 All information requested for in the enclosed forms should be furnished against the respective column in the format. If information is furnished in separate documents, reference to the same shall be given against the respective column. If there is no information to be provided, it shall also be mentioned as 'Nil' or 'No such case'. If a particular query is not applicable in the case of the Applicant, it shall be stated as 'Not applicable'. No column should be left blank. However, Applicant(s) are cautioned that non-submission of complete information called for in the required formats or making any change in the prescribed forms/ formats may result in the application being summarily rejected.
- 4.3 Copies of the References, information, work orders and completion certificates issued by the respective clients certifying the suitability, technical know-how, experience or capability of the applicants shall be submitted by the Applicant which may be verified by Tamil Nadu Infrastructure Development Board, if considered necessary.

- 4.4 The applicants are advised to attach any additional information which is considered necessary in regard to proving their capabilities. No further information will be entertained after submission of the Application unless it is called for by Tamil Nadu Infrastructure Development Board.
- 4.5 Applicants are required to submit their Applications with a processing fee (non-refundable) of Rs.5,000/- (Rupees Five Thousand only) to be paid through e-procurement portal.
- 4.6 Applicants applying for empanelment, will have to submit relevant experience for the respective Functional Areas.
- 4.7 The Applicant should submit the Application online through e-procurement portal only.
- 4.8 The Application should comprise of following forms and documents as per the submission format mentioned in table below:

S. NO	FORM NO	PARTICULARS OF FORM	SUBMISSION FORMAT
(i)	Not Applicable	Processing Fee of INR 5,000/-	To be paid through e-procurement portal
(ii)	Form-1	Application for Empanelment for the Respective Functional Area	PDF
(iii)	Form-2	Particulars of the Applicant	PDF
(vi)	Form-3	Power of Attorney for Signing of Application	PDF
(viii)	Form-4	Financial Capability of the Applicant	PDF
(xi)	Form-5	Affidavit Certifying that Entity / Director(s) of Entity are not Blacklisted	PDF
(xii)	Form- 6	Summary of Relevant Experience for the Respective Functional Area	PDF
(ix)	Form -7	Functional Area wise Assignment description sheet and relevant proof of completion	PDF
(x)	Form -8	Summary of key personnel available with the Applicant	PDF
(xii)		Certificate of Practice/Incorporation Certificate/Certificate of Registration of the Applicant/Other Relevant Proofs	PDF
(xii)		Audited Balance Sheet and Profit & Loss Account/ Income Tax Return (ITR) Filing for last 3 completed financial years	PDF

- 4.9 All documents submitted should be signed by the Authorized Signatory, either through a Digital Signature Certificate (DSC) or in wet ink.
- 4.10 TNIDB reserves the right to reject an Application in case any of the forms are not submitted or are not in a position to be accessed due to any reason, whatsoever.
- 4.11 The Application must be duly signed by the Authorized Signatory as detailed below:
- a. In case of a Person, by the respective individual
 - b. In case of a proprietorship/partnership firm and/or a limited liability partnership (LLP):
 - Either by a Proprietor/Partner/ Designated Partner (in case of LLP), holding the power to do all such acts, deeds and things on behalf of the Partnership Firm/ LLP, delegated by the other Partners by way of a resolution, extracts of which issued by a Partner/ DP (in case of LLP) shall be submitted as part of the Application; or
 - By a person duly authorized by a Partner/ Designated Partner (DP), holding the power to do so, by way of a notarised Power of Attorney executed in his/ her name.
 - c. In case of a Limited Company/ Private Limited Company or a Corporation:
 - Either by a Director, holding the power to do all such acts, deeds and things on behalf of the Company/ Corporation, delegated by way of a General or Specific Board Resolution for signing of Proposals/ Applications, extracts of which issued by a Director/ Company Secretary of the firm shall be submitted as part of the Application; or
 - By a person duly authorized by a Director in the firm, holding the power to do so, by way of a notarised Power of Attorney executed in his/ her name.

The power of attorney, wherever applicable should be notarised by a notary public and shall accompany the Application.

- 4.12 The Applicant should submit a Power of Attorney as per the format enclosed, authorising the signatory of the Applicant to sign and submit this Application.
- 4.13 All financial information shall be stated in Indian Rupee only.
- 4.14 Application should be indexed, and each page of the Application shall be serially numbered, in case of submission of published documents, the first page of the document shall be numbered.
- 4.15 The applicants must provide all the relevant documents in English language as per the prescribed format.
- 4.16 Applicant should mention the Names, Address and Contact Details of the 'Key Contact Person' who would act as the point of contact in Form-2. Any further communication by the Board or by the Govt. Departments/ Agencies using/ referring to the empanelment, shall be addressed to such person(s). Post empanelment, the empanelled consultants are required to inform of changes in the point of contact, as and when it arises to TNIDB, failing which TNIDB shall not be held responsible for non-receipt of communication sent by TNIDB or by the Govt. Departments/ Agencies using the empanelled list.

4.17 Applicants are requested to ensure that the experiences cited in the Forms 6 & 7 are relevant to the respective Function Area for which the empanelment Application is being submitted.

5 Right to Accept or Reject any of the Applications

5.1 TNIDB reserves the right to reject or accept any one or all Applications and to annul the process and reject all the Applications at any point in time without assigning any reason(s) thereof and without incurring any liability thereby to the affected Applicants or without informing them of the grounds for such action by TNIDB.

5.2 TNIDB reserves the right to reject any Application if:

- a) At any time, a material misrepresentation has been made or discovered; or
- b) The Applicant does not respond promptly and diligently to requests for additional information or clarification required for evaluation of the Application;
- c) Rejection of the Application by TNIDB, as aforesaid, would lead to the disqualification of the Applicant.

SECTION C. Empanelment of Legal Firms/Advocates and Chartered Accountant (CA)/Audit Firms:

1. Broad role of the Empanelled Applicants

Functional Area	Expected Role/Output (Not limited to)
Legal Firms/Advocates	<p>The empaneled Advocates and/or firm(s) of Legal Firms shall be required to assist the PSUs in Tamil Nadu in the following activities as assigned from time to time:</p> <p>A. Legal Opinions and Advice</p> <p>1. Rendering Legal Opinions:</p> <ul style="list-style-type: none"> i. Provide legal opinions on various issues as referred by the PSUs with the prior approval of the Government. ii. Offer comprehensive advice on matters related to service matters, contractual obligations, compliance, and other legal issues. <p>2. Legal Consultation and Drafting:</p> <ul style="list-style-type: none"> i. Assist in drafting regulations, notices, policies, manuals, and other legal documents. ii. Legal vetting of orders, decisions, concept papers, bidding/tender documents, undertakings, indemnity bonds, agreements, contracts, MoUs, Confidential Disclosure Agreements (CDAs)/Non-Disclosure Agreements (NDAs), and deeds. <p>3. Regulatory Compliance and Review:</p> <ul style="list-style-type: none"> i. Review and advise on regulations and policies based on practical implementation and operational experiences. ii. Ensure compliance with applicable laws and regulations, and update PSUs/Government entities on changes in legislation affecting their operations. <p>B. Litigation and Representation</p> <p>4. Handling Litigation:</p> <ul style="list-style-type: none"> i. Represent PSUs/Government entities before various courts including the Supreme Court of India, High Courts, and tribunals such as Securities Appellate Tribunal, NCLT, NCLAT, Central Administrative Tribunal, Labour Court, Income Tax Appellate Tribunal, National Green Tribunal, and other relevant forums. ii. Handle arbitration matters, including those referred by the courts or chosen by the parties involved. <p>5. Preparation and Vetting of Legal Documents:</p> <ul style="list-style-type: none"> i. Draft and vet affidavits, applications, petitions, replies, written statements, replications, rejoinders, caveats, briefs

Functional Area	Expected Role/Output (Not limited to)
	<p>for opinion, and other legal documents including deeds and regulations.</p> <p>ii. Prepare and/or vet MoUs, agreements/contracts, RFPs, tenders, EOIs, letters, and other relevant documents.</p> <p>6. Case Management and Reporting:</p> <p>i. Keep PSUs /Government entities informed of the developments in legal cases, including settling drafts, filing papers, hearing dates, and supplying copies of judgments/interim orders. Update case details in the CCMS Portal in co-ordination with the concerned officials in PSUs.</p> <p>ii. Maintain and update records of proceedings and assist in preparing notes for various hearings.</p> <p>iii. Suggest strategies to reduce financial risk due to litigation and to anticipate litigation.</p> <p>iv. Consider multiple approaches and lines of arguments that must be adopted before judicial forums in high risk litigation and advise concerned departments/ government agencies accordingly.</p> <p>v. Assess the possibility of success in a particular case in the light of precedents and settled law and advise the departments/ government agencies on the possibilities of compromise, settlement, or modification on positions that would minimize financial loss.</p> <p>vi. Monitor the progress of cases after each major hearing and suggest midcourse corrections if needed.</p> <p>vii. Monitor compliance with adverse orders, after exhausting avenues of appeal, to avoid excess costs like penal interest for delay.</p> <p>C. General Legal Services</p> <p>7. Assistance in Arbitration and Dispute Resolution:</p> <p>i. Represent PSUs/ Government entities before arbitration tribunals and handle disputes referred by courts or chosen by the parties.</p> <p>ii. Provide legal advice and support in dispute resolution and arbitration matters.</p> <p>8. Advisory on Corporate and Commercial Matters:</p> <p>i. Advise on corporate governance, compliance issues, and commercial contracts.</p> <p>ii. Assist in the preparation and review of corporate policies, procedures, and internal guidelines.</p>

Functional Area	Expected Role/Output (Not limited to)
	<p>9. Vetting and Advisory on Tenders and Contracts:</p> <ul style="list-style-type: none"> i. Vet and provide legal advice on notices inviting tenders, RFPs, contracts, and other procurement documents. ii. Ensure that all contractual documents are legally sound and comply with applicable laws and regulations. <p>10. Miscellaneous Legal Work:</p> <ul style="list-style-type: none"> i. Perform other legal tasks as may be assigned from time to time, including but not limited to attending meetings, providing training sessions, and conducting legal research. ii. Ensure the legal interests of PSUs /Government entities are adequately protected in all transactions and proceedings. <p>11. Regular Interaction and Follow-Up:</p> <ul style="list-style-type: none"> i. Visit PSU /government entities offices as required and provide on-site legal support. ii. Engage with regulatory authorities, including the CBDT, to follow up on pending applications and ensure timely receipt of necessary notifications. <p>The empaneled Advocates and/or firm(s) of Legal Firms are expected to maintain high standards of professionalism, confidentiality, and integrity in all assignments and ensure the legal compliance and protection of the interests of the PSUs /Statutory Boards/Government entities in Tamil Nadu. The legal firm may serve as a Litigation Advisory Body, providing insights on all legal issues and facilitating Government departments, Government entities, and Government agencies in reducing expenses incurred due to court cases. This includes advising on strategies to minimize legal costs, exploring alternatives to litigation, and offering guidance on efficient case management.</p>
Chartered Accountants (CA)/Audit Firms	<p>The empanelment of CA/Audit Firms is intended to address critical challenges faced by PSUs /Statutory Boards/ government entities/agencies etc. in various financial, compliance, and strategic areas. The scope of work covers a wide range of services, including tax-related matters, GST compliance, Insolvency and Bankruptcy Code (IBC) issues, mergers, amalgamations, takeovers, and acquisitions. The CA/Audit Firms should have demonstrated expertise in these areas and a strong understanding of regulatory frameworks.</p> <p>1 Taxation Services</p> <p>1.1 Direct and Indirect Tax Advisory</p> <ul style="list-style-type: none"> i. Providing comprehensive advisory services on direct and indirect tax laws, including income tax, goods and services tax

