Terms of reference (ToRs) for the procurement of services

Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH

Project title:

Country Office

Country:

India

Works/services put out to tender:

Framework for legal services

Processing number/cost centre:

Framework Tender number:

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0. List of abbreviations

AG	Commissioning party
AN	Contractor
AVB	General Terms and Conditions of Contract for supplying services and work
FCRA	Foreign contribution regulation Act
FK	Expert
FKT	Expert days
KZFK	Short-term expert
POSH	Prevention of Sexual harassment
ToRs	Terms of reference

1. Context

1.1. About the Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH

The Deutsche Gesellschaft für Internationale Zusammenarbeit (GIZ) GmbH operates worldwide and supports the German Government in achieving its objectives in the field of international cooperation for sustainable development. For many decades, it has implemented projects and programmes in different thematic areas throughout the world. It does this primarily on behalf of the German Federal Ministry for Economic Cooperation and Development (BMZ), but also for other federal ministries and the European Commission.

GIZ also works with other international development agencies, financing institutions and partner-country governments.

For more than 60 years, GIZ has been working in India in close cooperation with government partners, organisations, and communities to support sustainable development and inclusive growth. Today, GIZ India is active across 31 states and union territories, with a portfolio of around 80 projects covering four thematic areas, namely energy, sustainable urban development, environment, and social and private sector development.

Being the most populous country in the world, India is fast emerging as an economic and industrial power. India currently holds the presidency of the 'Group of Twenty' (G20). Despite the country's rapidly growing economy, poverty and other socio-economic issues remain a challenge. The burgeoning population and accelerated urbanization in the country have resulted in an environment at risk and greenhouse gas emissions that continue to spiral upwards.

GIZ works on behalf of the German Government, the European Union (EU), other public and private clients as well as civil society in the following thematic areas:

- Environment, biodiversity and natural resource management
- Sustainable urban and industrial development
- Energy, as well as social and private sector development

In India, GIZ supports communities as well as public and private institutions in conserving natural resources and biodiversity, minimising climate-related risks and restructuring agrifood systems to make them sustainable. This is important in order to secure livelihoods in rural areas without losing sight of environmental aspects.

GIZ works for sustainable urban and industrial development by supporting the development of clean, inclusive, green and resilient urban and industrial areas. There is a focus on integrated river basin management.

To protect the environment, GIZ also provides support to restructure India's energy sector and reduce emissions. It promotes the expansion of renewable energy and is committed to increasing energy efficiency.

Furthermore, GIZ promotes the socio-economic development in India by promoting cooperation with the private sector, improving vocational education for skilled workers, and advancing fair employment and entrepreneurship. In addition, GIZ provides support to ensure access to social health protection for families and workers in the informal sector, with a particular focus on women.

2. Tasks to be performed by the contractor

GIZ India intends to establish a framework agreement with a legal firm to provide services on an as-needed basis.

Purpose of this assignment is to provide legal support with all issues related to GIZ activity including possible representation of GIZ in court hearings on related matters, and to provide advice on legal matters based on individual requests from GIZ country office **India** in following spheres of law (but not limited to):

The legal firm and its assigned experts during the provision of their services shall bear in mind that GIZ also is guided by German and EU law. Previous experience can be assessed either through work experience or relevant qualification or self-declaration. Knowledge about German and EU law is to be kept as desirable, if required.

Legal services are provided in the form of analysis (of situations, documents), consultation, preparation (participation in the preparation) and correction of the documents of legal content, methodological and informative support in the further development of the organizational structure, issuing legal opinions and recommendations, direct participation of the Experts in the preparation and implementation of the recommendations.

The Contractor shall provide written opinions in English in accordance with individual contracts on the subjects or questions asked by GIZ. The consultation is also carried out in the form of oral consultations, in direct talks or by telephone. The following services shall be provided during the contractual period.

Legal Services as follows:

- Support (incl. oral consultation and written advice) with all legal/ court matters related to GIZ's activities like; IT, Data Protection, HR, intellectual property, environmental laws, compliance regulations, contract laws, employment and labor law, rental and property matters, dispute and general regulatory matters. etc.
- Representation in court hearings on behalf of GIZ.
- Legal viewpoints and support in developing policies and procedures. Like; Harassment, discrimination, misconduct etc.
- Preparation and vetting of legal documents and contracts in lieu of GIZ's General Terms & Conditions to Contracts and procurement guidelines.
- Checking of documents of and advise on compliance related documents of third parties.
- Issuing of legal notices and any other required legal documents.

- Compliance check/ due diligence of third-party, companies/ appraiser whenever required.
- Advisory report on legal complications related to GIZ financial agreements (grants) for implementing partners. Like NGO/ NPO/trusts/societies in line with FCRO requirements
- Legal advice on drawing up a contractual obligation with third parties and employees.
- Advising on legal obligations and prevention strategies related to discrimination, harassment, workplace misconduct and independent legal opinion on POSH matters to the employer.
- Assisting in the negotiation and draftingof cessation and/or other settlement agreements. .
- Provision of legal advice, review, drafting and negotiation of rental, lease and tenancy arrangements, including related rights, obligations, liabilities, renewals, amendments and termination matters.
- Provision of legal advice on applicable national/local laws, regulations, statutory requirements and country-specific legal matters arising in connection with the organisation's operations, contracts and activities in the respective country.
- Representation before relevant courts labour authorities, tribunals and other authorities.

Expected response time

Category	**Required response**
Critical/urgent matter	Initial response within **4 working hours**
High-priority HR/POSH matter	**Same working day**
Normal legal query	Within **1 working day**
Standard contract review	**2- 3 working days**
Written legal opinion	Normally **3 - 5 working days**
Complex legal opinion	Timeline agreed upon assignment
Litigation deadline	Immediate prioritisation

3. Timeframe and Place(s) of Assignment

Period of assignment: from 01.01.2027 until 31.12.2028

The contract will be initially for two years and will be renewed for further period of 2 years keeping in view the satisfactory performance of the job. However, in event of non-performance/un-satisfactory services the contract can be terminated by giving one month notice.

Place of Assignment: New Delhi.

4. Criteria for Eligibility of firms

Eligibility Conditions

I. Commercial Eligibility Assessment

1. **Bidders** must be a registered firm/agency/company with the appropriate authority. Copy of the registration certificate should be self-attested and enclosed.
2. Participating bidders must have **minimum turnover of INR 42,00,000 (Euros** 46,440) during last 3 financial years.
3. Minimum 5 lawyers with different legal specializations must be on the payroll of the law firm.

II. Technical Eligibility Assessment

4. The bidder must have 03 reference projects in the field of providing legal advisory and at least 02 reference projects in India in the last 3 years.
5. The company should have minimum continuous experience of last 10 years.
6. The directors of the company must be registered with Bar council of India.
7. Providing services to reputed organizations from private, international organization, development sector etc.
8. Bidder must have an office located in Delhi NCR.
9. Bidder must be ISO 27001 certified law firm.

5. Technical Concept

The bidder must prepare technical proposal based on the criteria mentioned below:-

S. No.	Description	Criteria	Weightage
1.1	GIZ India being a bilateral technical cooperation is primarily a funding agency and supporting various partners, local NGO's Pvt. Players through various mechanism of	The importance section/changes introduced in FCRA law, which may impact any funding agency donor's foreign contribution/funding to local partners	10%

1.2	Foreign Contribution/fundings. As FCRA regulations plays a vital role in management/administration of any source of foreign contributors in India.	Prepare a "pre-grant evaluation criterion", which shall be considered by any international organization/donor's to screen the potential recipient before making commitment of any grants/fund.	10%
1.3	GIZ India supports various partners and ministry by hiring many consultants, firms, companies to provide technical services, baseline studies etc. though local contracts. In this regard, majority of them are hired through competitive tender process before proceeding for contractual formalities.	Please specify the important contractual provisions to safeguard the interest of any foreign government/international agencies.	10%
1.4		Please specify the important criteria to monitor any contractual performance (while implementing the particular assignment) and how it can help in case of anticipated disputes/or litigation due to termination of contract	10%
1.5	Please specify the important provisions of GDPR (General Data Protection Law) in Indian Context.	Provisions of GDPR and what shall be the standard approach of any international organisation (especially under European Union) to adhere the data confidentiality condition in India Contracts.	15%
1.6	Given the legal and procedural requirements associated with procurement and contracting, GIZ India requires access to legal expertise capable of providing practical and timely advice on procurement-related matters and supporting the organisation in managing associated legal risks	The bidder shall demonstrate proven experience in providing legal advisory services relating to procurement and contracting in India, including tender preparation, eligibility and evaluation criteria, bid evaluation, procurement procedures, contract award, contract amendments, termination, procurement disputes and related litigation.	10%
1.7	In any sensitive matter related to workplace harassments cases, (including the cases, which generally does not come under the ambit of POSH)	How your firm can ensure the transparent investigation of entire incident without getting influenced by any particular individual or management. Please elaborate each stage and responsibilities of all concerned.	15%
1.8		Please elaborate with some examples (if any) highlighting how to maintain sensitivity in such cases before submission of the final report to Management. Also elaborate the	10%

