

HLL LIFECARE LIMITED
(A Government of India Enterprise)
CIN: U25193KL1966GOI002621
REGISTERED OFFICE: HLL BHAVAN, MAHILAMANDIRAM ROAD
POOJAPPURA, THIRUVANANTHAPURAM-695012, KERALA
Email: cshll@lifecarehll.com
Website: www.lifecarehll.com
PH: +91 471 2355713



**NOTICE INVITING BIDS FOR SELECTION OF
PROFESSIONALS / PROFESSIONAL FIRMS TO PROVIDE
CONSULTING SERVICES FOR SCHEMES OF CORPORATE
RESTRUCTURING UNDER THE COMPANIES ACT, 2013**

SELECTION OF PROFESSIONALS / PROFESSIONAL FIRMS TO PROVIDE CONSULTING SERVICES FOR SCHEMES OF CORPORATE RESTRUCTURING UNDER THE COMPANIES ACT, 2013

Table of Contents

Para No.	Description	Page No.
1.	Introduction	3
2.	Background	3-4
3.	Scope of Consultancy services	4
4.	Terms and Conditions	4
5.	Earnest Money Deposit (EMD)	5
6.	Evaluation of Bids	5
6.1	Evaluation of Technical Bid	5-6
6.2	Evaluation of Financial Bid	7
6.3	Combined and Final Evaluation	7
7.	Deliverables, Timeline and Payment schedule	7-8
8.	Amendment to NI Bids	8
9.	Date and time for submission of bids	9
10.	Right to withdraw NI Bids	9
11.	Submission of Bids	9
12.	Bid Validity	9
13.	Subletting or Assigning of Consulting Assignment	9
14.	Timeline of Bidding Process	9
15.	Confidentiality	10
16.	Legal jurisdiction	10
17.	Other terms & conditions	10

Enclosures

Sl. No.	Description	Page No.
1.	Format for submission of Technical Bids	11-12
2.	Format for submission of Financial Bids	13
3.	ECS –FORM	14

SELECTION OF PROFESSIONALS / PROFESSIONAL FIRMS TO PROVIDE CONSULTING SERVICES FOR SCHEMES OF CORPORATE RESTRUCTURING UNDER THE COMPANIES ACT, 2013

1. Introduction

- 1.1. HLL Lifecare Ltd. [HLL] is a *Mini Ratna* Public Limited Company incorporated under the provisions of Companies Act, 1956 and having its registered office at HLL Bhavan, Poojappura P.O, Thiruvananthapuram – 695012, Kerala, India. HLL is *inter alia* engaged in manufacturing and marketing of a range of Contraceptives and FMCG products, Hospital products, Pharmaceuticals products, Retail Pharmacy Business besides providing Consultancy & Contract services for Healthcare infrastructure, Procurement and also providing Diagnostic Services.
- 1.2. HLL Biotech Ltd. is a wholly owned subsidiary Company of HLL Lifecare Ltd. and a Private Limited Company incorporated under the provisions of Companies Act, 1956 and having its registered office at HLL Bhavan, Poojappura P.O, Thiruvananthapuram – 695012, Kerala for establishing Integrated Vaccines Complex [IVC] near Chennai for manufacturing and supply of Vaccines.
- 1.3. HLL Medipark Ltd. is a wholly owned subsidiary Company of HLL Lifecare Ltd. and a Private Limited Company incorporated under the provisions of Companies Act, 2013 and having its registered office at HLL Bhavan, Poojappura P.O, Thiruvananthapuram - 695012, Kerala to establish an exclusive industrial cluster “ Medipark” with the state-of-the art infrastructure & integrated eco-system for the indigenous manufacture of Medical Devices and Equipments along with Knowledge Management Infrastructure.

2. Background

- 2.1. HLL is inviting Bids from interested professionals / professional firms meeting the qualification criteria to provide consulting services for the two (2) proposals of Corporate Restructuring Schemes under the Companies Act, 2013 mentioned below may send their Bids in prescribed format in sealed envelope super-scribing “Expression of Interest for Selection of Professionals / Professional firms to provide consulting services for Corporate Restructuring Schemes” so as to reach the office of Company Secretary, HLL Lifecare Ltd, Corporate & Registered Office, HLL Bhavan, Mahilamandiram Road, Poojappura, Thiruvananthapuram – 695012, Kerala Landline: 0471-2355713 latest by 10th May 2019 by 5.00 p.m.

- 2.2. Scheme 1: The Scheme of arrangement pursuant to Sections 230 to 232 read with Section 66 of the of Companies Act, 2013 and other applicable provisions of the Act for demerger of Vaccine Business Undertaking (*hereinafter referred to as “the Demerged Undertaking”*) of HLL Lifecare Limited (*hereafter referred to as “the Demerged Company”*) vesting into HLL Biotech Limited (*hereafter referred to as “the Resulting Company”*), enclosed as *Annexure I*.
- 2.3. Scheme 2: This Scheme of arrangement pursuant to Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act for demerger of the Medipark Project (*hereinafter referred to as “the Demerged Undertaking”*) of HLL Lifecare Limited (*hereafter referred to as “the Demerged Company”*) vesting into HLL Medipark Limited (*hereafter referred to as “the Resulting Company”*), enclosed as *Annexure II*.

3. Scope of Consultancy services:

The broad scope of Consultancy services covered by this Notification inviting Bids *inter alia* includes the following:

- i) Prepare and / or submit the Scheme(s) Corporate Restructuring under the Companies Act, 2013 specified by HLL and / or subsidiary company(s) of HLL;
- ii) Prepare and / or submit Petition(s) / Application(s) relating to Scheme(s) of Corporate Restructuring to the Competent Authority(s) on behalf of HLL and subsidiaries;
- iii) Help HLL and subsidiaries about documentation relating to Corporate Restructuring Schemes;
- iv) Represent HLL and subsidiaries before all the Adjudicating Authority(s) including the Ministry of Corporate Affairs, Regional Director, Registrar of Companies, Ministry of Health & Family Welfare, Department of Investment and Public Asset Management, Income Tax Department and other Statutory authorities and Regulatory authorities in connection with Corporate Restructuring Schemes.
- v) Identify and resolve challenges that could arise during Corporate Restructuring exercises and help HLL and subsidiaries for overcoming such challenges.
- vi) Complete the Scheme(s) of Demerger up to final order issued by the MCA and facilitate HLL to submit necessary returns and forms with the RoC.
- vii) Any other activity incidental to complete the Scheme(s) of Demerger.

4. Terms and Conditions

The terms and conditions with respect to the Notice inviting Bids from interested professionals / professional firms meeting the eligibility criteria to provide consulting services for the two (2) Corporate Restructuring Schemes under the Companies Act, 2013 mentioned in Sl. No. 2.2 & 2.3 of this notification are stated in the following paragraphs.

5. Earnest Money Deposit (EMD):

- 5.1. INR 10,000/- (Rupees Ten Thousand only) as Earnest Money is to be submitted along with the bid documents in the form of Demand Draft drawn from a scheduled bank in favour of HLL Lifecare Ltd.
- 5.2. Earnest Money of the unsuccessful bidders shall be refunded without any interest accrued within one month of finalisation of the bid.

6. Evaluation of Bids:

For evaluation of Bids, Quality & Cost Based Selection method will be followed as stated below.

6.1. Evaluation of Technical Bid

- i) The evaluation of Technical Bids will be performed based on the technical eligibility criteria met by the professionals / professional firms. The eligibility criteria and the allocation of marks for technical evaluation of the bidder will be performed as stated below.

