

**Terms of Reference
For
Providing Legal Compliance Support to Tarakhola Jalbidhyut Limited,
Baglung and Bomkhola Mini Hydropower Limited, Lukla, Solukhumbu.**

1. Introduction

National Rural and Renewable Energy Programme (NRREP), executed by Alternative Energy Promotion Centre (AEPC), is a single program modality for all energy related activities in Nepal. The development objective of AEPC/NRREP is to improve the living standard of rural women and men, increase employment as well as productivity of women and men, reduce dependency on traditional energy and attain sustainable development by integrating alternative energy with the socio-economic activities of women and men in rural communities.

The UNDP-GEF Renewable Energy for Rural Livelihood (RERL) programme will enhance the realization of renewable energy benefits targeted by NRREP with the removal of current barriers that hinder private sector financing of, and investment on, larger scale rural-based hydropower projects.

2. Background

Tarakhola Jalbidhyut Limited situated at Tara Rural Municipality in Baglung and Bomkhola Minihydropower Limited situated at Khumbu Pasanglhamu RM in Solukhumbu are Mini hydropower Project having generation power of 380KW and 184KW respectively. These both Projects have been now registered as Public Limited Company under the Companies Act of Nepal.

It is found that after registrations as Public Limited Company there are many Legal and tax compliances that the Public Limited Company should go through and comply. On failure to comply these there attracts many legal fine and penalties which is barrier to the smooth operation of the Company. On the other hand documentation part of the company should be strong for future endeavor which is not being followed in these companies because of lack of knowledge and manpower.

Beside this, Being a big number of Promoter in the Company which has been managed by some strategy at the time of registration of the Company, the first share lagat could not have been received till now.

In this backdrop, AEPC/RERL intends to seek consulting firm to provide training like orientation program to the Community as well as management of the Company and Consulting service for 1 year to establish the company policy and other system for smooth operation of the Company.

3. Objectives of the Assignment

The main objective of the assignment is to deliver the legal orientation to promoters and to provide for preparation of necessary document as per the Company Act.

4. Scope of Work

The Consultant will undertake, but not limited to, the following activities in order to complete the task.

- ❖ The consultant shall be responsible for design appropriate training course on legal and tax compliance to avoid future fine and penalties to the Company.
- ❖ Share review and finalization of new share structure of the Company.
- ❖ Support to prepare necessary documents and coordinate with concern authority for permission to start business and transaction
- ❖ All the related documents, minutes and others necessary documents and should be prepared the submit to company registered office Kathmandu
- ❖ Facilitate to publish the AOA & MOA to the general Public.
- ❖ The consulting firm is responsible to process for getting the 1st share Lagat of company after the review of share structure.
- ❖ Support to company to prepare necessary documents, minute, strategic meeting, decision and others necessary document that shall submit as per the company act regularly in company register office Kathmandu
- ❖ The Consulting firm should visit the registered office of each company to ensure the board meeting and general meeting
- ❖ The firm should visit minimum one time each in concern company registered office
- ❖ Firm will be responsible to support for timely submission of the periodical report, tax deduction and payment and other compliance to avoid the extra financial burden to company.
- ❖ The firm should provide necessary legal and financial consulting services including review of book keeping and internal audit of the company for the period of one year.
- ❖ Consultant should submit the monthly status report and other training report to RERL

5. Inputs from AEPC/NRREP

The following inputs will be made available for completing the assignment:

- ❖ Budget to carry out the assignment,
- ❖ Inputs to assist the consultant in different stages of the assignment from AEPC/RERL.

6. Human Resource Requirement

The proposed team should comprise of following experts having proven track record of conducting legal and financial management.

6.1 Team Leader

Legal Expert- The legal expert should have at least 5 years' experience in registration, operation and legal compliance of company. S/he should have the extensive knowledge on company laws, regulation and its compliance. It would be added advantage with extensive knowledge and experiences for registration of mini hydro power projects under public limited company including policies, rules and regulations. . S/he should have Bachelor Degree in Management, Law, and Economics, Development Studies or any other relevant subjects.

6.2 Others personnel

The consultant may propose other support personnel or assistants to complete the assignment in the given time frame. The qualifications of the proposed assistants shall be justifiably related to the scope of work under this assignment.

7. Timing and budget

The consulting firm shall provide consulting services to the both company for one year from the date of signing of the contract agreement with AEPC/RERL.

8. Deliverables (Outputs)

The following are the expected results of the assignment;

- ❖ Conduct training program event on legal and tax compliance to both the companies after the registration to the promoters with maximum 3 days per event at field level.
- ❖ Registration of the 1st Share Lagat of the Company after the share review as on current date.
- ❖ Receive Permission to start business and transaction from the concerned government department.
- ❖ A written management policy for each company to be followed for the smooth operation of the company.
- ❖ Submission of the periodical report, tax deduction and payment and other compliance to avoid the extra financial burden to company.
- ❖ Submit monthly progress/status report to RERL
- ❖ Completion report of the assignment

9. Organization/Consultant Requirement and Experience

- Must have carried out similar work successfully for any organizations or public institutions
- Must have previous experience of working with RERL/AEPC.
- Sufficient setup for managing all logistic facilities required for training and it will be the responsibility of the consultant/organization
- Knowledge and expertise in renewable energy sector

10. Document to be submitted

- A copy of company registration certificate with updated renewal
- A copy of VAT/ PAN registration certificate
- A copy of tax clearance certificate of FY 2073/74
- Signed CVs of the professional/s
- Any other relevant documents

11. Duties and Taxes

The consultant shall pay all tariffs, duties, other taxes or charges levied by the GoN at any stage during the execution of work.

Should you have queries on the notice, please forward an email clearly mentioning your queries to Mr. Subas C. Kunwar at email subas.kunwar@aepec.gov.np. Although efforts will be made to respond to such queries as soon as possible, kindly set aside ample time for us to furnish responses to your queries.

Expressions of interest (in hard copy) must be personally delivered to the address given below by before 22 August 2018

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