



Ministry of Information Technology  
& Telecommunication

**DIGITAL PAKISTAN**



**REQUEST FOR PROPOSAL FOR APPOINTMENT OF LEGAL ADVISOR**



**TERMS OF REFERENCE (TOR)  
REQUEST FOR PROPOSAL FOR APPOINTMENT OF LEGAL  
ADVISOR**

**A (01)/PSEB/2025-15**

**06<sup>th</sup> Floor, New State Life Tower, Jinnah Avenue, Blue  
Area, Islamabad**

**Phone# 051-9202295**



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## **1. BACKGROUND:**

Pakistan Software Export Board (Guarantee) Limited (PSEB) is a public sector company under the administrative control of the Ministry of Information Technology and Telecommunication. PSEB serves as the focal agency of the Government of Pakistan for the development and promotion of IT and IT-enabled Services (ITeS) exports. Its core mandate is to facilitate sectoral growth, enable policy implementation, and drive initiatives aimed at enhancing the country's digital exports.

To support its legal needs, PSEB intends to engage a Legal Advisor (individual or firm) with proven experience in handling corporate, contractual, regulatory, and compliance matters, particularly in the context of public sector operations and the technology industry.

## **2. PERIOD OF SERVICE:**

The engagement will be for an initial period of one (01) year from the date of signing of the agreement. The contract may be extended for an additional one (01) year on same rates/charges and terms & conditions with mutual consent.

## **3. SCOPE OF SERVICES/DELIVERABLES:**

The Legal Advisor / Legal Firm will be required to provide the following services on a need basis:

- a. Provide legal assistance/opinion on day-to-day business affairs of PSEB and/or against any litigation arising out of PSEB's daily business affairs or during administration of contracts or operation of the projects etc.
- b. Representing and defending of PSEB before the Courts of Law including but not limited to Magistrate / Civil / District / Tribunals / Sessions / Pakistan Information Commission / Ombudsman's /All High Courts of Pakistan /Supreme Court as the case may be for the cases filed by PSEB against Consultants / Contractors / Suppliers / Employees / National and International Organizations/ Bodies/Associations etc. or vice versa.
- c. Review, endorsement, legal advice and legal vetting of MoUs, agreements and contracts of PSEB with Consultants/Contractors/Suppliers/Employees/National and International Bodies/ Organizations/Associations etc. as and when required.
- d. Provide legal assistance in the process of contract development, contract management, contract negotiation, contract administration and contents of various documents as and when required.
- e. Review, endorsement, legal advice and legal vetting of procurement documents prepared by PSEB and any legal assistance when needed during the procurement process.

- f. Interact on behalf of PSEB with relevant Federal and Provincial government authorities as and when required with regard to commercial/corporate/contractual/procurement/regulatory/employment and other legal matters as and when required.
- g. Providing legal assistance in Dispute Resolution at International/National Forums as and when required.
- h. Negotiate and reply legal notices and help the PSEB in sorting out issues out of court(s) through Alternate Dispute Resolution (ADR) mechanism
- i. The Legal Advisor should be willing to travel throughout Pakistan to represent the Client and defend its cases in the courts as and required by the PSEB.
- j. Any other assignment which has legal bearing.
- k. Any other legal tasks assigned by PSEB from time to time.

#### 4. EVALUATION CRITERIA:

The selection process will be conducted in accordance with the **Single Stage – Two Envelope Procedure**, as provided under Rule 36(b) of the Public Procurement Rules, 2004.

The evaluation will follow the **Quality and Cost Based Selection (QCBS)** methodology, where both technical and financial proposals will be considered. Technical proposals will be evaluated first. Only those bidders who meet the minimum technical qualification threshold will proceed to the financial evaluation stage.

#### 5. TECHNICAL EVALUATION CRITERIA

To qualify for financial evaluation, a bidder must obtain a **minimum of 70% marks** in the technical evaluation. Bidders scoring below 70% will be considered technically non-responsive and their financial proposals will not be opened.