Sl. No.	Technical Eligibility Criteria	Basis for awarding of marks	Maximum marks
1.	Number of years of post-qualification experience of the professional / post-registration existence of the professional firm	5 marks for each year of post-qualification experience of the professional / post-registration existence of the professional firm	30
2.	Presence of office / establishment of professional / professional firm <i>[Considering the fact that the appearances before the MCA and co-ordination with the MCA will have to be done mainly at the MCA, Delhi, eight (8) marks is allocated for professional / professional firm having office / establishment in Delhi.]</i>	8 marks for office / establishment in Delhi; 1 marks for office / establishment in Chennai 1 marks for office / establishment in Kochi	10
3.	Professional Qualification(s) of individual professional / professional qualification(s) of partners in the professional firm	5 marks each for possessing professional qualification namely CS, CWA, CA, LLB	20

4.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes under the Companies Act, 2013 <i>[Minimum one (1) case must have been handled by the professionals/professional firms to get qualified for the Technical Bid]</i>	5 marks for handling each assignment	20
5.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes of Government of India Company(s).	5 marks for handling each assignment	10
6.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes of Company(s) whose paid-up equity share capital is not less than Rs. 100 Cr.	5 marks for handling each assignment	10
	Total		100
		Minimum Qualifying Score	50

- ii) Based on the above technical eligibility criteria, Bidders meeting these requirements will be technically qualified and considered for opening financial bid.
- iii) Only those parties whose Technical Bids score at least 50 marks out of 100 shall qualify for further consideration, and shall be ranked from highest to the lowest on the basis of their Technical Score (TS).
- iv) Pre-requisites for considering rankings: Requisite documentary evidence(s) in support of Criteria at 6.1 (1 to 6) mentioned in table above is required to be submitted. The Bids without the required documentary evidence(s) will not be considered for evaluation.
- v) The format for submission of Technical Bid is enclosed as **Form I**.

6.2. Evaluation of Financial Bid

- i) In the second stage, the financial evaluation will be carried out as per this Clause 6.2. Each Financial Bid will be assigned a Financial Score (FS). The formats for submission of financial bid is enclosed as **Form II**.
- ii) For financial evaluation, the aggregate amount of all inclusive consultancy charges indicated in the Financial Bid for the two (2) Corporate Restructuring Schemes under the Companies Act, 2013 mentioned in Sl. No. 2.2 & 2.3 of this notification will be considered.
- iii) HLL will determine whether the Financial Bid is complete, unqualified and unconditional. The all inclusive Consultancy charges indicated in the Financial Bid shall be deemed as final and reflecting the total charges payable for the services. Omissions, if any, in costing any item shall not entitle the bidder to be compensated and the liability to fulfill its obligations as per the terms and conditions of this NI Bids within the total quoted price shall be that of the Consultant. The lowest Financial Bid (FB) will be given a Financial Score (FS) of 100 points. The financial scores of other bids will be computed as follows:

$$FS = 100 \times FB / F$$

(F = amount of Financial Bid of the Bidder concerned)

6.3. Combined and Final Evaluation

The Bids will finally be ranked according to their combined Technical Score (TS) and Financial Score (FS) as follows:

$$S = TS \times Tw + FS \times Fw$$

Where S is the combined score, and Tw and Fw are weights assigned to Technical Bid and Financial Bid that shall be **0.60 and 0.40** respectively.

7. **Deliverables, Timeline and Payment schedule**

- 7.1. The assignment of providing consulting services for Corporate Restructuring Schemes and obtaining approval from Competent Authority(s) will have to be completed in the time-frame of 180 days from the date of issue of letter of engagement.
- 7.2. The all inclusive charges for consulting services for Corporate Restructuring Scheme(s) quoted by the selected professional / professional firm will be paid separately for each Scheme of Demerger as per mile-stone based schedule given below.

7.2.(a) Proposed De-Merger of HLL Biotech Ltd. from HLL Lifecare Ltd. under Sections 230 to 232 read with Section 66 of the Companies Act, 2013

Sl. No.	Milestones	Percentage of Consultancy charges
1.	After submission of Petition / Application to the MCA	25 %
2.	After hearing of the Petition / Application by the MCA and receipt of necessary directions from the MCA for obtaining consent of Shareholders, Creditors and other stakeholders	25 %
3.	After filing of Petition to MCA for sanction of Scheme of Demerger approved by the Shareholders, Creditors and other stakeholders.	25 %
4.	After Petition being heard and approved by the MCA and filing of Order of MCA and necessary returns and forms with the RoC (including submission of report obtained from Registrar of Companies, Regional Director and Official Liquidator to the MCA).	25 %

7.2.(b) Proposed De-Merger of HLL Medipark Ltd. from HLL Lifecare Ltd. under Sections 230 to 232 of the Companies Act, 2013

Sl. No.	Milestones	Percentage of Consultancy charges
1.	After submission of Petition / Application to the MCA	25 %
2.	After hearing of the Petition / Application by the MCA and receipt of necessary directions from the MCA for obtaining consent of Shareholders, Creditors and other stakeholders	25 %
3.	After filing of Petition to MCA for sanction of Scheme of Demerger approved by the Shareholders, Creditors and other stakeholders.	25 %
4.	After Petition being heard and approved by the MCA and filing of Order of MCA and necessary returns and forms with the RoC (including submission of report obtained from Registrar of Companies, Regional Director and Official Liquidator to the MCA).	25 %

8. Amendment to NI Bids

- 8.1. HLL reserves right to modify the Notice inviting Bids by "Amendment" for any reason whatsoever at any time prior to the last date of submission of Bid. The "Amendment" along with this NI Bids shall thereafter become part of the Bid document.
- 8.2. After the last date and time for submission of Bid, the bidder (s) will not be allowed to modify the Bid.
- 8.3. HLL reserves right to accept or reject any or all bids or any part of the bid without assigning any reason whatsoever and it shall not be liable for any compensation to expenses/loss incurred by the bidder in the process in whatever manner it may be.

9. Date and time for submission of bids

Interested parties may submit their Bids by the due date i.e. 10th May 2019 latest 5:00 PM (IST) at the address given below. HLL shall not be responsible if the Bid is delayed in transit and not received by the prescribed date and time.

Company Secretary
HLL Lifecare Ltd.
Regd. Office: HLL Bhavan
Mahilamandiram Road, Poojappura
Thiruvananthapuram – 695 012, Kerala
0471 – 2355713

10. Right to withdraw NI Bids

HLL reserves right to withdraw the NI Bids or reject any Bids or without assigning any reasons whatsoever.

11. Submission of Bids

11.1. The bidder shall prepare and submit Technical Bids and all inclusive Financial Bids in original duly signed and sealed by the authorised representative of the Bidder. The Bids have to be submitted separately for providing consulting services for the two (2) Corporate Restructuring Schemes under the Companies Act, 2013 mentioned in Sl. No. 2.2 & 2.3 of this notification. Bidder must use the enclosed proforma to provide information in order to be evaluated as per terms and conditions of this Notice.

11.2. The authorised representative of the Bidder must affix complete signature by hand on the bid documents, failing which the bid be rejected.

12. Bid Validity

The required validity of the “Bid offer” is for a period of not less than six (6) months from the due date for submission of the bid.

13. Subletting or Assigning of Consulting Assignment

The successful Bidder is not allowed to sublet, assign, transfer, or otherwise sub-contract this Consulting Assignment, without obtaining prior written consent of HLL.

14. Timeline of Bidding Process

The time-line of bidding process is stated below:

Event	Date
Date of publishing the Notification inviting Bids	30 th April 2019
Due date for submission of bids	10 th May 2019
Opening of Technical Bid	10 th May 2019
Opening of Financial Bid	17 th May 2019

15. Confidentiality

The Bidder its employees, representatives, agents etc. shall maintain strict confidentiality of information / data / document provided by HLL and / or HLL subsidiaries even though not labeled "Proprietary and / or Confidential".

16. Legal jurisdiction

The matter relating to any dispute or difference arising out of this Notice inviting Bids and subsequent contract awarded based on the NI Bids, if any, shall be subject to the competent Court of Law in Thiruvananthapuram.

17. Other terms & conditions:

- 17.1. Payments shall only be made through Electronic Mode, hence Bank Details as per **Form III** enclosed need to be submitted at the time of acceptance of the appointment.
- 17.2. HLL will deduct TDS/any other tax/levy as per prevailing rules/rates.
- 17.3. All the pages of the Bid document shall have to be signed by the Bidder with seal and documents submitted along-with the offer shall also have to be authenticated by the authorised signatory of the Bidder with official seal.
- 17.4. The offer should be submitted strictly as per terms and conditions laid down in the document. The Bids comprising the Technical Bid and Financial Bid in prescribed formats shall be submitted in physical form in two sealed separate envelopes to the authority mentioned below.

Company Secretary
HLL Lifecare Ltd

Registered Office; HLL Bhavan, Mahilamandiram Road, Poojappura
Thiruvananthapuram – 695012, Kerala
Phone: 0471-2355713

- 17.5. Bids documents consisting all the documents placed on website duly sealed and signed are to be submitted as a token of acceptance of all terms and conditions. Envelope must be sealed and superscribed mentioning "Expression of Interest for Selection of Professionals / Professional firms to provide consulting services for Corporate Restructuring Schemes". The name and address of the firm must be indicated on the body of the envelope.

Format for submission of Technical Bid

Sl. No.	Technical Eligibility Criteria	Self-attested Document enclosed
1.	Number of years of post-qualification experience of the professional / post-registration existence of the professional firm	
2.	Presence of office / establishment of professional / professional firm	
3.	Professional Qualification(s) of individual professional / professional qualification(s) of partners in the professional firm	
4.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes under the Companies Act, 2013	
5.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes of Government of India Company(s).	
6.	Experience of the professional / professional firm in providing consultancy services for successfully concluding Corporate Restructuring Schemes of Company(s) whose paid-up equity share capital is not less than Rs. 100 Cr.	

Note:-

1. Documentary evidences of all the information as stated above are to be furnished along with the offer.
2. All the pages of offers and documents are to be signed by the partner/owner of the firm along with seal of the firm.

Declaration

I, _____ Partner / owner of the Firm _____
hereby declare that the above information and documents furnished in Form I above
are true and correct to the best of my knowledge and I will abide by the Terms &
Conditions stated by HLL for selection of Professionals / Professional firms to
provide consulting services for Corporate Restructuring Schemes.

Format for submission of Financial Bid

Sl. No.	Description	Consultancy Charges (INR) in both Numbers and Words	
		(De-Merger of HLL Biotech Ltd. from HLL Lifecare Ltd. under Sections 230 to 232 read with Section 66 of the Companies Act, 2013)	(De-Merger of HLL Medipark Ltd. from HLL Lifecare Ltd. under Sections 230 to 232 of the Companies Act, 2013)
1.	All inclusive charges for providing consulting services the Corporate Restructuring Schemes under the Companies Act, 2013 mentioned in Sl. No. 2.2 & 2.3 of this NI Bids		
2.	Goods & Service tax as applicable		
	Total		
	Gross total of Consultancy Charges for evaluation (INR)		

Signature of Authorized Representative of Bidder

ECS -FORM

ELECTRONIC CLEARING SERVICE (CREDIT CLEARING)
(PAYMENT TO BIDDER THROUGH CREDIT CLEARING MECHANISM)

1. BIDDER'S NAME : _____
Address : _____
Phone/Mobile No. : _____

2. PARTICULARS OF BANK ACCOUNT OF THE BIDDER :
A. BANK NAME : _____
B. BRANCH NAME : _____
C. ACCOUNT NO. : _____
D. ADDRESS : _____
E. TELEPHONE NO. : _____
F. IFSC CODE OF THE BANK : _____

I / We hereby declared that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the user Company responsible.

Date:

(.....)
Signature and Official Seal of the Bidder