

**NOTICE INVITING EXPRESSION OF INTEREST (EOI)
FOR APPOINTMENT
OF
INDEPENDENT DIRECTOR ON THE BOARD
OF
UTTAR PRADESH MEDICAL SUPPLIES CORPORATION LIMITED**

EOI Document no. :328/CS/UPMSCL/2021 Dated: 23.01.2021

Last Date for Submission of Application: 08.02.2021

C.I.N: U85310UP2018SGC102425

**Address: SUDA BHAWAN, 7/23, SECTOR-7, GOMTI NAGAR EXTENSION
Lucknow-226010.**

e-Mail: legal@upmsc.in



UPMSC

APPOINTMENT OF INDEPENDENT DIRECTOR

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1. The Government of Uttar Pradesh has launched an ambitious scheme to provide free generic drugs to the citizens of Uttar Pradesh under the banner of UPMSC.
2. Vide G.O. no. 2018/ 905/ Paanch-1-2018-5(36)/ 2017 dated 11.07.2018 issued by Medical Health & Family Welfare Deptt, Govt. of U.P., there is requirement of appointing Independent Director.
3. The Managing Director, UPMSC, now invites eligible candidates to submit their interest to provide services as an Independent Director (herein after called "ID").
4. Expression of Interest should be submitted in sealed cover and delivered at the Office of the Managing Director, SUDA Bhawan, 7/23, Sector-7, Gomti Nagar Extension Lucknow-226010, latest by 08.02.2021 on or before by 12:30 P.M. (IST) on and it shall be clearly marked Expression of interest for "**Application for Independent Director for UPMSC.**"
5. We now invite eligible persons to indicate their interest in providing the services as an ID.
6. Particulars of Expression of Interest Document(Proposal):

i)	Last date for submission of EOI	08.02.2021 up to 12:30P.M..(IST)
ii)	Floating of EOI	23.01.2021

INTRODUCTION:

Uttar Pradesh Medical Supplies Corporation Limited(UPMSC) is a Government Company, registered under the Companies Act, 2013. It has been set up to make available the medicines, consumables, equipment and medicare/ health care services to medical health facilities of the Medical, Health & Family Welfare Department and other departments of Government of Uttar Pradesh for providing the same to public at minimal rates.

Vide G.O. no. 2018/ 905/ Paanch-1-2018-5(36)/ 2017 dated 11.07.2018 issued by Medical Health & Family Welfare Deptt, Govt. of U.P.,UPMSC intend to appoint Independent Director on the Board of Director

A. TERMS AND CONDITIONS

1. APPOINTMENT:

- a. Appointment is subject to section 149(6) & (7), 152, 160 of the Companies Act, 2013 read with Schedule IV of the Act and other rules as applicable for a Government company.
- b. The appointment on the Board as Independent Director is for a period of 5 consecutive years as approved by Board of Directors subject to approval of shareholders and shall be eligible for re-appointment on passing of special Resolution and such other compliances as may be required in this regard.
- c. No Independent Director shall hold office for more than two consecutive terms.
- d. Independent Directors will not be liable to retire by rotation.
- e. Appointment is subject to the Articles of Association of the Company and regulatory provisions of the law in force.

2. ELIGIBILITY CRITERIA:

- i. The Company and Independent Directors are required to abide by the provisions of Schedule IV of the Companies Act, 2013. The declaration of Independence pursuant to section 149 (6) of the Companies Act, 2013, disclosures, consent to act as Independent Director, declaration of Non-Disqualification to act as Director, etc. to be submitted by proposed appointees to the Company.
- ii. Registration in databank maintained by Indian Institute of Corporate Affairs (IICA) by proposed appointees for acting as Independent Directors and passing of self-assessment test within one year of its registration failing which, his/her name shall stand removed from this databank and he/she will be become disqualified to act as Independent Director.
- iii. Officers retired from Indian Administrative Services/ Indian Accounts and Audit Services/ Indian Defence Accounts and Audit Services/ Indian Civil Accounts Service or equivalent positions with extensive experience in accounting, audit, management, Governance and Risk Management

OR

FCA with minimum 20 years of experience in Government sector assignments (Internal Audit, Statutory Audit, CAG audit, Special Audit, other Consultancy assignments).

