



KUDREMUKH

KIOCL LIMITED

(A Government of India Enterprise)

CIN L13100KA1976PLC002974

Registered Office: II Block, Koramangala,
Bengaluru- 560 034

Website : www.kioclltd.in

Tel : 080 - 25531525, Email Id : cs@kioclltd.com

Sub: - Inviting bids for appointment of Practicing Company Secretary / Firm of Company Secretaries for conducting Secretarial Audit of KIOCL for a period of 3 years from F.Y. 2017-18 onwards

KIOCL LIMITED, a Mini-Ratna, Schedule 'A', Category-I, PSU, under the administrative control of the Ministry of Steel, Government of India, listed with NSE, BSE & MSEI, registered as a Public Ltd. Company under the Companies Act, 1956, intends to appoint Practicing Company Secretary / Firm of Company Secretaries for conducting Secretarial Audit of the Company for a period of 3 years from F.Y. 2017-18 onwards.

I. SCOPE OF WORK

To carry out Secretarial Audit of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended from time to time.

Secretarial Audit shall be in adherence to the relevant notifications / clarifications issued by Ministry of Corporate Affairs, Govt. of India, the guidance note of Secretarial Audit issued by the Institute of Company Secretaries of India, from time to time and Secretarial Standards (if so issued during the course of audit).

Compliance with any other instructions issued in respect of Secretarial Audit under Companies Act, 2013.

II. ELIGIBILITY CRITERIA FOR SUBMISSION OF TECHNICAL BID

The Company Secretary in practice (practicing as a sole proprietor) / firm of Company Secretaries in practice should have continuous (without any break) experience of 5 years or more in full time practice.

III. TERMS AND CONDITIONS

1. **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for a period of 3 years from F.Y. 2017-18 onwards.
2. **Completion of Audit:** The Secretarial Audit shall be completed within 20 days from the end of relevant financial year. It is also expected that the Secretarial Audit has to commence within 5 days from the end of relevant financial year, time being the essence of the contract and the Secretarial Audit Report should be submitted as per the format (as near as possible) prescribed under Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
3. **Place of Audit:** The audit work has to be conducted at the Registered Office of KIOCL at II Block, Koramangala, Bengaluru - 560034.
4. **Place of Office:** The Company Secretary in practice (practicing as a sole proprietor) / firm of Company Secretaries in practice should have an office in Bengaluru.
5. **Sub-contract the work:** Company Secretary in practice (practicing as a sole proprietor) or firm of Company Secretaries in practice shall not sub-contract the work.
6. **Payment Terms:** Payment will be released within 30 days from the date of submission of bill by the PCS /Firm to Company Secretary Office after issuance of Secretarial Audit Report to the satisfaction of KIOCL. No advance payment shall be made for conducting Secretarial Audit.
7. **Right of Rejection:** The Management of KIOCL reserves the right to reject all or any bids without assigning any reason(s), whatsoever.
8. **Identification of Nodal Officer:** The successful PCS/ Firm shall nominate a Nodal Officer, immediately on the award of the work /contract for timely and smooth interaction.

9. **Confidentiality and Secrecy:** The secretarial audit team will work in strict confidence and will ensure that the data, statement and any other information in respect of the operation of the location / work centre / Company is dealt with strict confidentiality and secrecy.
10. **Fraud Prevention Policy of KIOCL:** Everyone make a note that 'fraud prevention policy' is being followed in KIOCL, which provides a system for prevention/detection/reporting of any fraud. It also forbids everyone from involvement in fraudulent activity & that where any fraudulent activity is suspected by anyone, the matter must be reported to the 'Nodal Officer' (Chief Vigilance Officer) as soon as he/she comes to know of any fraud or suspected fraud.
11. No partner of the PCS Firm should be related to either Managing Director or any Whole Time Directors or Part Time Directors of the Company within the meaning of the Companies Act, 2013 & Neither the PCS Firm nor its partner(s) or associates should have any interest in the business of the Company.
12. The Secretarial auditor(s) will be required to issue & submit certificate of Independence and arm's length relationship.
13. PCS Firm shall have prime responsibility to ensure that the maximum number of audit limits specified under Companies Act, 2013 are not violated.
14. The PCS Firm shall be free from any disqualification under The Companies Act, 2013.
15. **Evaluation criteria:** Being a two bid system, all price bids of techno-commercially acceptable bidders will be evaluated based on lump sum fees quoted by the bidder in the price bid at Annexure II excluding taxes. The lowest (L1) bidder would be considered for appointment as Secretarial Auditor. In case of a tie between two or more Firms, Firm having more experience and / or firm having experience with CPSEs will be preferred.

16. **Dispute:** In case of any dispute arising during execution of contract, an amicable solution may be arrived at with discussion and reconciliation. However, in case of any dispute remaining unresolved, decision of Director (Finance), KIOCL will be final and binding on both the parties to the contract.
17. **Validity of Offer:** The offer should be valid for 45 days from the date of opening of technical bid.
18. **Debarment Clause:** - In case the L1 party fails to execute the job, the firm will be debarred from taking up jobs of any kind in KIOCL in future for a period of three years.
19. The PCS/Firm satisfying/fulfilling above minimum criteria may download the Tender Document from <http://www.kioclltd.in>
20. **Last date for submission of Technical Bid and Financial Bid:** Technical Bid and Financial Bid formats are enclosed as Annexure-I and Annexure-II respectively. The Technical bid and financial Bid duly signed on each page with official stamp by proprietor/partner of the firm should be submitted in separate sealed envelopes superscribed as 'Technical Bid' and 'Financial Bid' for "Offer for conducting Secretarial Audit of KIOCL" should reach on or before 28/03/2018 latest by 3:00 PM at the following address:-
- The Company Secretary,
KIOCL Limited,
II Block, Koramangala,
Bangalore - 560034
E-mail: - cs@kioclltd.com
Telefax: - 080-25531525
21. **Opening of Technical Bid & Financial Bid:** After the evaluation of Technical Bid on predetermined criteria, financial Bids of bidders who qualify in the technical bids will be opened. The Bidder who will quote the lowest fee would be considered for award of the mandate for conducting Secretarial Audit.

22. Taxes as applicable will be payable extra. In addition to this, any statutory payment deposited by the firm through challan in respect of the above jobs will be reimbursed on actual basis.
23. Incomplete tenders are liable to be rejected. In case of any clarification required in this regard, the undersigned could be contacted at phone no.080-25531525. KIOCL reserves the right to cancel/ restrict/ enlarge/modify/ postpone and/ or extend the date of receipt/ opening of Bid or withdraw the Bid notice without assigning any reason(s) whatsoever. In such case the bidders shall not be entitled to any form of compensation from the company.

Date: 21st, March, 2018
Place : Bengaluru

For and on behalf of
KIOCL LIMITED



(S.K. Padhi)
Company Secretary

Annexure-I

(On letter head of Practicing Company Secretary/ Firm of Company Secretaries)
PROFORMA FOR TECHNICAL BID
(For conducting Secretarial audit of KIOCL Ltd.)

The Company Secretary,
KIOCL Limited,
II Block, Koramangala,
Bangalore - 560034

Sl. No.	Particulars	Reply
1	Name of the Practicing Company Secretary(PCS)/ Firm of Company Secretaries (Firm) : <ul style="list-style-type: none">- Whether Partnership/ Proprietorship/ Individual- Name of the Lead Partner/ Proprietor/ Individual/- In charge Name(s) of the Contact person(s) and the Contact details	
2	a) Date of Commencement of Practice as PCS b) Date of approval of name of the Firm from ICSI c) Certificate of Practice (COP) Number / Registration Number. (Please Attach Documentary evidence)	
3	Details of Office(s) <ul style="list-style-type: none">a) Addressb) Telephone number with STD codec) Fax number with STD coded) Email addresse) Website, if anyf) Name of the person in charge of the office	

	g) Mobile number of Company Secretary in practice (practicing as a Sole proprietor) / lead partner of the firm of practicing company Secretaries / In-charge of the office.	
4	Post Qualification Experience in full time practice of Lead Partner/Proprietor/ Individual under whose supervision the Secretarial Audit of KIOCL will be conducted. (Please Documentary evidence i.e. COP etc.)	
5	PAN No. GST No. (Please Attach Documentary evidence)	
6	Any other relevant information (Please Attach separate sheet, if required).	

Declaration

1. All the information provided by me/us herein above is correct.
2. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure.
3. I/We have read all the terms and conditions of bid and the instructions and these are acceptable to me/us.
4. The required documentary evidences duly signed and sealed are enclosed.
5. If appointed to conduct the Secretarial Audit of KIOCL LIMITED, my Audit team will work in strict confidence and will ensure that the information in respect of the Company is dealt in strict confidence and secrecy.
6. There has not been disciplinary action initiated or contemplated / suspension of Certificate of Practice during the last three financial years. The Company Secretary in practice (practicing as sole proprietor) / firm of company secretaries in practice is free from disqualification, if any, under the provisions of Companies Act, 2013.

Signature: -----

Name and Designation of the Authorized Signatory: -----

Stamp of the PCS/Firm: -----

Date: -----

Place: -----

Annexure-II

(On letter head of Practicing Company Secretary/ Firm of Company Secretaries)

PROFORMA FOR FINANCIAL BID

(For conducting Secretarial Audit of KIOCL Ltd)

The Company Secretary,
KIOCL Limited,
II Block, Koramangala,
Bangalore - 560034

(PRICE BID)
Schedule of Rates

S. No.	Description	Lump Sum Price (Rs.)
A	Secretarial Audit	Rs.
	TOTAL AMOUNT PAYABLE	
	Amount in Words	

- Note: 1. Taxes will be payable extra as applicable.
2. In addition to this, any statutory payment deposited by the firm through challan in respect of the above jobs will be reimbursed on actual basis.

Signature:

Name and Designation of the Authorized Signatory:

Stamp of the PCS/Firm:

Date:

Place: