



JAIPUR METRO

JAIPUR METRO RAIL CORPORATION LIMITED

(A Government of Rajasthan Undertaking)

Admin Building, Metro Depot, Bhriugu Path, Mansarovar, Jaipur-302020

E-mail: edca@jaipurmetrorail.in

No: F.1(H-223)/JMRC/DCA/Company Secretary/2020/4580 Dated: February, 2021

11 0 FEB 2021

M/s. Jain Sharma & Associates
Company Secretaries
O-11, II Floor, Amber Tower
S.C. Road
Jaipur - 302001

Sub: Request for Proposal for hiring services of a practicing company secretaries firm to provide services for the responsibilities of Company Secretary in JMRC for a period of 6 months.

Sir,

Jaipur Metro Rail Corporation Ltd. Desires to hire services of Practicing Company Secretaries (PCS) firm to provide services for the responsibilities of Company Secretary, for a period of 6 months as per the Terms of Reference (ToR) enclosed herewith for your reference.

In this regard, we seek your proposal for engagement for the above said work. Submit your acceptance of Terms of Reference (Annexure -A) along with the eligibility documents and financial proposal in the requisite format (Annexure -B), in sealed envelope, latest by 05:00 PM on 12th February, 2021 to Director (Corporate Affairs).

For Jaipur Metro Rail Corporation Ltd

(Neeraj Naruka)

Executive Director (Corporate Affairs)

+91 141 2822752

TERMS OF REFERENCE

1. Background & Objectives:

Jaipur Metro Rail Corporation Limited (JMRC) is a Government Company incorporated under the Companies Act, 1956 and having its registered office at Admin Building, Metro Depot, Bhrigu Path, Mansarovar, Jaipur - 302020. Company is especially set up by the Government of Rajasthan for execution of the Jaipur Metro Rail project work. The Phase-1A i.e. from Mansarovar to Chandpole is complete and its commercial operations commenced from 3rd June, 2015. The construction work of Phase-1B i.e. from Chandpole to Badi Chaupar is under progress on EPC mode.

As per the provisions of Section 203 of Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed company and every other public company having paid-up share capital of Rs. 10 crores or more has to appoint a Company Secretary in whole-time employment. Since the paid up capital of the Company is about Rupees Sixteen Hundred Ninety Four Crore, this Section is applicable on JMRC. Further, as the Company is separately in the process of directly recruiting a Company Secretary on its payroll and as that will take some time, in the interim period to ensure proper & timely compliance of the Company law and to meet out day to day ongoing works of Company Secretary, the Company wants to hire services of a practicing company secretaries firm to provide services for the responsibilities of Company Secretary in JMRC for a period of maximum 6 months.

2. Broad Outline/Scope of work:

- 1) To provide services of a qualified company secretary in JMRC having valid membership number of the ICSI.
- 2) To keep a check on various compliances being done by the person provided under point 1 of the Broad Outline above; and
- 3) To ensure that he/she imparts complete duties as may be required by the Company from time-to-time and be available in the JMRC office on all days during the official working hours of the Company.
- 4) To point out non-compliances and inadequate compliances to the JMRC Management.
- 5) To protect the interest of the customers, employees, society, etc.
- 6) To avoid any unwarranted legal actions by law enforcing agencies and other persons as well.
- 7) To verify whether diverse requirements under applicable Company Law have been complied with.
- 8) To perform other related work as assigned by the Director (Finance).
- 9) To submit a declaration as given in Format B of this document.

3. Methodology:

The firm shall adopt such methodology as appropriate so as to ensure that there are no legal anomalies in the working of the Company and that all the requirements of the Companies Act, 2013, are duly fulfilled.

4. Terms of payment:

The firm will submit monthly bill to JMRC within seven days of the close of every month, payments will be subject to deduction of taxes if any.

The Corporation may, by written notice of suspension, suspend/ forfeit all payment if the Consultant fails to perform any of obligations assigned to him.

5. Minimum Eligibility Criteria:

For hiring of practicing company secretaries firm, following conditions shall be considered:

- i. The firm must have a minimum experience of fifteen years in the profession having it's registered/branch office at Jaipur for that period. In support, copy of the certificate for approval of name issued by the ICSI is to be enclosed, duly attested by the authorized signatory with signatures and firm's seal.
- ii. The firm must have experience of conducting consultancy of at least two State and/or Central PSUs in the years 2018-19 and 2019-20. In support, copy of the work order/letter of appointment/CTC of Board Minutes, attested by the authorized signatory with his signature and firm's seal is to be enclosed.
- iii. Undertaking as per attached performa.

6. Other terms and conditions

- i. The proposal shall be valid for a minimum period of sixty (60) days from the last date for submission.
- ii. Kindly note that JMRC is entitled to amend any ToR conditions, validity period, specifications, or extend the closing date and/or time before the last date for submission of proposal.
- iii. JMRC reserves the right to verify any information contained in a proposal.
- iv. JMRC reserves the right not to accept the proposal without assigning any reason thereof.

7. Time Period of Assignment

The assignment shall be up to maximum of 6 months duration or appointment of regular Company Secretary, whichever is earlier, only commencing from the date the letter of acceptance is accepted. The contract can be terminated by the Company by giving 15 days notice.

Undertaking on Notarised Stamp Paper of INR 100 (On behalf of firm)

I, _____ partner of M/s. _____ Practicing Company Secretaries
do hereby verify and declare

- i. That the particulars given by me/ us are complete and correct and that if any of the statement made or the information so furnished in the application from is later found not correct or false or there has been suppression of material information, the firm would not only stand disqualified from allotment but would be liable for disciplinary action under the Company Secretaries Act, 1980 and the regulation framed there under:
- ii. That the firm or partners have not been debarred or cautioned by ICSI during the last three years, (if debarred, give details);
- iii. That individually we are not engaged in practice otherwise or in any other activity which would be deemed to be in practice under Section 2 (2) of the Company Secretaries Act, 1980;
- iv. That the constitution of the firm as on 1st January of the relevant year shown in the resume is same as that in the constitution certificate issued by the ICSI.
- v. That the membership number of the candidate to be designated by us/me in JMRC will be linked to the Company as whole-time Company Secretary for the purposes of ensuring compliance of Company Law, and that he/she/me/us will not have any claim to the Company as an employee or otherwise of the Company and that we/me understand that this is a temporary agreement for consultancy for a period not exceeding 6 months.
- vi. That we, if and when we accept the letter of award, we/me will ensure that all the acts are done in compliance with the applicable law.

(Signature of partner and Seal of the Firm)

Place:

Date:

Annexure - B

Financial Bid

Sr. No.	Work	Charges per month (in Rs.) (Excluding GST)*	
		(Rs. in figures)	(Rs. in words)
1.	As per clause 2 of ToR		

* GST shall be paid extra by JMRC.

Authorized signatory