



Hon. Balasaheb Thackeray Agri business and Rural Transformation (SMART) Project
Project Implementation Unit- Village Social Transformation Foundation (VSTF)
Reg.Office:- Gram Vikas Bhavan, Plot No. 76A, Sector 21, Kharghar - 410210
Branch Office: 21- C Mittal Tower, Nariman Point, Mumbai – 400021
Website: www.smart-mh.org



PIU-VSTF/TSP-CSC/CS selection/93/2023

Date- 03.03.2023

Request for Expression of Interest (REOI)

1. Introduction

Country: India

Name of Project: Hon. Balasaheb Thackeray Agribusiness and Rural Transformation (SMART) Project

Project Number: IBRD Loan No. 90310

Assignment Title:

Hiring of Practicing Company Secretary (Sole Proprietor) for formation of Commodity Stewardship Councils (CSC) under SMART Project

Reference No: SMART/PCMU/PIU-VSTF/ICS/378/2022-23 Date: 03.03.2023

- 2. Brief Background:** Government of Maharashtra has launched World Bank assisted State of Maharashtra's Agribusiness and Rural Transformation (SMART) project in order to transform the agriculture sector and livelihoods in the state. The objective of the project is "to support development of inclusive and competitive agriculture value chains focusing on small holder farmers and agri-entrepreneurs in Maharashtra". This would be achieved by expanding access to new and organized markets for producers and enterprises with complementary investments in provision of technical services and risk management capabilities. Establishment of 'Commodity Stewardship Councils (CSCs)' for selected commodities in Maharashtra is an important component under the SMART project to bring major stakeholders onto a physical, common digital and economically sustainable platform to develop efficient value chain to achieve the stated objective of SMART project perpetually.

Project Implementation Unit – Village Social Transformation Foundation is one of the implementation unit under SMART project. The Project Implementation Unit - VSTF is located at Pune.

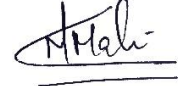
The project now invites Expression of Interest from the interested eligible experts who will support PIU-VSTF for ensuring an efficient registration of Commodity Stewardship Councils (CSCs) with RoC, Pune keeping the scope of laws, compliances, regulations and responsibilities of the section 8 company in purview. The detailed Terms of Reference is attached herewith.

Interested experts should provide information demonstrating that they have the required qualifications and relevant experience to perform the services in the attached CV format only. The short listing shall be based on information furnished by the experts as per the eligibility criteria mentioned in the ToR.

The attention of interested experts is drawn to Section III, paragraph 3.14, 3.16 and 3.17 of the World Bank's "Procurement Regulations for IPF Borrowers", July 2016 Revised November 2017, July 2018 and November 2020.

The interested experts shall submit their CV in a sealed envelope superscripted as EOI for Selection of Practicing Company Secretary (Sole Proprietor) for formation of Commodity

Stewardship Councils (CSC) under SMART Project to the address mentioned below and shall be submitted latest by 20/03/2023 (11.00 AM). For any updates / notices shall be published on the project website www.smart-mh.org



(Shri. Chandrakant Mali)
Nodal officer
Project Implementation Unit - VSTF

Address:

**Project Implementation Unit-Village Social Transformation Foundation (VSTF),
Hon. Balasaheb Thackeray Agribusiness and Rural Transformation (SMART) Project,
Sheti Mahamandal Bhavan 270, Bhamburda, Senapati Bapat Road , Pune -411 016
Email Id: piuvstf.smart@villagetransformation.org**

Terms of Reference (ToR) for Hiring of Practicing Company Secretary (Sole Proprietor) for formation of Commodity Stewardship Council (CSC) under SMART Project

1. Project Background:

Agricultural transformation in Maharashtra faces many challenges. Food grains account for about 25% of gross cropped area but contribute only 7.7% of agricultural GDP. The area under cultivation for cereals has declined since 2000, reflecting a shift from food grains toward cash crops. Post-2000, the State has emerged as a hub for the production of high-value crops. Maharashtra is now one of the largest producer and exporter of the fruits, vegetables, pulses, Cotton and soybean in India. These changes are prompting value addition and food processing activities.

