

**HIMACHAL PRADESH TOURISM DEVELOPMENT
CORPORATION LTD. (HPTDC)**

Expression of Interest (EOI)-cum-Request for Proposal (RFP)

For

**Engagement of full time Company Secretary in HPTDC on monthly
retainer ship fee basis**

LETTER OF INVITATION

Dear Sir/Madam,

Sub: Engagement of full time Company Secretary in HPTDC on monthly retainer ship fee basis.

1. The Himachal Pradesh Tourism Development Corporation Ltd. (HPTDC) invites the application from eligible candidates to submit technical and financial proposals for engagement of Company Secretary in the HPTDC which could form the basis for future negotiations and ultimately a contract between successful Candidate and the Himachal Pradesh Tourism Development Corporation Ltd. (HPTDC).

Since, the Hon'ble High Court in its judgment dated 15.10.2024 passed in CWP No. 9681 of 2024 titled as Jai Krishan Mehta Vs. HPTDC Ltd. has ordered that no fresh appointments will be made directly, indirectly, on contract basis or on outsource basis by the Respondent Corporation against any post without the leave of the Court and as such the post of Company Secretary is not being filled up in the Corporation rather the services of Company Secretary is being outsource.

2. The purpose of this assignment is to:-

- a) Conduct Board and General Meeting and record their minutes.
- b) Maintain the Memorandum and the Articles of Association of the Company.
- c) Keep a register of all past and present Director of the Company.
- d) Maintain a register of all past and present shareholders of the Company.
- e) Framing Corporate Governance Policies and Procedures.
- f) Advising the Chairman and the Board on important issues.
- g) Ensuring that the Company is in compliance with all applicable laws.
- h) Maintaining important company records like Tax records, Pension detail etc.

3. The following documents are enclosed to enable you to submit your proposal:

- a) Terms of Reference (TOR) (Annexure-1).
- b) Supplementary information for applicant, including a suggested format of curriculum vitae (Annexure-2); and
- c) A sample format of the contract for candidates services under which the service will be performed (Annexure-3).

4. **The Submission of Proposals:**

The proposals shall be submitted in two parts, viz., Technical and Financial and should follow the form given in the "Supplementary Information for Candidates.

5. The "**Technical**" and "**Financial**" proposals must be submitted in two separate sealed envelopes (with respective marking in bold letters) following the formats/schedules given in the supplementary information for candidates. The first envelope marked "**Technical proposal**" should include the description of the individual/firm/organization, the firms general experience in

the field of assignment, the qualification and competency of the personnel proposed for the assignment. The first envelope should not contain any cost information whatsoever. The second envelope marked "**Financial Proposal**" must also be sealed with sealing wax and initialed twice across the seal and should contain the detailed price offer for the services.

Both the sealed envelopes should again be placed in a sealed cover which will be received in the office of the Managing Director, HPTDC, Ritz Annexe, Shimla-171001 upto 3.00 PM on 07.04.2025.

6. **Opening of Proposals:**

The Proposals (first envelope containing Technical Proposal only) will be opened in the office of the Managing Director, HPTDC, Corporate Office, Ritz-Annexe, Shimla-171001 at 03:30 PM on 07.04.2025. It may please be noted that the second envelope containing the detailed price offer will not be opened until technical evaluation has been completed and the result approved and notified to all candidates.

7. **Evaluation:**

A two-stage procedure will be adopted in evaluating the proposals with the technical evaluation being completed prior to any financial proposals being opened. The technical proposals will be evaluated using the following criteria:

Criteria	Maximum marks
1. Educational Qualification	30
• As mentioned in the TOR	
2. Work Experience	70
• Total professional experience	25
• Working with Central Ministries/State Governments/ Urban Local Bodies/ companies having paid up share capital of Rs. 10.00 Crore or more	15
• Work experience in companies /corporations dealing with projects under the funding of Donor Agencies like World Bank/ADB etc.	15
• Working as a Company Secretary	15
• Brief Work Plan of the proposed service	10
Total Marks	100

8. **Deciding Award of Contract:**

The decision of the award of the contract would be as under:

- a) Technical proposals scoring not less than 70% of the total marks will only be considered for financial evaluation. HPTDC shall open the financial proposals of only those candidates who obtained 70% marks in the technical proposal/evaluation. The Company shall prepare minutes of the technical proposal opening.
- b) The Financial Proposals shall be opened in the presence of the candidates who choose to attend. The name of the candidate and the proposed prices shall be read when the Financial Proposals are opened. The Company shall prepare minutes of the financial proposal

opening.

- c) The evaluation committee will determine whether the Financial Proposals are complete in all respect or not. If the financial proposal is found incomplete the same shall be rejected. The contract will be awarded to those candidates who quoted the lowest rate.
 - d) During negotiations the candidate must be prepared to furnish the detailed cost break-up and other clarifications to the proposals submitted by him, as may be required. If the negotiations with this candidate are successful, the award will be made to L-1 candidate. If negotiations fail, and if it is concluded that a contract with reasonable terms cannot be concluded with the candidate, the candidate with second lowest financial proposal will be invited for negotiations. This process will be repeated till an agreed contract is concluded.
9. Candidates are requested to hold their proposal valid for 90 days from the date of submission during which period they shall maintain without change, their proposed price. The HPTDC will make its best efforts to select the candidate.
10. The contract will be commenced immediately after signing of contract agreement.

11. Tax Liability:

Please note that the remuneration which the selected candidate receive from this contract will be subject to the normal tax liability in India. Kindly contact the concerned tax authorities for further information in this regard, if required.

Yours Sincerely,



Managing Director
HPTDC, Corporate Office,
Ritz-Annexe, Shimla-171001.

Enclosures:

Annexure-1 Terms of Reference

Annexure-2 Supplementary Information to candidates

Terms of Reference

Terms of Reference (TOR) for Company Secretary, HPTDC

Assignment Title:

Engagement of Company Secretary in HPTDC on monthly retainer ship fee basis.

Himachal Pradesh Tourism Development Corporation Limited, a wholly owned Company of the Government of Himachal Pradesh was incorporated on 01.09.1972 under the Companies Act, 2013, with the main objective to establish develop, promote, execute, operate and otherwise carry on projects, schemes, business and activities which in the opinion of the Company are likely to facilitate or accelerate the Development of Tourism.

Himachal Pradesh Tourism Development Corporation Limited (the Corporation or Company) intends to engage a full time Company Secretary who is member of the Institute of Company Secretaries of India (ICSI), for conducting the secretarial work or the Corporation and to advise the Company (HPTDC) on Company Law matters, Corporate Affairs, Good Corporate Governance Practices, Compliances & procedural aspects etc.

Scope of work

The Company Secretary would be required to undertake the following responsibilities with respect to Compliance Management/Company Law Related:-

- The candidate should meet the qualification and criteria of Key Managerial Personnel (KMP) as per provision of Section 203 of the Companies Act, 2013 and Rules made there under as the eligible candidate will be interested the roll and duties of KMP.
- Ensure all Compliances under the Companies Act, 2013
- Maintenance of all Registers Records prescribed under companies Act, 2013
- Preparation and certification of Returns/forms required to be filed the MCA/RoC
- Coordination of all Meetings of Board, Members etc. and associated works
- Coordination with Statutory Auditors/Internal Auditors
- Compilation of Agenda, Minutes, Annual Reports/Directors Reports etc.
- Any other related function that may be assigned by the Board from time to time
- Any other work assigned by the Managing Director of the Company pertaining to the Companies Act.

Qualification and experience

1. Qualification:

- A. Must have qualified Company Secretary Course from the Institute of Company Secretaries of India and as Associate/Fellow Member of ICSI, New Delhi.
- B. Must have Graduate in any Discipline from a recognized University.

2. Experience:

- A. He/She should have relevant experience in handling compliance management assignments of HP State Govt. owned Companies/Corporations/any other State Government/Companies/PSUs.
- B. He/She should have minimum 5 years' post qualification experience in full time practice as Company Secretary. Candidates with higher experience shall be preferred.
- C. Candidates having experience with Government owned companies/corporations shall be preferred.

He/She should have experience of finalizing, preparation, certification and filing of Annual Return and other compliance related documents of company(ies)/corporations having Paid-up share Capital of Rs. 10.00 Crore or more. The age should be minimum 21 years and maximum 50 years.

Duration and Type of Engagement

The duration of contract shall be for minimum period of one year, to be reviewed and renewed based on review of performance and work requirement. The services will be effective from date of issue of award letter and concurrence by the candidate.

The selected candidate shall be hired on monthly retainer ship fee basis.

"Monthly retainer ship Fee" shall include all the costs associated with the assignment. These shall normally cover remuneration for the Personnel man month and other expenses. The total amount indicated in the Financial Proposal shall be without any condition attached or subject to any assumption, and shall be final and binding. In case any assumption or condition is indicated in the Financial Proposal, it shall be considered non-responsive and liable to be rejected. The Company (HPTDC) will determine whether the Financial Proposals are complete, unqualified and unconditional. The Company will select the Candidate with the lowest quoting rates and after negotiations in this regard.

Reporting and Performance Review

The Company Secretary will report to the Managing Director, HPTDC through the Joint Controller (HPF&AS) of Finance Division of HPTDC. The work and performance of the Company Secretary shall be reviewed by the Managing Director, HPTDC on a periodic basis.

Supplementary Information to Candidates

Proposals

1. Proposals should include the following information

a) Technical Proposals(F-1)

- i. Curriculum Vitae of Candidate (F-2)
- ii. An outline of recent experience on assignments/ projects of similar nature executed during the last five years in the Form (F-3).
- iii. Any comments or suggestions of the Applicant on the Terms of Reference (TOR).
- iv. The Applicants comments, if any, on the data, services and facilities to be provided by the client indicated in the Terms of Reference (TOR).
- v. Certificate of Membership from ICSI.
- vi. Graduate and other Certificate.
- vii. Character Certificate and Domicile Certificate.

b) Financial Proposals

The financial proposals should include the Schedule of Price Bid in Form (F-4).

2. Proposal should be submitted to the Managing Director, HPTDC, Corporate Office, Ritz-Annexe, Shimla-171001.

3. Contract Negotiations

The aim of the negotiations is to reach an agreement on all points with the candidate and initial a draft contract by the conclusion of negotiations. Negotiations commence with a discussion of Candidate's proposal, the proposed work plan, and any suggestions you may have made to improve the Terms of Reference. Agreement will then be reached on the final Terms of Reference, which will indicate periods in months and reporting schedule. Based on this, adjustments necessary will be discussed and agreed.

4. Terms of Payment

The selected candidate shall be hired on monthly retainer ship fee basis.

Form No. F-1

Technical Proposal Submission Form

From

To

Managing Director
HPTDC, Corporate Office,
Ritz-Annexe, Shimla-171001.

I, the undersigned, offer to provide the services as full time Company Secretary for (title of assignment) in accordance with your Request for Proposals (RFP) dated (Insert Date) and our Proposal (Select appropriate wording depending on the selection method in the RFP. I am hereby submitting my Proposal which includes this Technical Proposal and a Financial Proposal sealed in a separate envelope or if only a technical Proposal is invited. I am here by submitting my Proposal, which includes the Technical Proposal only in a sealed envelope.

I hereby declare that:

- a) All the information and statement made in this proposal are true and I accept that any misinterpretation or misrepresentation contained in this Proposal may lead to my disqualification by the Client.
- b) My Proposal shall be valid and remain binding upon me until 90 days from the date of submission.
- c) I have no conflict of interest.
- d) We, along with any of our sub-candidates, sub-contractors, suppliers, or service providers for any part of the contract, are not subject to, and not controlled by any entity or individual that is subject to a temporary suspension or a debarment imposed by any of the Government Authority.
- e) In competing for (and, if the award is made to me, in executing) the Contract. I undertake to observe the laws against fraud and corruption, including bribery, in force in the India.
- f) My proposal is binding upon us and subject to any modifications resulting from the Contract negotiations.

I undertake, if my proposal is accepted and the Contract is signed, to initiate the services related to the assignments no later than the date indicated in the letter of Invitation.

I understand that the Company (HPTDC) is not bound to accept any Proposal that the Company receives.

Yours sincerely,

Signature (Full initials)

Full name

Address

Mobile No.

E-mail:

FORM F-2**FORMAT OF CURRICULUM VITAE (CV) FOR CANDIDATES**

Name					
Post Applied For					
Sex (Male/Female)					
Date of Birth					
Pan Number					
Address for Communication					
Key Qualification					
Total Experience					
Statement of some of the major assignments undertaken as Company Secretary					
Sr. No.	Client/Organization	Designation	Project Name	Key Task performed	Duration
A	Total Professional Experience				
1.					
2.					
3.					
B	Working with Central Ministries/State Government/Urban Local Bodies/ Companies having paid up share capital				
1.					
2.					
3.					
C	Working experience in Companies/Corporations/Departments etc. dealing with projects under the funding of with Donor Agencies like World Bank/ ADB etc.				
1.					
2.					
3.					
D	Experience of working as Company Secretary				
1.					
2.					
3.					
E	Brief Work Plan				

I, the undersigned, certify that to the best of my knowledge and belief, these data correctly describe me, my qualifications, and my experience.

Date

Signature of Candidate

Full name of Candidate

ASSIGNMENTS OF SIMILAR NATURE SUCCESSFULLY COMPLETED DURING LAST 5 YEARS

[illegible]

FORM F-4

SCHEDULE OF PRICE BID

Name of Service	Amount in figures per month inclusive of all taxes	Amount in words per month inclusive of all taxes
Engagement of Company Secretary in HPTDC full time on monthly retainer ship basis		

Date

Signature of Candidate

Full name of Candidate

Address

Mobile No.

E-mail: