

## **JOB DESCRIPTION**

**COMPANY SECRETARY, Uttar Pradesh Medical Supplies Corporation Limited (UPMSCL), Lucknow**

1. **POSITION VACANT:** Whole timer Company Secretary (CS) Uttar Pradesh Medical Supplies Corporation Limited (UPMSCL), Lucknow, Uttar Pradesh

2. **ORGANIZATION BACKGROUND:-**

Uttar Pradesh Medical Supplies Corporation Limited (UPMSCL), is a Government Company, registered under the provisions of companies Act 2013 having its Registered Office at 7/23, SUDA Bhawan, Vibuti Khand, Gomti Nagar Extension, lucknow, U.P. Headed By an IAS officer. The Corporation is acting as the nodal organization for centralized procurement and distribution of drugs and equipment to Government Health Facilities in Uttar Pradesh.

**UPMSCL's Vision:-** is to ensure availability of quality drugs, medical equipment at lowest cost at all public health facilities. Besides procuring medicines and equipment, UPMSCL will also enter into private- public partnerships for bringing changes in the health sector.

3. **BASIC OBJECTIVE OF UPMSCL**

- (i) Ensuring coverage of all the essential drugs under Rate Contract.
- (ii) Facilitating supplier selection, contract negotiation and share of business allocation;
- (iii) Establishment and execution of Centralized procurement systems for the procurement of drugs, consumables and medical equipment in Uttar Pradesh;
- (iv) Ensuring quality control and availability of all the drugs & consumables and medical equipment at district drug warehouses, procured through UPMSCL.
- (v) Ensuring timely payments to the suppliers against the procurement of drugs, consumables and medical equipment by UPMSCL.
- (vi) Maintaining records related to indents/ requirements, purchase orders, supply and consumption of drugs, consumables and medical equipment and support in preparation of annual forecasting and budgeting process;
- (vii) Reconciliation of indents vs. budgetary allocations and budget variance analysis for procurement of drugs, consumables and medical equipment;
- (viii) Procurement of medical equipment or other materials based on purchase requests received from others department/ organization of Government of Uttar Pradesh.

4. **For more information about the organization, please visit [www.upmsc.in](http://www.upmsc.in)**

**JOB DESCRIPTION/ RESPONSIBILITIES:-**

- (i) Company Secretary shall report to the Managing Director of UPMSCL.
- (ii) CS shall be responsible for the efficient administration of the corporation especially with regard to ensuring compliances with Statutory and regulatory requirements.
- (iii) To ensure timely and regular compliances as per Companies Act and various other Acts applicable to the Corporation.
- (iv) To co-ordinate with various Government Department and authorities as per the requirement of the corporation.

5. **KEY ROLES AND RESPONSIBILITIES**

- (i) To report to the Board about the compliance with the provisions of this Act.
- (ii) To ensure that the company complies with the secretarial standards.
- (iii) To provide to the directors of the company the guidance they require in discharging their duties, responsibilities and powers.
- (iv) To facilitate the convening of meetings and attend Board, committee and general meetings and maintain the minutes of these meetings.
- (v) To obtain approvals from the Board, general meeting, the government and such other authorities as required under the provisions of the Act.
- (vi) To assist the Board in the conduct of the affairs of the company.

- (vii) To assist and advise the Board in ensuring good corporate governance and in complying with the corporate governance requirements and best practices.

**6. GENERAL DUTIES OF COMPANY SECRETARY**

- To comply with internal regulations and legislation
- Duty to disclose all information for inclusion in register of directors and secretary.
- Duty to exercise due care and diligence
- To draft directors report.
- Maintaining the statutory registers of the company.
- Ensuring Board decisions are properly communicated
- Registration of share transfers and issuance of related share certificates
- Communicating with company shareholders
- Safe custody of company seal
- Certifying documents such as Certificate of incorporation, Memorandum, and Articles of Association.
- Giving legal advice to Directors.
- To act as an information link

**7. OTHER FUNCTIONS, DUTIES AND RESPONSIBILITIES**

The Company Secretary shall discharge all functions and duties as defined in the various provisions of the Companies Act, 2013 and Rules made there under. The Company Secretary will be liable as the officer in default for the non-compliance with provisions of the company Act.

**8. CONTRACTUAL LIABILITIES OF COMPANY SECRETARY.**

- He/ she shall be liable for any negligence on part of his duty. He/she may be dismissed.
- He/she must not do anything beyond his authority, if he does he/ she will be personally liable for the loss.
- He/ she shall be under the obligation to not disclose any secret information about the company to outsiders.
- He/she shall be liable for any secret profits made by him on account of his position.
- If the Company Secretary commits any fraud, he/she must indemnify to the company for any loss occurred.

**9. RIGHTS AND POWERS OF COMPANY SECRETARY**

- He/she has the right to supervise and control the secretarial department of the company
- He/she has the right to issue share certificate of the company
- Being the principal officer he/she also has the right to sign official documents of the company
- He/she is empowered to perform all activities under various Acts
- He/she has the right to be indemnified for any loss suffered by him in discharging his duties

**10. RESTRICTIONS OF COMPANY SECRETARY:**

- He/she cannot enter into a contract on behalf of the company unless specifically authorised by the directors of the company
- He/she cannot borrow money in the name of the company
- He/she cannot call meetings which are related to 3rd parties
- He/she cannot acknowledge a debt against a suit against company
- He/she cannot register, transfer shares without the authority of Board of Directors

**11. QUALIFICATION AND EXPERIENCE:**

**A. QUALIFICATION:**

**ESSENTIAL:**

Applicant must be Company Secretary having registration with The Institute of Company Secretaries of India (ICSI).

**DESIRABLE:**

Applicant having Degree in Law from a recognized University Institute.

**B. EXPERIENCE:**

Applicant must have post qualification experience of about 10 years in Public Companies (Government/Private)

**AGE:**

Maximum age limit: 45 years .

**12. CONTRACT TYPE AND PERIOD:** The position is on offer on a contractual basis, initially for a period of three years, extendable thereafter, based on performance and subject to further approval by UPMSCL.

**13. COMPENSATION OFFERED:**

Monthly fixed Honorarium slab for the position is approx. Rs. 78800 to 140000 per month.

**LOCATION:** Lucknow

**REFERENCE:** C.S.

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