



**REQUEST FOR PROPOSAL FOR
EMPANELMENT OF FIRM OF COMPANY
SECRETARIES FOR OVERSEAS
KERALITES INVESTMENT AND HOLDING
LIMITED (“OKIH”) & IT’S SUBSIDIARIES**

Date: January 17, 2020

Overseas Keralites Investment & Holding Limited
Norka Centre, Thycaud, Thiruvananthapuram, Kerala - 695014
U65999KL2019SGC059305

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Data Sheet

Sl. No.	Description	Details
1.	RFP No. and Date	OKIH/4/2020
2.	Name of the assignment	Empanelment of Firm of Company Secretaries for OKIH and its subsidiaries.
3.	Issue of RFP document	RFP document can be downloaded from the website www.okih.org
4.	Cost of RFP/ bid document	Non-refundable cost of RFP is Rs 5,000/- (Rupees five thousand only.) plus GST @ 18% which shall be payable in the form of Demand Draft Note: Demand Draft shall be drawn from any Nationalized/ Scheduled Bank in favour of “Overseas Keralites Investment and Holding Limited” payable at Thiruvananthapuram
5.	Address for submission of Bid	The Managing Director Overseas Keralites Investment and Holding Limited 6th floor, Norka Centre, Thycaud, Thiruvananthapuram – 695 014
6.	Last date of receiving queries on RFP	January 30, 2020
7.	Last date of submission of proposal (PDD)	February 20, 2020
8.	Opening of proposals	To be intimated to all bidders by email
9.	Validity of the proposal	365 days from PDD
10.	Tenure of engagement	24 months

Background

The Government of Kerala constituted Loka Kerala Sabha (LKS) as a common platform for Keralites living across the globe; it is envisaged as a platform for the cultural, sociopolitical and economic integration of these myriad Kerala’s with the home Kerala. The Government of Kerala believes that the knowledge and experiences of the non-resident Keralite, in their capacity as a Global Citizen, can be an asset to the development of the State.

The 351-member LKS comprises the Members of the Legislative Assembly of Kerala, the Members of the Indian Parliament from Kerala, non-resident Keralites of Indian citizenship nominated by the Government of Kerala and select members of the returnee community. The non-resident members are selected from abroad and from other states/UTs within India, taking into account gender, age and occupational status. It also includes eminent non-resident Keralites who have contributed immensely in their respective fields of engagement to achieve public acclaim.

After the first Loka Kerala Sabha held on 12, 13 January 2018 in which several worthy suggestions had emerged, the Government of Kerala constituted seven sector-specific Standing Committees for materializing the viable suggestions. These Standing Committees have conducted meetings and virtual deliberations since their formulation, and have furnished their reports along with 48 recommendations. Based on feasibility, practicality, and availability of funds, the LKS Secretariat has merged/grouped the vital suggestions into the 10 for actualization.

Among this one of the important recommendations was the formation of NRI Investment Company. It was decided to set up an NRI Investment Company as a mother company for investment in the sectors like Tourism, Airport, NRI Township, Public Sector Undertakings, Manufacturing of medicines and medical devices.

For the successful implementation of the proposal, a viable and feasible report in this regard has been submitted to Government and the Government has accorded sanction for the formation of NRI Investment Company in the name Overseas Keralites Investment and Holding Limited (“OKIH”).

OKIH is a company incorporated under the Companies Act, 2013 (‘Co. Act’) and owned by the Kerala state government. As one of the projects, OKIH has identified over 40 locations for development of wayside amenities, of which a couple of pilot projects are to be developed and made functional in next six months. Branded as “**RestStop™**” the wayside amenities will be developed at par with international standards along national and state highways of the state in three to five acres each. Every RestStop™ will have facilities including but not limited as food court, restaurants, convenience store, clinic, mini multiplex, petrol station, vehicle maintenance facilities, police aid post, hygiene washrooms and ample parking for both cars and buses. OKIH has decided to set-up a private limited company in India which shall serve as a special purpose vehicle (‘SPV’) engaged in the business of construction and development of rest areas. OKIH is proposed to be holding 26% in the proposed SPV and the balance 74% is owned by non-resident Keralites either directly or through an intermediary holding vehicle to pool the funds.

OKIH requires the services of an agency to carry out secretarial work on regular basis, in order to enhance the operational efficiency of OKIH and its subsidiaries. The following are the requirements:

- Compliances under Companies Act 2013
- Consultancy/ Certification services under Companies Act 2013
- Secretarial audit and reporting on yearly basis
- XBRL services
- RBI filing relating to FDI
- Registration of joint ventures as Limited Liability Partnership/ Private Limited Company
- Compliances related to Joint Venture Company/ Limited Liability Partnership/ Private Limited Company agreement for Joint venture/ Limited Liability partnership

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It intends to empanel Company Secretaries (CS) firms for providing secretarial services to OKIH/ its SPVs for a period of 2 (Two) years extendable on year to year basis on mutual agreement.

Terms of Reference for Empanelment of Firm of Company Secretaries

Scope of Services

The scope of work is to provide a full spectrum of company secretarial services for a period agreed with due compliance to relevant legislation.

An indicative list of services which would be expected to be offered by the Company Secretary for compliance of various provisions of Companies Act are as follows:

- a) Ensure compliance of the provisions of Companies Law and rules made there-under and other statutes and bye-laws of the company.
- b) Assist the nomination committee and ensure that the procedure for the appointment of directors is properly carried out.
- c) Provide guidance to the Board on their duties and responsibilities and on matters of governance.
- d) Assist in the proper induction, orientation, on- going training and education of directors, including assessing the specific training needs of directors and executive management in their fiduciary and other governance responsibilities.
- e) Maintain the company's books, records including but not limited to the register of members, directors, and secretaries.
- f) File various documents/ returns as required under the provisions of the Companies Law
- g) Ensure all company contracts and agreements safeguard the company's interest and protect the company from contractual risks.
- h) Provide a central source of guidance and advice to the board, and within the company, on matters of good governance and of changes in legislation.
- i) Provide necessary support service to statutory auditors, government auditors including CAG auditors and investigator, as appointed by any government authority.
- j) Convene/ arrange the meetings of directors/ shareholders, on their advice
- k) Prepare the agenda, in consultation with OKIH, and the other documents, compliances for all the meetings and general meetings.
- l) Ensure that the board and board committee charters and terms of reference are kept up to date.
- m) Ensure the proper compilation and timely circulation of board papers and assist the chairman of the board and committees with drafting of yearly work plans.
- n) Obtain appropriate responses and feedback to specific agenda items and matters arising from earlier meetings in board and board committee deliberations. The company secretary's role should also be to raise matters that may warrant the attention of the board.
- o) Ensure that the proceedings of board and committee meetings are properly recorded and that minutes of meetings are circulated to the directors in a timely manner, after the approval of the chairman of the board or relevant board committee.
- p) Assist the board with the yearly evaluation of the board, its individual directors and senior management.
- q) Any other work required to be performed for compliance of various provisions of the Companies Act
- r) One personnel should be posted on full time basis to assist in the day-to-day working of the OKIH

Project specific support – Wayside Amenities

OKIH is in the process of conceptualizing and developing projects in the sectors like Tourism, Infrastructure, Airport, NRI Township, Value addition for farming sector, Skill development, Waste management, Manufacturing including medicines and medical devices. At the outset, OKIH has 20 projects in planning stages. Wayside amenities have been identified as pilot projects to be developed and made functional in next six months. Branded as “RestStop™” the wayside amenities will be developed at par with international standards along national and state highways of the state in three to five acres each. Every RestStop™ will have facilities as food court, restaurants, convenience store, clinic, petrol station, vehicle maintenance facilities, police aid post, hygiene washrooms and ample parking for both cars and busses. Based on location, some facilities may have star hotels, cinema etc as well.

In case of RestStop™ project, the selected firm would be solely responsible for deploying sufficient personnel for smooth execution of the Assignment in time bound manner. The designated Company Secretary and supporting staff would require to report and station at office of OKIH, as and when required, for completion of the assignment. However, the selected firm would be solely accountable for correctness of their deliverables and timely completion of the assignment.

Reporting

Secretarial Audit Report within 90 days from the end of financial year or within 20 days from the date of commencement of Secretarial Audit, whichever is earlier. Frequency of audit reporting is annual

The Audit Report should be as per the format prescribed under the Companies Act, 2013 and to be agreed with OKIH and to be submitted to the Managing Director. Any violations or challenges noticed during the Secretarial audit process are to be reported to the Audit Committee members immediately by email, followed by hard copy report to the Managing Director.

Instructions to the bidders

Submission for Clarifications

Bidders may seek clarifications on the RFP document, if any, before the date mentioned in the Data Sheet. Any request for clarification must be sent through email to RestStop.OKIH@outlook.com marking a copy to info.okh@kerala.gov.in.

Interested bidders should send an email to the aforementioned email ids confirming their intention to participate in the tender, brief about the firm and a self-certification confirming eligibility as per the minimum eligibility requirements.

Any clarification issued shall be provided to all interested bidders.

Submission of proposals

All proposals must be in English language. The proposal is to be submitted in the prescribed form shown below:

Technical Proposal

All information (except item 1) as detailed below is to be submitted in two hard copies in separately sealed envelopes and one soft copy in CD, including the presentation for approach and methodology

1. Non refundable RFP fee in form of Demand Draft
2. A copy of this RFP with all pages duly signed and sealed, indicating your acceptance of conditions. (Attached to the covering letter)
3. Letter of Proposal as per Format - 1
4. Organizational contact details as per Format – 2
5. Turnover certificate as per Format - 3
6. Experience of the organization as per Format - 4
7. Key personnel details as per Format – 5
8. CVs of Key personnel as per Format – 6
9. Access to staff as per Format - 7
10. Declaration as per Format – 8
11. Audited account statement of the last three financial years attested by the responsible officer/ authority.
12. Power of Attorney/ Board Resolution for Authorized Signatory of the Bidder (in case of a firm) (1 original and 1 copy)

The proposal should be submitted by 15:00 hrs on February 20, 2020 to

The Managing Director
Overseas Keralites Investment and Holding Limited
6th floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

The proposals will be opened by the selection committee at the board room in 6th Floor, Norka Centre, Thycaud, Thiruvananthapuram, Kerala. The date and time shall be intimated, one week in advance, to all bidders by email.

Disqualification

OKIH may at their sole discretion and at any time during the evaluation of the proposals, disqualify any bidder, if the bidders have,

- Submitted the documents after the last date.
- Submitted the proposal without required documents.
- Misled or false representation in the forms, statements and supporting documents with the proposal.

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- Declared ineligible by the Government of India or any state government for corrupt and fraudulent practices or black listed.

The bidders are requested to examine all instructions, forms, terms and other details before submitting the application.

Evaluation of proposals

Minimum eligibility requirements

Sl. No.	Description	Details	Supporting documents
1	Experience	<ul style="list-style-type: none"> The Lead Partner / Proprietor, under whose supervision the Secretarial Audit will be carried out, should have minimum Post Qualification (Company Secretary) Experience of 10 years, out of which minimum 7 years should be in full time practice. 	<ul style="list-style-type: none"> Self-attested CV and educational qualification certificates
2	Financial strength	The Firm should have a minimum Average Annual Turnover of Rs.50 lakh from practice, during the last three financial years	<ul style="list-style-type: none"> Certified account statements Turnover certificate from a statutory auditor
3	Technical Strength	<ul style="list-style-type: none"> The firm should have provided secretarial consultancy services, including secretarial audit, to at least two companies having paid up capital of Rs.50 crore or more in last three years In case of a firm, the firm should have minimum one active partners in full time practice or should have minimum three full time employees, who are qualified Company Secretaries. 	<ul style="list-style-type: none"> Letter of Award/ Work Order/ Completion Certificate CVs of partners/ employees
4	No major litigations	The Bidder shall not have been involved in any major litigation that may have an impact affecting or compromising the delivery of services required.	<ul style="list-style-type: none"> Undertaking on company letter head
5	No blacklisting	The Bidder shall not have been blacklisted/ debarred by any Central / State Government/ Public or Private Sector Undertakings	<ul style="list-style-type: none"> Undertaking on company letter head

Proposals which satisfy the minimum eligibility requirements will be further evaluated based on the evaluation criteria.

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Technical Evaluation Criteria

Sl. No.	Details	Maximum Marks
1.	Bidder must have Public sector experience <ul style="list-style-type: none"> • <=3 years: 5 marks • >3 years: 10 marks 	10 marks
2.	Average Annual Turnover from practice in the last 3 years <ul style="list-style-type: none"> • INR 50 lakh – 1 crore: 5 marks • >INR 1 crore – 5 crore: 10 marks • >INR 5 crore: 20 marks 	20 marks
3.	Secretarial consultancy services, including secretarial audit, to companies with paid up capital of at least INR 50 crore, in the last 5 years <ul style="list-style-type: none"> • 2-5 companies: 10 marks • 6-10 companies: 20 marks • >10 companies: 30 marks 	30 marks
4.	Secretarial consultancy services, including secretarial audit, to public sector companies with paid up capital of at least INR 50 crore, in the last 5 years <ul style="list-style-type: none"> • 1-3 companies: 5 marks • >3 companies: 10 marks 	10 marks
5.	CVs of Lead Partner / Proprietor The CVs will be evaluated based on: <ul style="list-style-type: none"> • Number of years of experience in practice • Number of relevant credentials • Number of credentials with public sector clients • Countries of experience 	10 marks
6.	Number of qualified full-time qualified Company Secretaries with experience <ul style="list-style-type: none"> • 5 numbers: 5 marks • 5 – 10 numbers: 10 marks • >10 numbers: 20 marks 	20 marks

The evaluation of proposals shall be on the final technical score. Based on the minimum technical score as decided by the selection committee, qualified Bidders shall be empaneled.

Conditions under which RFP is issued

The RFP is not an offer and is issued with no commitment. OKIH has the right to withdraw RFP and or vary any part thereof at any stage. OKIH has further right to disqualify any bidder, should it be so necessary at any stage.

Format 1 – Letter of Technical Proposal¹

To,

The Managing Director,
Overseas Keralites Investment and Holding Limited
6th Floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

Dear Sir,

Sub: Submission of Technical Proposal for Empanelment of Firm of Company Secretaries for OKIH and its subsidiaries.

In response to the Request for Proposal published on _____ for the above purpose, we would like to submit our proposal for the above proposed task. We, having examined all relevant documents and understood their contents, hereby submit our Proposal for _____. We have enclosed the Demand Draft number _____ of INR 5,000 (plus GST@ 18%) in form of Demand Draft number _____ dated _____ drawn on _____ (Name of issuing bank).

The Proposal is unconditional and unqualified. We understand you are not bound to accept any Proposal you receive.

As instructed, we attach 2 copies of the following documents in separately sealed envelopes and one soft copy in CD, also in separate sealed cover:

1. Organizational contact details as per Format – 2
2. Turnover certificate as per Format - 3
3. Experience of the organization as per Format - 4
4. Key personnel details as per Format – 5
5. CVs of Key personnel as per Format – 6
6. Access to staff as per Format - 7
7. Declaration as per Format – 8
8. Audited account statement of the last three financial years attested by the responsible officer/ authority.
9. Power of Attorney/ Board Resolution for Authorized Signatory of the Bidder (in case of a firm) (1 original and 1 copy)

We are also enclosing a copy of the RFP with all pages signed and sealed to confirm our agreement to the terms.

We agree to keep this offer valid for three hundred and sixty-five (365) days from the PDD specified in the RFP.

Sincerely yours,

Signature of the Bidder
Full name of the Bidder
Stamp and date
Encl. As above

¹ Note: This is to be furnished on the company letter head

Format 2 – Organization Details

Sl.No.	Organization details	
1.	Name of organization	
2.	<ul style="list-style-type: none"> Year of Commencement of Practice Certificate of Practice Number / Registration Number 	
3.	<ul style="list-style-type: none"> Whether Partnership/ Proprietorship Name of the Lead Partner/ Proprietor/ In-charge Name(s) of the Contact person(s) and the Contact details Number of years of experience with public sector agencies* 	
4.	If firm is a company/ partnership firm: A. Registration no. B. Name of country C. Number of active Partners in/ with the firm having experience of more than 10 years	
5.	Address of registered office with telephone no & fax & e mail	
6.	Whether the firm has been blacklisted by any authority in the country If yes, details thereof	
7.	Whether the firm has been involved in any major litigation that may have an impact affecting or compromising the delivery of services required. If yes, details thereof	
8.	Address of offices in India	
9.	Contact person with telephone no. & e-mail id	

Enclose:-

- Copy of Certificate of Practice or Certificate from ICSI regarding date of Commencement of Practice as CS; and / or
- Copy of approval letter from ICSI in respect of Firm's Name.
- *To be supported by work order/ letter of award/ agreements/ client letters
- Undertaking in respect of 6 and 7 above

Signature of the applicant
Full name of the applicant
Stamp & Date

Format 3 – Turnover certificate for firm²

Description	FY _____	FY _____	FY _____
Annual turnover			
Net worth			
Profit			

This is to certify that (name of the Bidder) has Annual Turnover as shown above against the respective/s financial year/s

Signature
Name of the Statutory Auditor
Membership no
Designation
Name of the Audit Firm
FRN

² Note: The turnover certificate should be accompanied by audited account statements. If a group, consolidated figure may be shown.

Format 4 – Relevant experience³

Name of the Bidder	
Type of Experience (in line with requirements stated in Minimum eligibility and Technical evaluation section of RFP)	
Name of the Project	
Period of assignment	
Description of services performed by the Bidder firm	
Name of the client and address	
Paid up capital of client	
Name, telephone no. and fax no. of client’s representative	
Contract value of the assignment (in INR)	
Start date and finish date of services (month/ year)	
Brief description of the Project	

³ Note:

1. Use separate sheets for each relevant experience
2. Each relevant experience should be supported by a work order/ agreement/ client certificate
3. Attach copy of secretarial audit report

Format 5 – Details of Key Personnel⁴

Sl. No.	Details of key personnel				
	Name	Certificate of Practice Number / Registration Number	Educational qualification	Number of years of experience (total and full time)	List of relevant experience
1.					

⁴ In addition to the key personnel, the bidder should also submit details of necessary support staff. However, for evaluation purposes, only the details of the key personnel will be considered.

Format 6 – CVs of Key personnel

1. **Name of Firm:**
2. **Name of Personnel:**
3. **Date of Birth:**
4. **Nationality:**
5. **Educational qualifications (With degree, institution and year of completion):**

Degree	Institution	Year of Completion

6. **Languages [For each language indicate proficiency: good, fair, or poor in speaking, reading, and writing]:**

Language	Speaking	Reading	Writing

7. **Employment record (Starting with present position, list in reverse order every employment held by staff member since graduation and tenure):**

From	To	Employer	Position Held

8. **Work undertaken that best illustrates relevant experience and capability to handle the tasks assigned:**

Name of project	
Name of client	
Location	
Main project features	

Certification:

9. I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes me, my qualifications and my experience.

Signature of Key Personnel

Format 7 – Access to staff⁵

Sl. No.	Type of experience (in line with scope of work)	Number of full time qualified Company Secretaries
Total number of staff		

⁵ Format 7 should be provided in company letterhead certified by the Authorized Signatory/ Head HR

Format 8 - Declaration⁶

To,

The Managing Director,
Overseas Keralites Investment and Holding Limited
6th Floor, Norka Centre,
Thycaud, Thiruvananthapuram – 695 014

Dear Sir,

We hereby confirm that we are interested in competing for the services to undertake the task related to _____ for Overseas Keralites Investment and Holding Limited. All the information provided herewith is genuine and accurate.

Signature of the Bidder
Full name of the Bidder
Stamp and date

⁶ Note: This is to be furnished on the company letter head