- iv. Candidates already having Independent Directorship in other PSUs shall be preferred.

3. SCOPE OF WORK, ROLE & RESPONSIBILITIES AS AN ID :

An indicative list of services which are expected to be offered by the shortlisted candidate are as follows:

- a. The duties and liabilities that come with the appointment as Independent Director would be as per the Companies Act, 2013, other applicable laws and the Articles of Association of the Company.
- b. As members of the Board, the Independent Directors along with the other Directors will collectively be responsible for meeting the objectives of the Board which include:
 - requirements under the Companies Act, 2013 (the Act) and the Rules thereunder;
 - Accountability under the Directors' Responsibility Statement.
- c. As an ID, candidate must exercise his responsibilities in a bonafide manner in the interest of the Corporation.
- d. To devote sufficient time to his professional obligations for informed and balanced decision making.
- e. To avoid abusing his position to the detriment of the company and refrain from any action that would lead to the loss of his independence.
- f. To assist the company in ensuring best corporate governance practices.
- g. To bring an independent judgment on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- h. To scrutinize the performance of management in meeting agreed goals and objectives;
- i. To safeguard the interests of all stakeholders, esp. minority shareholders;
- j. To balance the conflicting interests of all stakeholders;
- k. To undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- l. The Independent Directors shall serve on one or more Committees of the Board as may be decided by the Board from time to time.
- m. To strive to attend all meetings of the Board of Directors and of the Board Committees of which he is a member;
- n. To keep themselves well informed about the company and the external environment under which it operates;
- o. To ensure adequate deliberations are held before approving related party transactions and assure that the same are in the interest of the company;
- p. To report concerns about unethical behavior, actual or suspected fraud, if any, found in the Company;
- q. Not to disclose confidential information including commercial secrets, technologies,

advertising and sales promotion plans etc. unless such disclosure is approved by Board or by law.

- r. ID will not vote on any resolution of the Board, or its committees, on any matter where the Independent Directors has any direct or indirect interest.

4 DISQUALIFICATION:

The Independent Directors shall always strive to avoid the occurrence of any events specified under section 167 of the Companies Act 2013, which may result in vacation of office as Director and also to avoid incurring any disqualification specified in section 164 of the aforesaid Act. In the unfortunate event of such events / disqualifications getting attracted, the Independent Directors shall immediately intimate the Company of the same.

5. REMUNERATION AND EXPENSES:

The Independent Directors would receive a fee ('Sitting Fee') for attending meetings of the Board or Committees thereof. The quantum of Sitting Fee shall be such as may determined by the Board from time to time.

They will be entitled to reimbursement of all expenses properly incurred for participating in the meetings of the Board, its Committees and other meetings.

6. INDEPENDENCE AND INTERESTS:

At the first meeting of the Board in which he participate as a Director and thereafter at the first meeting of the Board in every financial year or whenever there is any change in the circumstances which may affect his status as a Independent Director, give declaration that he meets the criteria as provided in Section 149(6) of the Act. To give the disclosure of interest under section 184(1) of the Act, as for avoiding the aforesaid events of disqualification.

Every Independent Director shall also notify his appointment or relinquishment of office as a director in other companies within a period of 30 days of such event taking place.

7. PREMATURE CONCLUSION OF TERM OF APPOINTMENT:

- a. Independent Director may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation and the notice shall take effect from the date on which the notice is received by the Company or the date, if any specified by him in the notice whichever is later, his directorship on the Board of the Company shall cease in accordance with law.
- b. The Company may disengage Independent Directors prior to completion of Term (subject to compliance of relevant provisions of the 2013 Act) upon:
 - i. Violation of any provision of Independent Directors code of conduct as per Schedule IV of Companies Act, 2013; and
 - ii. On the event of director failing to meet the criteria for independence as envisaged in Section 149(6) of the 2013 Act.

8. EXTENSION OF FIRST TERM:

Upon the expiry of the present term, and subject to the Independent Director's eligibility under the relevant provisions of the Act, Rules and other applicable law(s), as prevailing from time to time, the Board may, at its discretion recommend to the shareholders for extension or renewal of the Independent Director's existing term for a further term up to five years but not more than two terms in any condition.

9. AMENDMENTS/ MODIFICATION:

All the amendments/modification in any of the provisions of the Companies Act,2013 related to ID, rules there under and notifications issued by Ministry of Corporate Affairs, exemptions to Government Companies shall be applicable.

Section-I**Instructions for submission of Expression of Interest:**

1. Applicant shall go through the relevant provisions(as indicated above) of the Companies Act, 2013 before preparing EOI proposal.
2. Applicant who the meet eligibility criteria given in Point 2 above, shall prepare EOI on the format given in section II. If the Applicantfeels to submit certain information not covered in the format would be in his interest, he may submit suchinformation.
3. Accomplished Expression of Interest (Application) must be submitted together with a Letter of Intent not later than 12.30 hours (IST) on 08.02.2021 Documents in support of all qualification information shall be submitted with application. Proposal of EOI with qualification information shall be furnished on/before the due date of submissionat the address given in point 11 of this section.
4. The Application shall be basis of drawing up a shortlist of eligible applicants who will be invited to submit proposal for servicesrequired.
5. All Applications shall be submitted inEnglish.
6. The Applicant shall submit only one Proposal.
7. The Application and all related correspondence and documents should be written in the English language. Supporting documents and printed literature furnished by Applicant with the Application may be in any other language provided that they are accompanied with translations in the English language. Supporting materials, which are not translated into English, may not be considered. For the purpose of interpretation and evaluation of the Application, the English language translation shallprevail.
8. UPMSC reserves the right to reject any Applications, without assigning any reasons thereof.
9. The Applicant shall provide all the information sought under this Qualification Document. UPMSC would evaluate only those Applications that are received in the required format and complete in all respects. Incomplete and/ or conditional Applications shall be liable torejection.
10. No claims whatsoever will be entertained if submission is not received by due date and time.
11. Any submission must be addressed to the following:



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UPMSC

The Managing Director,
SUDA Bhawan, 7/23, Sector-7,
Gomti Nagar Extension,
Lucknow-226010,

12. The Proposal of EOI must be submitted no later than: Date: 08.02.2021 Time:12.30P.M.(IST)
13. Opening of the EOI Proposal:

Procedure of opening shall be:- EOIs will be opened by Committee constituted by the Managing Director, UPMSC, Lucknow on pre decided date and time specified in presence of member of opening committee and Final approval will be done by the Board of Directors of UPMSCsubject to the permission of the Shareholders of the Corporation.
14. The opening shall take place atOffice ofUPMSC as per following schedule:

Date: 08.02.2021
Time: 04:30 P.M. (IST)
15. The Applicantshall submit a signed and complete EOI comprising the documents and forms in accordance with EOIdocuments and shall sign the original submission letters in the required format for EOI submission and shall initial all pages.
16. No authorized representative of the Applicant be allowed to sign the application and other documents
17. The EOI shall be uploaded on e- mail : legal@upmsc.in

Section - II
Guidelines for Preparation of Expression of Interest

S.NO.	PARTICULARS	DETAILS	REMARKS (IF ANY)
1	Name and surname in full& in BLOCK letters		
2	DIN (Director Identification Number), if already allotted		
3	PAN		
4	Date of Birth		
5	Registration date with Data Bank With IICA		
6	Father's / Spouse's name (if married)		
7	Gender		
8	Contact no.		
9	Personal e-mail id		
10	Nationality		
11	Occupation Last occupation (retired from): Present Occupation:		
12	Full address with PIN code (present and permanent)		
13	Educational and professional qualifications		
14	Details of experience and expertise		
15	List of LLP's in which already a designated partner consisting of names of the LLP, nature of industry and duration with dates		
16	List of companies in which already director consisting of the name of the company, nature of industry, nature of directorship and duration with dates etc.		
	No. and name of Companies in which working as an ID		

Section – III

Documents should be annexed with the Application

1. Two passport size coloured photographs.
2. Self attested copy of Pan Card
3. Self Attested Copy of Address proof any two (aadhar card/ Voter card/Driving licence/ Passport/ utility bill latest).
4. Self attested copy of Proof of Occupation before retirement.
5. A Declaration on format as given in Section IV and must be signed by Applicant verifying that the applicant is independent and has no connection with the Company/its Directors/ employees/ Consultants/ Chartered Accountants/Company secretary etc.
6. Declaration Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014] – Section V
7. Undertaking As per Section VI
8. Valid Certificate issued by IICA
9. Proof regarding exemption for on line self assessment examination organized by Institute of Corporate Affairs(IICA), if applicable.

Section IV

Declaration of Independence

TO WHOM IT MAY CONCERN

Sub: Declaration of independent director sub-section (6) of section 149 of the Companies Act, 2013.

I, **Mr/ Ms**....., hereby certify that I comply with all the criteria of Independent Director as envisaged in the sub-section (6) of section 149 Companies Act, 2013.

I certify that:

- I possess relevant expertise and experience to be an independent director in the Company;
- I am/was not a promoter of the company or its holding, subsidiary or associate company, if any;
- I am not related to promoters and directors of the company / persons occupying management position at the board level or level below the board in the company, its holding, subsidiary or associate company, if any;
- Apart from receiving director sitting fees / remuneration, I have/had no pecuniary relationship with the company, its holding, its directors, its senior management or its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial;
- none of my relatives has or had any pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to 2% or more of its gross turnover **or** total income **or** Rs. 50 Lacs **or** such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- Neither me nor any of my relatives:
 - a) holds or has held the position of a key managerial personnel or is or has been employee/executive of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;
 - b) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year of;
 - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; **or**
 - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10% or more of the gross turnover of such firm;
 - c) holds together with my relatives 2% or more of the total voting power of the company; **or**
 - d) is a Chief Executive or director, by whatever name called, of any nonprofit organization that receives 25% or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds 2% or more of the total voting power of the company; or
- I am not a material supplier, service provider or customer or a lessor or lessee of the company;

Declaration

I undertake that if I have any such relation or transaction, I shall seek for the prior approval from the board, whether material or non-material. If I am unable to do so, the authority can cease me to be an independent director from the date of entering into such relationship / transactions.

Further, I do hereby declare and confirm that the above said information's are true and correct to the best of my knowledge as on the date of this declaration of independence and I shall take responsibility for its correctness and shall be liable for fine if any infringement is made in the rules of the company, its directors, if the same found wrong or incorrect in the future.

I further undertake to intimate immediately upon changes, if any, to the Company for updating of the same.

Thanking you,

Yours faithfully,

**Section V****Declaration Pursuant to Section 164(2) and rule 14(1) of Companies (Appointment and Qualification of Directors) Rules, 2014]**

Registration No. of Company-U85310UP2018SGC102425

Nominal Capital - Rs.20.00 Cr.

Paid-up Capital -Rs. 10.00 Cr. only

Name of Company -Uttar Pradesh Medical Supplies Corporation Limited

Address of its Registered Office- SUDA Bhawan, 7/23, Sector-7, Gomti Nagar Extension
Lucknow-226010.

To

The Board of Directors of
Uttar Pradesh Medical Supplies Corporation Limited
Lucknow

I _____ son/daughter/wife of _____ resident of _____
director/managing director/manager in the company hereby give notice that I am/was a director in
the following companies during the last three years:-

S L No	Name of the Company	Date of Appointment	Date of cessation

or

I further confirm that I have incurred disqualifications under section 164(2) of the Companies Act, 2013 in the following company(s) in the previous financial year, and that I, at present stand disqualified from being a director.

S L No	Name of the Company	Date of Appointment	Date of cessation

I further confirm that I have not incurred disqualification under section 164(2) of the Companies Act, 2013 in any of the above companies, in the previous financial year, and that I, at present, stand free from any disqualification from being a director.

Signature
(Full Name)

Dated this _____ day of _____



UPMSC

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Annexure VI

Undertaking

I certify that the information provided in the above Expression of Interest forms is true to the best of my knowledge. I also understand that any misleading or wrong information will disqualified this application straightaway.

(Name & Signature)