Functional Area	Expected Role/Output (Not limited to)
	<p>(GST), and other applicable taxes.</p> <ul style="list-style-type: none"> ii. Assisting in the preparation and filing of tax returns, ensuring compliance with all tax regulations. iii. Offering guidance on transfer pricing policies, ensuring compliance with local and international regulations. <p>1.2 Tax Planning and Optimization</p> <ul style="list-style-type: none"> i. Developing tax planning strategies to optimize the tax liabilities of PSUs while ensuring compliance with statutory requirements. ii. Identifying potential tax incentives, deductions, and credits under current tax laws. <p>1.3 Tax Audits and Assessments</p> <ul style="list-style-type: none"> i. Conducting tax audits and preparing detailed audit reports. ii. Representing PSUs before tax authorities during assessments, audits, and appeals. iii. Handling disputes and litigations with tax authorities, including filing appeals and negotiating settlements. <p>2. GST Compliance and Advisory</p> <p>2.1 GST Registration and Filing</p> <ul style="list-style-type: none"> i. Assisting PSUs in obtaining and maintaining GST registration. ii. Ensuring timely and accurate filing of GST returns and compliance with all GST regulations. <p>2.2 GST Audit and Assessment</p> <ul style="list-style-type: none"> i. Conducting GST audits to ensure compliance with GST laws and regulations. ii. Preparing audit reports and providing representation during GST assessments. <p>2.3 Advisory on GST Law Changes</p> <ul style="list-style-type: none"> i. Keeping PSUs informed about changes in GST laws and their implications. ii. Advising on GST implications of various business transactions and operations. <p>3. Insolvency and Bankruptcy Code (IBC) Services</p> <p>3.1 Advisory on IBC Proceedings</p> <ul style="list-style-type: none"> i. Providing advisory services on IBC-related matters, including insolvency resolution, liquidation, and bankruptcy proceedings.

Functional Area	Expected Role/Output (Not limited to)
	<ul style="list-style-type: none"> ii. Assisting in the preparation of insolvency resolution plans and representation before the National Company Law Tribunal (NCLT). <p>3.2 Due Diligence and Valuation</p> <ul style="list-style-type: none"> i. Conducting due diligence and valuation of assets and liabilities in the context of IBC proceedings. ii. Assisting in the identification and evaluation of potential buyers or investors. <p>3.3 Post-Insolvency Compliance</p> <ul style="list-style-type: none"> i. Ensuring compliance with post-insolvency obligations and reporting requirements. ii. Advising on restructuring and reorganization of businesses post-insolvency. <p>4. Mergers, Amalgamations, Takeovers, and Acquisitions</p> <p>4.1 Transaction Advisory Services</p> <ul style="list-style-type: none"> i. Providing comprehensive advisory services on mergers, amalgamations, takeovers, and acquisitions, including structuring and strategy. ii. Assisting in the preparation of transaction documents, including agreements, contracts, and due diligence reports. <p>4.2 Due Diligence and Valuation</p> <ul style="list-style-type: none"> i. Conducting financial, legal, and operational due diligence to assess the viability and risks associated with potential transactions. ii. Providing valuation services to determine the fair value of businesses, assets, and liabilities. <p>4.3 Regulatory Compliance</p> <ul style="list-style-type: none"> i. Ensuring compliance with regulatory requirements related to mergers, amalgamations, takeovers, and acquisitions, including filing with relevant authorities. ii. Advising on competition law implications and obtaining necessary approvals from regulatory bodies. <p>5. Strategic and Financial Advisory</p> <p>5.1 Corporate Restructuring and Reorganization</p> <ul style="list-style-type: none"> i. Advising on corporate restructuring and reorganization to improve operational efficiency and financial performance.