		legalities to comply according to the relevant law.	
1.9		What key legal and regulatory aspects would you consider when advising on a rental/lease agreement, including country-specific requirements and potential legal risks?	10%

Bidder must achieve minimum of 50% to qualify for financial assessment. please refer to technical assessment grid for detailed scoring.

The qualified bidders will be called for a technical presentation.

6. Personnel concept

The bidder must propose experts and submit CV as per the requirements stated bellow:

General Legal Advisory:

Expert 1: Team leader

Tasks of the team leader

- Overall responsibility for the advisory packages of the contractor (quality and deadlines)
- Coordinating and ensuring communication with GIZ, partners and others involved in the project
- Personnel management, in particular identifying the need for short-term assignments within the available budget, as well as planning and steering assignments and supporting local and international short-term experts.
- Regular reporting in accordance with deadlines

Qualifications of the team leader

- Education/training (2.1): Master's degree in law or equivalent.
- Language (2.2): C1-level language proficiency in English
- General professional experience (2.3): 10 years of professional experience in providing legal advisory in different sectors according to the applicable laws.
- Specific professional experience (2.4): 7 years in providing advisory in the fields of procurement, construction, finance, and tax, including experience in solving disputes and handling court cases in these fields.
- EU experience (2.5): 05 years of experience in providing services to EU funded projects.

Soft skills of team members

In addition to their specialist qualifications, the following qualifications are required of team members:

- Team skills
- Initiative

- Communication skills
- Socio-cultural skills
- Efficient, partner- and client-focused working methods
- Interdisciplinary thinking

The tenderer must provide a clear overview of all the proposed experts and their individual qualifications.

The tenderer's ability to provide the pool of experts required here will be assessed on the basis of sample CVs.

7. Costing requirements

The bidder must share the financial proposal (inclusive of all expenses and overheads) based on hourly rate. There is no minimum commitment from GIZ and cases shall be assigned on as and when required basis.

All costs connected to the contract implementation, e.g. connected management staff, should be covered according to the received amount of the total value of the Contract. No additional budget lines are allowed.

Please calculate your price bid based exactly on the aforementioned costing requirements. In the contract the contractor has no claim to fully exhaust the hours. The number of hours and the budget amount shall be agreed in the contract as 'up to' amounts. The specifications for pricing are defined in the price schedule.

8. Inputs of GIZ or other actors

GIZ and/or other actors are expected to make the following available:

- *Only in special cases, workstations on GIZ premises*

9. Requirements on the format of the tender

The structure of the tender must correspond to the structure of the ToRs. In particular, the detailed structure of the concept (Chapter 3) should be organised in accordance with the positively weighted criteria in the assessment grid (not with zero). The tender must be legible (font size 11 or larger) and clearly formulated. It must be drawn up in English.

The complete tender must not exceed 10 pages (excluding CVs and other company documents). If one of the maximum page lengths is exceeded, the content appearing after the cut-off point will not be included in the assessment. External content (e.g. links to websites) will also not be considered.

The CVs of the personnel proposed in accordance with Chapter 4 of the ToRs. The CVs shall not exceed 4 pages each. They must clearly show the position and job the proposed person held in the reference project and for how long. [The CVs must also be submitted in English]

The technical proposal must not include any financial information such as daily fees for experts or any other payments.

The commercial bid must include the costs associated with the implementation of the assignment and must be provided according to the format provided in the tender documentation.

The total cost of the bid shall be set in INR, including all direct and related expenses.