However, agricultural growth and structural transformation are spread unevenly across the state. Small and marginal farmers dominate Maharashtra's agriculture. With the market for most of the commodities increasingly linked to global value chains, fluctuations in prices directly affect the smallholder farmers. The influence of global price movements on commodities like cotton, soybeans, and sugar, which cover 44% of the cropped area in Maharashtra, is particularly strong on producer profitability. On the other hand, commodities with a little footprint outside India are affected mainly by trade policies. For example, prices of pulses (which cover about 20% of cropped area in Maharashtra), while influenced by domestic consumption, have been heavily affected by inconsistent Indian trade policies over the past few years.

Compared to men, women face higher barriers in transitioning to high-value agriculture and agribusiness, and women remain concentrated in the lower end of agricultural value chains. Unlike women, men engage not only in production but participate in the upper levels of value chains, acting as intermediaries or village-level traders and processors, wholesalers, retailers, or exporters.

The State has a continuous engagement with the World Bank and other external funding agencies to find a solution to the woes of farmers in the era of globalization. Maharashtra Agricultural Competitiveness Project (MACP) was implemented in the State from 2010 to 2018 to increase productivity, profitability, and market access of farming community. This project promoted 412 Farmer Producer Companies, upgraded 81 APMCs, 24 Livestock Markets, 470 Rural Haats and 236 Warehouses. Similarly, Maharashtra State Rural Livelihood Mission (MSRLM) is mandated to alleviate poverty through a range of women-centric livelihood interventions. The Mission has empowered 2.2 lakh Self-Help Groups, 5177 Village Organizations, 220 CLFs and created 7000 micro-enterprises. Similarly, Mahila Arthik Vikas Maha Mandal (MAVIM) has mobilized about 15 lakh women into more than 1 lakh Self-Help Groups federated into 406 Community Managed Resource Centres (CMRCs). The Cooperative Movement has promoted a large social capital and created various infrastructure facilities throughout the state. Also, initiatives like the Maharashtra Village Social Transformation Foundation (MVSTF) are working at the grassroots level to bring synergy in the implementation of development activities. This call for a more concerted effort to leverage these strengths and grab the opportunities in the domestic and global markets available to the farmers in the state.

The State is, therefore, implementing '**Hon. Balasaheb Thackeray Agribusiness and Rural Transformation (SMART)**' Project with the financial support of the World Bank. The objective of the project is to support the development of inclusive and competitive agriculture value chains, focusing on smallholder farmers and Agri-entrepreneurs in Maharashtra. This would be achieved by expanding access to new and organized markets for producers and enterprises with complementary investments in technical services and risk management capabilities.

Project Interventions -

The project is expected to benefit approximately 1200 Community based Organizations (CBOs) {CBOs consists of Farmer Producer Companies (FPCs), Cluster Level Federations (CLFs),

Community Managed Resource Centres (CMRCs) and Primary Agricultural Co-operative Societies (PACS)), Farmers' Federations, Grower Associations, and other Farmer Groups of the State through the development of the Productive Partnerships (PPs), Market Access Plans (MAPs), Complementary Innovation Investments (CIIs), Warehouse Business Investments (WBIs) and partnerships between CBOs and private entities, MSMEs, Start-ups, etc.

The project will strengthen and speed up the transformation of ongoing agricultural systems which would be more market-driven with an expanded role of the private sector across the value chain.

Following are the three broad intervention areas identified for the project.

- A. **Enhancing Institutional Capacity to Support Agricultural Transformation** – The objective of this component is to strengthen the institutional capabilities of the government departments to support agricultural transformation more effectively in the state. It will support building capacity of the Department of Agriculture (DoA) and Department of Marketing (DoM) and establishment of Commodity Stewardship Councils to act as a platform for engagement of members of value chains.
- B. **Supporting Enterprise Growth and Expanding Market Access** – The objective of this component is to (i) integrate producers in priority value chains, to operate competitively with strengthened and reliable linkages with buyers and markets, and (ii) enhance the provision of relevant technical and Business Development Services (BDS) to support enterprise growth in the agribusiness sector. This component also supports investments in complementary innovative activities, market intervention to promote production of homogenous and clean Cotton lint and a marketing platform for cotton bales with traceability, creation of infrastructure for agricultural exports, livestock interventions for goat and backyard poultry, capacity building support for farmers, business development support for enterprises along value chains, access to finance for farmer producer companies and a pilot program on urban food systems
- C. **Building Risk Mitigation Mechanism** – This intervention includes strengthening of market information and intelligence services to provide inputs to farmers and government, strengthening warehouse receipt systems as a risk mitigation tool for farmers to avoid distress sale and stabilize market arrivals and price risk management support to the state to develop crisis management plans for the major commodities grown in the state.

Financial Arrangements –

This project is proposed to be implemented in the state over the next seven years, during 2020-21 to 2026-27 with financial support from the World Bank (International Bank for Reconstruction and Development). Total Project Cost is USD 300 Million (approx. Rs. 2100 Crores) which includes IBRD Loan of USD 210 Million (approx. Rs. 1470 Crores), State Contribution of USD 70 Million (approx. Rs. 560 Crores) and Private sector Contribution of USD 10 Million (approx. Rs. 70 Crores).

Implementation Arrangements -

The project implementation structure is designed to promote the use of existing GoM structures at the State, Region, and Districts level. Overall management and coordination will be the responsibility of the SMART Society. The SMART Society is anchored within the Department of Agriculture, GoM and is the coordinating agency for the agribusiness transformation in the state. Coordination of day-to-day project implementation, planning and scheduling, procurement management, financial control, as well as reporting and monitoring, will be the responsibility of the Project Coordination and Management Unit (PCMU) of the SMART Society. Eleven Project Implementing Units (PIUs) have been set up within the project implementing agencies participating in the project. These PIUs are housed in the Department of Agriculture, Department of Animal Husbandry, Directorate of Marketing, Maharashtra State Agriculture Marketing Board (MSAMB), Maharashtra State Warehousing Corporation (MSWC), Maharashtra Cooperative Development Cooperation (MCDC), Maharashtra State Cooperative Cotton Growers Marketing Federation (MahaCot), Maharashtra State Rural Livelihood Mission (MSRLM), Village Social Transformation Foundation (VSTF), Mahila Arthik Vikas Mahamandal (MAVIM), and Pune Municipal Corporation. For greater coordination and review of project implementation at the district level, Eight Regional Implementation Units (RIU) and thirty-four District Implementation Units (DIU) will be established.

2. Background of the Commodity Stewardship Councils (CSC):

Establishment of 'Commodity Stewardship Councils (CSCs)' for selected commodities in Maharashtra is an important component under the SMART project to bring major stakeholders onto a physical, common digital and economically sustainable platform to develop efficient value chain to achieve the stated objective of SMART project perpetually.

The primary objective of this stewardship council will be to act as a platform (Digital as well as Physical) for engaging all actors and stakeholders of the given value chain to act in concert to develop and implement sustainable strategies to create win-win situation for all actors of the concerned value chains. Aspects such as facilitating interdepartmental coordination, policies to enhance production & post-harvest efficiencies, enablers for industry linkages, efficient workforce development, skilling, infrastructure (both soft & hard), integration within the value chains amongst others that are needed to make the respective value chain competitive

CSCs are Stakeholder consortiums bringing together private companies, representatives of farmers and enterprise associations, research institutions and financial institutions to coordinate actions towards development of value chain of focus commodities.

The broad objective of establishing CSCs is to strengthen information, coordination and linkages in the targeted value chains and institute a sustainable mechanism for effective public-private sector dialogue, bringing together stakeholders on a common platform. Specifically, this sub-component (establishing CSCs) will have the following objectives:

- Bringing together stakeholders of identified value chain and institutionalize them for development of competitive value chain
- Defining a long-term vision for the value chain and working towards it actively involving all important stakeholders
- Identification of performance/efficiency gaps in the value chains and devising strategies for the sector to plug these gaps
- Enhancing Market access plans by linking all the stakeholders of Commodity Value Chains
- Policy communication for effective growth of the sectors/value chains
- Dissemination of findings/activities through events and publications to the public at large

3. Objectives of the assignment:

As CSC registration is one of the most important components of this assignment. A Practicing Company secretary (Sole Proprietary) is required for ensuring an efficient registration with RoC, Pune keeping the scope of laws, compliances, regulations and responsibilities of the section 8 company in purview. The company secretary has the legal authority to facilitate the registration and will be better suited for the responsibility to keep a paper trail and maintain the documents since day one for all the CSCs and facilitate all the members their legal queries as and when needed. He will also be responsible to document the first board meeting and obtaining necessary licenses after its incorporation. Thus, ensuring a smooth transition for the CSC in terms of following its bylaws.

The added scope and functions included to the deliverables will be as follows

1. Assisting on the registration documents as well as the whole process with its initial share subscribers.
2. Defining eligibility of the interested members to be a part of the CSC and defining their contribution in different types of shares or grant.
3. Maintaining all the documents trail.
4. Recording all minutes of meeting regarding the formation of CSC as well as meetings after formation.
5. Assisting in bylaws of the CSC as well as making the members aware of the bylaws and their duties.

CS will also act as an added layer of due diligence and scrutiny while formation of CSCs. The CS will act as a third party custodian for each CSC temporarily which will result in structured step by step formation of CSCs and therefore will help the all CSCs members to go through a soft induction process. Because a CS will be involved in all Six CSC formations, he/she will become familiar with the practical challenges faced while registering a CSC. Therefore, after the registration of first CSC the registration process will become much efficient and will be completed in a timely manner as the experience of registration of first CSC will act as an SOP for the **process**.

4. Detailed Scope of Services:

Assistance to PIU VSTF and TSP Grant Thornton, in successful registration of 6 CSCs This includes all the activities compliant for registering a section 8 company (not for profit) in the legal framework that shall be eventually approved by Ministry of Corporate Affairs (MCA). Consultant will support to conceptualization, submission of proposal to GoM, registration of Councils and completion of legal and governance agreements thereof. The final deliverables of the assignment will be decided based on the following scope of work.

1. Registration process for six CSCs
2. Assisting and follow up with subscribers and preparations of Registration documentation required to register the six CSC
3. Acting as a statutory legal expert for all the members of CSC while formation
4. Input for setting the agenda for the first AGM after CSC formation
5. Documentation of minutes of meeting of first AGM
6. Input in making bylaws and providing legal statutory formats to all six CSCs after its registration.
7. Outlining compliances and responsibilities of the CSC and its members
8. Making the agenda along with TSP for the first preliminary meetings after the formations of CSC
9. Reminders of CSC compliances with respect to RoC after their formation
10. Maintaining the detailed record of all the documents & other materials in a digital as well as real hard copies which will be handed over to the respective CSCs/TSP/VSTF after the completion of CS scope of work

5. Final Output/Deliverables:

The outputs/ deliverables for the assignment will be as under:

- a) **Company Name (Search Help).** To register 6 Councils as per the suggestions given by the PDG Members of each council. Consultant will help PIU VSTF & TSP GT to confirm before registration with the help of search report for each council where its stakeholders propose a specific name "....." is not here before registered by any other agency.
- b) **Name Approval Certificate by MCA:** The process of registration will start upon receiving the approval certificate for the given name by Ministry of Corporate Affairs (MCA). Consultant will provide complete guidance for registration as per the MCA guidelines.
- c) **Obtaining Digital Signatories and Director Identification Number (DIN):** Consultant shall seek digital signatories and DIN for the proposed staff in the process of registration. He / she will be responsible for filing all the necessary applications on behalf of each of the 6 councils as and when necessary.
- d) **Obtaining Certificate of Incorporation and License:** Consultant will have to apply and obtain necessary certificates of Incorporation and licenses from State / Central authorities in the process of formation of each council (6).
- e) **PAN, TAN, and GST certificate of Council:** Consultant will have to apply and obtain PAN, TAN and GST certificate for each of the 6 councils from State / Central authorities in the process of formation of each council.
- f) **MOA & AOA of Council:** Consultant will draft MOA and AOA in compliance to the project SMART so that the activities to be carried out as subproject of the SMART supplement the basic legal framework. In addition to this, the consultant will also take inputs from stakeholders of each council to define the objectives of the council by conducting a meeting with all stakeholders before finalizing.
- g) **Pre-Incorporation Meetings for documentation for each of the 6 councils:** The consultant will assist PIU VSTF and GT TSP to conduct pre-incorporation meetings (physical

or virtual) for each of the 6 councils where he/she will brief the PDG members of each council about the nitty gritty of the legal framework of the council and answer the FAQs raised by the members.

- h) **Post incorporation secretarial services and activities related to Council registration:** Consultant will guide on Company Master Data, opening of bank account for each of the 6 councils, and other necessary procedures not enlisted above but necessary for formation, registration, and smooth functioning of the council under Section 8 of Companies Act 2013 thereafter. He / she will be responsible for filing different Documentation Formats, Share Certificates, Statutory Registration, preparation, and submission of proposal to GoM etc. for PIU VSTF and TSP GT.

6. Deliverable and Person days of assignment

Sr. No.	Deliverable	Timeline for all each CSC	Tentative* Person -days for all the 6 CSCs
1	Search Help for Company Name registration	1 day	06
2	Obtaining name approval certificate by MCA	1 day	06
3	Obtaining digital signatories and Director Identification Number (DIN) for each of the 6 councils	1 day	06
4	Obtaining certificate of incorporation and license for each of the 6 councils Obtaining PAN, TAN & GST certificate for each of the 6 councils	6 days	36
5	Drafting and finalizing MOA and AOA for each of the 6 councils	5 days	30
6	Pre-Incorporation Meetings for documentation for each of the 6 councils	3 days	18
7	Post incorporation secretarial services and activities related to Council registration	1 days	06
Total Person-days		18 Person-day	108 Person-days

* Maximum person-days required for the consultant to complete all the deliverables.

7. Minimum Qualification and Experience Requirement:

Consultant shall be a Practicing Company Secretary having minimum post qualification experience of 5 years along with experience of registering at least 5 section 8 companies in that tenure. Consultant must have valid registration with Institute of Company Secretary of India (ICSI). Having experience in incorporation of Section 8 Company related to agriculture field will be preferred.

8. Data, services and facilities to be provided by the PIU VSTF & TSP GT:

PIU VSTF and TSP-CSC will arrange to provide different necessary information and documents for formation and registration of each of the 6 councils from its stakeholders. Further administrative approvals/clearance will be provided wherever necessary. The PIU VSTF will provide working space, communications, and other resources (whenever required) for smooth implementation of the assignment. PIU VSTF will also pay statutory charges to be paid to the registration authority upon submission of original payment receipt.

9. Professional Fee:

In consideration for the Services provided, the Consultant shall be paid Rs. 3000/person-day professional fee excluding GST, if applicable. The payment will be made by the PIU VSTF, SMART on monthly basis as per the person days utilized and after submission of deliverables of work reports. The Consultant shall be responsible for payment of all applicable taxes for the Services rendered by him/her hereunder. The GST amount will be reimbursed by the project upon submission of invoice, if applicable. The professional fee is including all reimbursable and miscellaneous expenses. The registration charges, form filling charges will be paid by the project as actuals on submission of original receipts.

10. Duration of the Assignment

The duration of the assignment shall be for the period of maximum three years from the date of

appointment to successfully register 6 CSCs, and which could be extended for further period as per the requirement of Project as advised by TSP GT.

11. Payment:

The payment to the consultant will be made by the PIU VSTF on monthly basis as per the person days utilised and after submission of detailed report on status of deliverables. However, the PIU VSTF reserves the right to withhold the payment due if the service provided by the consultant towards completion of deliverables within the time is lagging behind or not up to the mark.

12. Composition of Review Committee to monitor the work:

To facilitate and guide the service provider work following Review Committee will review & monitor the assignment periodically. The composition of the Review Committee will be as follows:

1. Chief Executive Officer - Head, PIU-VSTF
2. Nodal Officer, PIU-VSTF
3. Coordinator, PCMU
4. Associate Legal - PCMU
5. Stewardship Council Coordinator, PIU-VSTF

13. Selection procedure: Selection process will involve following steps

- a. Applications will be invited from a Practicing Company secretary (Sole Proprietary).
- b. Evaluation will be based on qualifications criteria.
- c. Shortlisting and signing contract.

14. Submission of Expression of Interest:

- a) Application with CV should be submitted in the format provided by project.
- b) Application should be submitted in the sealed envelope. Envelope should be superscripted as **Application for Practicing Company secretary (Sole Proprietary) for formation of Commodity Stewardship Council (CSC) under SMART Project**. Sealed envelope should be sent to the address mentioned below and shall be submitted within one week from date of listing of this RFP (Tentative schedule). For further updates / notices, applicants shall refer to the project website www.smart-mh.org
- c) Application received after due date for whatever reason shall not be accepted. Incomplete EOIs or submitted in the other format will not be considered for next selection process

15. Conflict of Interest and Confidentiality:

A conflict of interest arises when an Expert has an interest, which may include but is not limited to a financial interest that could, or could be deemed to, improperly influence the performance of his or her official duties or responsibilities as a Panel member. A conflict of interest applies to, among others, Panel members who hold positions in government or non-governmental organizations, or who are working in, or have any contractual arrangement as consultants or otherwise with, an executing entity. All actual or potential conflicts of interest, or the appearance thereof, shall be immediately disclosed in writing to the PCMU SMART. Panel members shall adhere to the Policy on Ethics and Conflict of Interest. Panel members shall adhere to the Fund's information disclosure policy, as may be amended from time to time, including in respect of the treatment of confidential information.

16. Project Director reserves the right to cancel the selection process at any stage of selection and relax the qualification criteria.

(Experts should submit their EOI in following CV format only)

Curriculum Vitae (CV) Format

1. General Information:

CV for Technical Field	
Name of Expert	
Date of Birth	
Correspondence Address	
Contact No	
Email Id	
Country of Citizenship / Residence	

2. Education:

Sr. No.	Degree / Certificate or other specialized education obtained	College and / or University attended	Passing Year	Percentage / Grade obtained

3. Training Attended:

Sr. No.	Institution	Details of Training	Period

4. Experience details relevant to assignment: : _____

5. Membership in Professional Associations and Publications: _____

6. Language Skills (indicate only languages in which you can work): _____

7. Adequacy for the Assignment

Sr. No	Reference to Prior Work / Assignments that Best Illustrates Capability to Handle the Assigned Tasks

Certification:

I, the undersigned, certify that to the best of my knowledge and belief, this CV correctly describes myself, my qualifications, and my experience, and I am available, as and when necessary, to undertake the assignment if selected. I understand that any misstatement or misrepresentation described herein may lead to my disqualification or dismissal by the client, and / or sanctions by the World Bank

Name of Expert

Signature

Date:

List of Required Documents to be attached-

- a) Registration certificate of Institute of Company Secretary of India (ICSI).
- b) Supporting documents related to post qualification experience.
- c) Experience of registering section 8 companies in similar nature
- d) Experience in incorporation of Section 8 Company related to agriculture field

Note:

- a) Self-attested documents of all educational and work experience should be submitted along with this CV else CV shall not be considered for further selection process.