Functional Area	Expected Role/Output (Not limited to)
	<ul style="list-style-type: none"> ii. Assisting in the implementation of restructuring plans, including changes in business structure and operations. <p>5.2 Risk Management and Mitigation</p> <ul style="list-style-type: none"> i. Identifying and assessing financial, operational, and compliance risks. ii. Developing and implementing risk mitigation strategies and internal controls. <p>5.3 Advisory on Financial Reporting and Compliance</p> <ul style="list-style-type: none"> i. Providing guidance on financial reporting standards and compliance with accounting standards (e.g., IFRS, Ind AS). ii. Assisting in the preparation of financial statements, ensuring transparency and accuracy in reporting. <p>5.4 Process Auditing and Optimization</p> <ul style="list-style-type: none"> i. Performing process audits as part of corporate restructuring and reorganization efforts. ii. Recommending process improvements to enhance operational efficiency and financial performance. <p>6. Other Services</p> <p>6.1 Training and Capacity Building</p> <ul style="list-style-type: none"> i. Conducting workshops and training sessions for PSU staff on tax, GST, IBC, and other relevant matters. ii. Providing capacity-building support to enhance the financial and compliance capabilities of PSUs. <p>6.2 Representation and Liaison</p> <ul style="list-style-type: none"> i. Representing PSUs in interactions with regulatory bodies, government authorities, and other stakeholders. ii. Liaising with external parties on behalf of PSUs to resolve issues and facilitate smooth operations. <p>7. Internal Audit (Including Risk-Based Internal Audit)</p> <p>7.1 Audit Planning and Execution</p> <ul style="list-style-type: none"> i. Developing a risk-based audit plan in consultation with management. ii. Determining the audit scope, objectives, and methodology for each audit assignment. iii. Conducting fieldwork to test and validate controls, processes,

Functional Area	Expected Role/Output (Not limited to)
	<p>and systems.</p> <p>7.2 Control Testing and Validation</p> <ul style="list-style-type: none"> i. Performing walkthroughs and testing key controls over financial reporting. ii. Assessing the effectiveness of internal controls in mitigating operational, financial, and compliance risks. <p>7.3 Follow-up and Continuous Monitoring</p> <ul style="list-style-type: none"> i. Conducting follow-up audits to ensure the implementation of audit recommendations. ii. Establishing a continuous monitoring mechanism to track key risk indicators and control effectiveness. <p>7.4 Fraud Risk Assessment</p> <ul style="list-style-type: none"> i. Identifying areas vulnerable to fraud and assessing the adequacy of anti-fraud controls. ii. Conducting forensic audits as needed to investigate suspected fraud or misconduct. <p>7.5 Process Auditing</p> <ul style="list-style-type: none"> i. Conducting detailed process audits to assess the efficiency and effectiveness of business processes. ii. Identifying areas for improvement in operational workflows, ensuring alignment with organizational goals. <p>8. Information System Audit</p> <p>8.1 IT Risk Assessment</p> <ul style="list-style-type: none"> i. Identifying and assessing IT-related risks that could impact the organization's operations and financial reporting. ii. Reviewing cybersecurity measures and incident response plans. <p>8.2 Data Privacy and Protection</p> <ul style="list-style-type: none"> i. Ensuring compliance with data protection laws and regulations. ii. Reviewing data handling practices to protect sensitive and personal information. <p>8.3 IT Project Reviews</p> <ul style="list-style-type: none"> i. Evaluating the governance and management of IT projects, including system development and implementation. ii. Assessing the adequacy of testing and user acceptance procedures.

Functional Area	Expected Role/Output (Not limited to)
	<p>9. Bookkeeping Services</p> <p>9.1 Advanced Financial Reporting</p> <ul style="list-style-type: none"> i. Preparing financial statements in accordance with applicable accounting standards (e.g., IFRS, Ind AS). ii. Providing management with detailed financial analysis and insights. <p>9.2 Automation and Efficiency Improvements</p> <ul style="list-style-type: none"> i. Implementing accounting software and tools to streamline bookkeeping processes. ii. Training staff on efficient bookkeeping practices and software usage. <p>9.3 Cash Flow Management and Forecasting</p> <ul style="list-style-type: none"> i. Developing cash flow forecasts to manage liquidity and working capital. ii. Identifying potential cash flow issues and recommending corrective actions. <p>10. Quality Assurance and Peer Reviews</p> <ul style="list-style-type: none"> i. Implementing quality assurance processes to ensure high standards in audit and advisory services. ii. Participating in peer reviews to benchmark against best practices and industry standards. iii. Including process audits in the quality assurance and peer review processes to benchmark operational practices against industry standards. <p>11. Client Communication and Reporting</p> <ul style="list-style-type: none"> i. Establishing clear communication channels with management and audit committees. ii. Providing regular updates on audit progress, findings, and recommendations. <p>12. Custom Reporting</p> <ul style="list-style-type: none"> i. Offering customized reports tailored to specific stakeholder needs, including board members and regulators. <p>This comprehensive scope of work ensures that the empaneled CA/Audit Firms provide a wide range of services, addressing critical challenges faced by PSUs in financial, compliance, and strategic areas.</p>

Functional Area	Expected Role/Output (Not limited to)
	<p>It emphasizes thorough and proactive auditing, compliance, and advisory services, aligning with best practices and regulatory requirements.</p> <p>Further, when entering into contracts or issuing engagement letters to audit firms, both the PSUs and the respective audit firms must ensure that the audit firms recuse themselves from providing services to the PSUs where they are also assigned to carry out statutory audits. It must also be ensured that: (a) audit firms maintain independence wherever necessary; (b) guidelines and standards set by regulatory bodies, such as the ICAI, which provide frameworks for managing conflicts of interest, are adhered to; (c) both PSUs and audit firms ensure compliance with section 144 of the Companies Act, 2013 (i.e., if an audit firm is assigned to carry out statutory audit for a PSU, it cannot provide any services to the subsidiaries of the said PSU) ; and (d) engagements are regularly reviewed and monitored to ensure compliance with ethical standards and independence requirements</p>

2. Empanelment Evaluation Criteria

- 2.1 The Evaluation Committee appointed by the Chief Executive Officer (CEO), Tamil Nadu Infrastructure Development Board will carry out its evaluation based on the details submitted by the Applicant.
- 2.2 The Applicant meeting the below evaluation criteria shall be empanelled:
- a. Applicant shall:
 - be a Person (Only Applicants applying for Empanelment as Advocate are Eligible to Apply individually)/ Proprietorship Firm/ Partnership Firm / a Limited Liability Partnership / a Company incorporated under the Companies Act 1956/2013 or a body corporate incorporated under the applicable laws of its country of origin. Relevant proofs regarding Certificate of Practice from State Bar Council (Mandatory for Applicants applying for Empanelment as Legal Firms/Advocate)/ Incorporation Certificate/ Certificate of Registration of the Applicant/Other Relevant Certificates are to be provided.
 - have been in business in India for at least 5 (Five) years prior to the Application Due Date for the empanelment; and
 - have an operational office in India at the time of submission of its application for the empanelment.
 - b. The Applicant should have completed atleast 3 assignments to any government organisation in India in providing Advocacy/Legal Advisory/Auditing/Tax Consulting/Tax Advisory services under the respective Functional Areas and only such assignments shall be considered for evaluation. Applicant's experience on assignments undertaken during the 10 years period prior to the Application Due Date shall only be considered for evaluation. As a proof of completion of the assignment, the Applicant is required to submit Completion Certificate(s) issued by the client or a Certificate issued by the Chartered Accountant certifying receipt of 100%

professional fee for the assignment or other relevant proof certifying completion of the Assignment.

- c. The Applicant should have an average revenue/professional fee (defined as Advocacy/Legal Advisory/Auditing/Tax consulting/Tax advisory services fees) of at least Rs.2.00 Crores in the last 3 (three) completed financial years.
- d. An Applicant which has earlier been blacklisted or debarred by the Government of India, Government of Tamil Nadu, any other Governments, any PSU of Central Government or State Government or any other Public Sector or Urban Local Bodies (ULBs) in India shall not be eligible to submit an Application. The Applicant shall be required to furnish an affidavit that there is no such bar imposed and existing as on the Application Due Date as per format provided.
- e. The Applicant should have submitted all the required documents specified and applicable as per Section B clause 4.8 of this RFQ.