Technical evaluation will be carried out as per the following criteria:

Sr. No.	Evaluation Item	Scoring Detail	Max. Marks
1.	Qualification	Law Graduate (LLB or equivalent) – <b>Mandatory</b>	Mandatory
2.	Relevant IT organisation Legal Experience (Min. 2 Years)	Minimum of 5 cases involving legal advisory or drafting agreements – <b>Mandatory</b>	Mandatory



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3.	Post-Qualification Legal Practice	Minimum 15 years of active legal practice	20
4.	Legal Cases Handled in Last 2 Years	<ul style="list-style-type: none"><li>• Above 15 cases – 10 marks</li><li>• 11–15 cases – 5 marks</li></ul>	10
5.	Corporate & Compliance Law Experience	Experience with corporate, IT, data protection, anti-corruption, sanctions, etc.	10
6.	Experience in IT Legal Matters	<ul style="list-style-type: none"><li>• IT-related laws – 10 marks</li><li>• Drafting software agreements – 10 marks</li></ul>	20
7.	Legal Team Strength	<ul style="list-style-type: none"><li>• More than 5 qualified staff – 20 marks</li><li>• 2 to 5 staff – 10 marks</li></ul>	20
8.	Legal Vetting of MoUs	<ul style="list-style-type: none"><li>• More than 20 MoUs – 20 marks</li><li>• 10–19 MoUs – 10 marks</li><li>• 1–9 MoUs – 5 marks</li></ul>	20
<b>Total Marks</b>			100

### 6. FINANCIAL AND FINAL EVALUATION CRITERIA

Only the financial proposals of technically qualified bidders (i.e., those securing **at least 70% marks** in technical evaluation) shall be opened and evaluated.

The selection of the successful bidder shall be made on the basis of the **Quality and Cost Based Selection (QCBS)** method, applying the following weightage:

- Technical Proposal: 80%**
- Financial Proposal: 20%**

#### Scoring Methodology

- Technical Score (St):**  
(Bidder's Technical Score / Highest Technical Score) × 80

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- b. **Financial Score (Sf):**  
(Lowest Financial Quote / Bidder's Financial Quote) × 20
- c. **Combined Score (Total Score):**  
Total Score = St + Sf

All bidders will be ranked based on their combined technical and financial scores. The bidder achieving the **highest total score** shall be considered for award of the contract.

### 7. REPORTING REQUIREMENTS:

The selected Legal Advisor shall coordinate directly with the Chief Executive Officer (CEO), Chief Financial Officer (CFO) & Company Secretary, the PSEB Admin Team, or any other officer designated by the CEO for matters related to the assignment.

PSEB will provide all relevant documents and background materials necessary for the effective performance of the legal assignment. Where required, PSEB shall facilitate coordination with other government departments or agencies to ensure the Legal Advisor has lawful access to necessary information.

A written progress report detailing ongoing matters, legal opinions rendered, and any areas requiring the attention of PSEB management or the Board of Directors shall be submitted on the **first Monday of every month**. The report must also outline specific actions or compliance steps required under applicable laws, regulations, or internal policies.

### 8. RESPONSIBILITIES OF THE LEGAL ADVISOR:

The Legal Advisor shall discharge all responsibilities outlined in the Scope of Services in a timely and professional manner, in accordance with applicable laws and good legal practices.

Key responsibilities include:

- a. Ensuring all legal advice and opinions are in conformity with the Companies Act, 2017, directives issued by the Securities and Exchange Commission of Pakistan (SECP), and all other relevant laws, rules, and regulatory frameworks.
- b. Providing complete, accurate, and well-reasoned legal opinions, contract reviews, and documentation support.
- c. Safeguarding the legal and contractual interests of PSEB in all engagements, negotiations, and disputes.

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- d. Maintaining high standards of diligence, ethics, and confidentiality in all assignments undertaken.
- e. All written legal opinions or vetting shall be provided within 3–5 working days of request. Urgent matters may be required within 24–48 hours as mutually agreed.
- f. The Legal Advisor shall ensure full confidentiality of all information.
- g. If a conflict of interest is discovered post-engagement, PSEB reserves the right to immediately terminate the contract and pursue legal remedy, including forfeiture of bid security and blacklisting.
- h. PSEB reserves the right to impose penalties or terminate the engagement in case of repeated delays, non-compliance with instructions, or failure to safeguard PSEB's legal interests.
- i. The Legal Advisor shall be fully accountable to PSEB for the quality and integrity of the legal work performed.

### 9. ATTACHMENTS / DOCUMENTARY EVIDENCE:

The following supporting documents must be submitted with the technical proposal. Bidders failing to provide any of the required documentation may be disqualified during the technical evaluation:

- a. Copy of valid National Tax Number (NTN) certificate
- b. List of clients where currently serving as Legal Advisor
- c. List of other past or present clients (public or private sector)
- d. List of legal cases handled in the last two years, categorized by nature (e.g., corporate, IT, procurement, civil, criminal, SECP, IP, dispute resolution, etc.)
- e. Profiles of all lawyers assigned to the project
- f. Valid Certificates of Practice (COPs) for senior and supporting legal personnel
- g. CVs of key personnel proposed for the assignment
- h. Total number of staff (with roles and qualifications)
- i. Audited or certified financial statements of the entity (firm/AOP/proprietorship, etc.)

### 10. GENERAL MODALITIES

- a. The Legal Advisor shall remain available for communication via telephone or in-person meetings as and when required by PSEB.

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- b. The Legal Advisor shall not accept any assignment that creates a conflict of interest with PSEB's mandate or operations. A **Conflict-of-Interest Declaration** must be submitted as part of the proposal.

### 11. NATURE OF ENGAGEMENT AND COST:

The engagement shall be on a **monthly retainer ship basis** for the provision of legal services as outlined in the **Table-A of Annexure-I** and rate proposed against each court case mentioned in **Table-B of Annexure-I**.

### 12. DISQUALIFICATIONS:

Without prejudice to PSEB's rights under the applicable rules, a bidder may be disqualified and its bid declared non-responsive for any of the following reasons:

- a. The bidder has been involved in litigation, arbitration, or any dispute during the last five (05) years which, in PSEB's opinion, may materially affect their capacity to perform the contract.
- b. The bidder has a history of unsatisfactory performance, significant delays, or contract defaults in previously awarded assignments in the public or private sector.
- c. The proposal fails to meet the eligibility criteria, technical requirements, or mandatory documentation specified in this RFP.
- d. The bid is not accompanied by the prescribed bid security of PKR 24,000, submitted in the form of a pay order or bank draft from a scheduled bank in favor of PSEB. Incomplete, invalid, or insufficient bid security shall result in outright rejection. Bid securities of unsuccessful bidders shall be returned in accordance with Rule 25 of the Public Procurement Rules, 2004.
- e. The bid is incomplete, conditional, or contains overwriting, erasures, or corrections that are not properly initialed and signed by the authorized representative of the bidder.
- f. The bidder is found to have misrepresented or concealed material information in the bid or failed to disclose any potential conflict of interest.
- g. The bidder is declared blacklisted or debarred by any government department, regulatory authority, or donor agency in Pakistan or abroad.

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### 13. GENERAL TERMS AND CONDITIONS:

- a. **PSEB reserves the right to accept or reject any or all bids** as per Rule 33 of the Public Procurement Rules, 2004. The grounds for rejection shall be communicated to the bidders upon request, in accordance with sub-rule (1) of Rule 33.
- b. **Financial proposals shall only be opened for bidders who have qualified in the technical evaluation stage.** The financial bid opening session will be held in the presence of qualified bidders or their authorized representatives who choose to attend.
- c. **Each bid must be accompanied by a bid security of PKR 24,000/-**, submitted in the form of a pay order or demand draft from a scheduled bank in favor of **Pakistan Software Export Board (PSEB)**. Bid security must remain valid for at least ninety (90) days from the date of bid submission.
- d. **All prices must be quoted in Pakistani Rupees (PKR)** and shall be inclusive of all applicable taxes and duties. In the absence of any explicit mention, the quoted prices shall be deemed inclusive of all applicable taxes.
- e. Bidders may apply for one or both Lots (A and B) as listed on page 11. They may also apply for one or more categories/serials listed under Lot-B.
- f. The contract(s) will be awarded to the most advantageous bidder(s) for Lot-A, Lot-B, or individual categories within Lot-B, as applicable.
- g. The PSEB management reserves the right to award the contract for either of the Lots, both Lots, or any individual category within Lot-B to one or multiple firms/companies, at its sole discretion.
- h. **Bids shall be submitted electronically via the PPRA e-Procurement Portal (EPADS)** at <https://eprocure.gov.pk>. Manual, email, or courier-based bid submissions shall not be accepted, except for the original bid security.
- i. Assistance with EPADS registration or technical support may be obtained from:  
  
**PPRA EPADS Support Team**  
Director MIS, Room No. 109, 1st Floor, FBC Building, Sector G-5/2, Islamabad  
Phone: 051-111-137-237
- j. **Complete bids**, including a scanned copy of the bid security instrument and all required supporting documents, must be submitted electronically through the **PPRA e-Procurement Portal (EPADS)** at <https://eprocure.gov.pk> no later than **June 23<sup>rd</sup>, 2025, at 03:00 PM**.

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- k. **Technical proposals** will be opened on the same day at **03:30 PM**, in the presence of the bidders or their authorized representatives who choose to attend.
- l. **Financial proposals will only be opened for technically qualified bidders.** A separate notification indicating the date, time, and venue of the financial bid opening will be issued to such bidders in advance, in accordance with Rule 28 of the Public Procurement Rules, 2004.
- m. **Late submissions will not be considered under any circumstances.** Bidders are solely responsible for ensuring timely upload and submission through the EPADS system.
- n. The **original bid security instrument** (in the form of pay order or demand draft) must be **submitted by hand or courier to the undersigned** before the deadline as specified in this RFP.
- o. **Only bids submitted through EPADS shall be accepted.** No other form of submission (email, USB, printed copies, etc.) will be entertained, except where explicitly required for the bid security.

#### 14. CONTACT INFORMATION:

##### **Manager Administration**

Pakistan Software Export Board (Guarantee) Limited

Plot No. 61, 6th Floor, New State Life Tower

Jinnah Avenue, Blue Area, Islamabad

Phone: +92-51-9202295

Fax: +92-51-9204075

Website: <https://techdestination.com>



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### Annexure-I : Financial Proposal

#### Lot - A

Sr. No.	Description of Services	Professional/Monthly Retainer ship Fee
01	Legal Opinions in writing, Drafting/vetting contracts/agreements, MOU's including negotiations Drafting/vetting policies, rules, regulations etc. Preparation, review and finalization of documents for public procurements. Review, endorsement, legal advice and legal vetting with Consultants/Contractors/Suppliers/Employees/National and International Bodies/Organizations/Associations etc.	

#### Lot-B

Sr. No.	Courts	Professional Fee including Misc. Expenses
01	Civil/District/Sessions/ Pakistan Information Commission/ Ombudsman's and all equivalent fora	
02	High Courts	
03	Supreme Court	
04	Alternate Dispute Resolution (National, International) or any other legal forum	

#### Note:

- i. Bidders may apply for one or both Lots (A and B) as listed on page 11. They may also apply for one or more categories/serials listed under Lot-B.
- ii. The contract(s) will be awarded to the most advantageous bidder(s) for Lot-A, Lot-B, or individual categories within Lot-B, as applicable.

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- iii. The PSEB management reserves the right to award the contract for either of the Lots, both Lots, or any individual category within Lot-B to one or multiple firms/companies, at its sole discretion of the PSEB management.