Form - 1
APPLICATION FOR EMPANELMENT
(To be forwarded on the letterhead of the Applicant)

Ref. Date:

To,
The Chief Executive Officer,
Tamil Nadu Infrastructure Development Board (TNIDB),
3rd floor, CMDA Building Tower-II,
'Thalamuthu-Natarajan Maaligai', No.1,
Gandhi Irwin Road, Egmore,
Chennai – 600 008.
Phone : 044-28550155/255/355/455
Email ID : soinfra.findpt@tn.gov.in

Dear Sir,

***Sub: RFQ FOR EMPANELMENT OF LEGAL FIRMS/ADVOCATES AND
CHARTERED ACCOUNTANT (CA)/AUDIT FIRMS***

I/We, the Applicant, apply for the following Functional Areas*:

S. No.	Functional Area
1.	
2.	

*(*Applicant to mention all functional areas under which empanelment is sought under this Application)*

Our experience pertaining to the above Functional Area(s) is submitted as part of this Application.

Yours faithfully,

(Signature, name and designation of the authorised signatory)

For and on behalf of.....

Form – 2 -Particulars of the Applicant

1.1.	State the following:	
	Name of the Applicant	
	Legal status	
	Country of incorporation	
	Registered address	
	Year of Incorporation	
	Year of commencement of business	
	Principal place of business	
	Permanent Email ID of Applicant	
	Name, designation, address and phone numbers of authorized signatory of the Applicant	
	Name	
	Designation	
	Company	
	Address	
	Phone No.	
	Fax No.	
	E-mail address	
	Name, designation, address and phone numbers of Key Contact Person of the Applicant	
	Name	
	Designation	
Company		
Address		
Phone No.		
Fax No.		
E-mail address		
1.2.	For the Applicant, state the following information:	
	<p>i. In case of non-Indian Firm, does the Firm have business presence in India?</p>	Yes/No
	If so, provide the office address(es) in India.	
	<p>ii. Has the Applicant been penalized by any Central or State Government Department/Public Sector Undertaking for poor quality of work or breach of contract in the last five years prior to the Application Due Date?</p>	

	Yes/No
iii.	Has the Applicant ever failed to complete any work awarded to it by any public authority/ entity in the last five years prior to the Application Due Date?
	Yes/No
iv.	Has the Applicant been blacklisted by any Central or State Government Department/Public Sector Undertaking in the last five years prior to the Application Due Date?
	Yes/No
	If answer to any of the questions at (ii) to (iv) is yes, the Applicant is not eligible for this Empanelment
1.3.	(Signature, name and designation of the authorized signatory) For and on behalf of _____

Relevant proofs regarding Certificate of Practice from State Bar Council (Mandatory for Applicants applying for Empanelment as Legal Firms/Advocates)/Incorporation Certificate/Certificate of Registration of the Applicant/Other Relevant Certificates as the case may be, to be enclosed.

Form - 3
Format for Power of Attorney for Signing of Application

*(On Non – judicial stamp paper of Rs 100/- or such equivalent document duly attested by
notary public)*

Know all men by these presents, We, (name of the Applicant along with the address of its registered office) do hereby constitute, nominate, appoint and authorize Mr./Ms. (name of the individual along with his/ her residential address) who is presently employed with/ retained by us and holding the position of as our true and lawful attorney (hereinafter referred to as the “Authorized Signatory”) to do in our name and on our behalf, all such acts, deeds and things as are necessary or required in connection with or incidental to submission of our Application for EMPANELMENT OF LEGAL FIRMS/ADVOCATES AND CHARTERED ACCOUNTANT (CA)/AUDIT FIRMS (the “Empanelment”) including but not limited to signing and submission of all documents and providing information / responses to Tamil Nadu Infrastructure Development Board (“TNIDB”), representing us in all matters before TNIDB, and generally dealing with TNIDB in all matters in connection with or relating to or arising out of our application for Empanelment .

AND, we do hereby agree to ratify and confirm all acts, deeds and things lawfully done or caused to be done by our said Authorized Signatory pursuant to and in exercise of the powers conferred by this Power of Attorney and that all acts, deeds and things done by our said Authorized Signatory in exercise of the powers hereby conferred shall and shall always be deemed to have been done by us.

IN WITNESS WHEREOF WE, THE ABOVE-NAMED PRINCIPAL HAVE EXECUTED THIS POWER OF ATTORNEY ON THIS DAY OF, 20.....

For
(Signature, name, designation and address)

Witnesses:

- 1.
- 2.

Notarised

Accepted
.....
(Signature, name, designation and address of the Attorney)

Notes:

- *The mode of execution of the Power of Attorney should be in accordance with the procedure, if any, laid down by the applicable law and the charter documents of the executant(s) and when it is so required the same should be under common seal affixed in accordance with the required procedure.*
- *Wherever required, the Applicant should submit for verification the extract of the charter documents and other documents such as a resolution/power of attorney in favour of the person executing this Power of Attorney for the delegation of power hereunder on behalf of the Applicant.*
- *In case the Application is signed by an authorised Director of the Applicant, a certified copy of the appropriate resolution/ document conveying such authority may be enclosed in lieu of the Power of Attorney.*
- *For a Power of Attorney executed and issued overseas, the document will also have to be legalised by the Indian Embassy and notarised in the jurisdiction where the Power of Attorney is being issued. However, the Power of Attorney provided by Applicants from countries that have signed the Hague Legislation Convention, 1961 are not required to be legalised by the Indian Embassy if it carries a conforming Apostille certificate.*

Form-4

Financial Capability of Applicant

(To be enclosed by the Applicant \$)

Year	2021-22	2022-23	2023-24	Average
(Rupees in Lakhs)				
Revenue from Advocacy/ Legal Advisory/ Auditing/Tax consulting/ Tax advisory services fees #				
Certificate from Chartered Accountant				
<p>This is to certify that (name of the Applicant) has received the payments shown above in the respective financial years on account of Revenue from Advocacy/Legal Advisory/Auditing/Tax consulting/Tax advisory services fees only.</p>				
<p>Name of the Chartered Accountant with his/ her ICAI registration number:</p>				
<p>Seal of the audit firm:</p>				
<p>Date:</p>				
(Signature, name and designation of the Authorized signatory)				

The Applicant should provide the Financial Capability based on its own financial statements. Financial Capability of the Applicant's parent company or its subsidiary or any associate company will not be considered for computation of the Financial Capability of the Applicant.

\$ Applicant to enclose copies of Audited Balance Sheet and Profit & Loss Statement/Income Tax Return (ITR) Filing for the last 3 financial years

Form-5

**Affidavit Certifying that the Person/Entity / Director/s of Entity are not Blacklisted
(On a Stamp Paper of relevant value)**

We M/s. , (the names and addresses of the registered office) hereby certify and confirm that we or any of our promoter/s / director/s are not barred or blacklisted by any State Government or Central Government / Department / Agency/ PSU in India from participating in Project(s)/Assignment(s), either individually or as member of a Consortium as on _____ (Application Due Date).

We further confirm that we are aware that as per SECTION B - Clause 5.2 (a), our Application for Empanelment would be liable for rejection in case any material misrepresentation is made or discovered with regard to the requirements of, but not limited to SECTION C - Clause 2 at any stage of the empanelment process.

Dated thisDay of, 2024

Name of the Applicant

.....
Signature of the Authorised Signatory

.....
Name of the Authorised Signatory

Form - 7

Functional Area wise Assignment description sheet

Assignment Name	Assignment Location:
Name of the client	Professional staffs provided by the Applicant for the Assignment:
Address and contact person (Client) Phone No: Fax No. Email id:	Start Date: End Date:
Name of the Key professional of Applicant involved in the assignment	
Detailed narrative description of assignment:	
Description of actual services provided	

Attachments:

Completion Certificate issued by the client /Certificate issued by the Chartered Accountant certifying receipt of 100% professional fee for assignment/ or Other relevant proof certifying completion of the Assignment.

Signature of the authorized signatory of Applicant

Form - 8

Summary of Key Personnel available with Applicant

(Summary of key personnel with 5+ years of experience are only to be provided)

Sl. No.	Name of Key Personnel	Qualification	Total no. of years of experience (Post-Qualification)	Area of Expertise/ Specialization	Years with the Applicant
1.					
2.					
3.					
4.					
5.					

Signature of the authorized representative of Applicant