



KIOCL LIMITED

Notice Inviting Tender

for Engagement of services of Practicing Company Secretary / Firm, for conducting Secretarial Audit of KIOCL Limited for a period of 3 years from F.Y. 2017-18 onwards.

The scope of work alongwith detailed terms & conditions are available at the website of Company www.kioclltd.in and on the website of Institute of Company Secretaries of India, Bangalore Chapter, which can be downloaded.

KIOCL LIMITED

CIN:L13100KA1976GOI1002974

Sub: Notice Inviting Tender for engagement of services of a Practicing Company Secretary (PCS)/ Firm, for conducting Secretarial Audit of KIOCL Limited, for a period of 3 years from FY 2017-18 onwards

1. INTRODUCTION

KIOCL Limited is a Listed Mini-Ratna (Category-I) Central Public Sector Enterprise of Government of India with an authorised share capital of Rs.675 crores and paid up share capital of Rs. 634.51 crores. The Company is in the business of production and sale of Iron Oxide Pellets and manufacturer of Foundry Grade Pig Iron.

The Corporate Office is situated at Bengaluru and Two (2) manufacturing Units at Mangaluru.

2.0 SCOPE OF WORK

Detailed scope of work shall be as under:

- 2.1 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).
- 2.2 Compliance with any other instructions issued in respect of Secretarial Audit under Companies Act, 2013.

3.0 QUALIFYING REQUIREMENTS/ ELIGIBILITY CRITERIA

- 3.1 The Practicing Company Secretary (PCS)/ Firm should have minimum Seven (7) years experience in full time practice. The cut-off date for ascertaining experience will be 31st January 2018.
- 3.2 The Practicing Company Secretary (PCS) / Firm should have conducted Secretarial Audit of at least Fifteen (15) Companies out of which Two (2) listed Companies having minimum annual turnover of Rs.500 crores during financial year 2016-17.
- 3.3 The Practicing Company Secretary (PCS) / Firm should have an average annual turnover of Rs.10 lakhs or more from practice in last three financial years i.e. F.Y. 2014-15, 2015-16 and 2016-17.
- 3.4 The Practicing Company Secretary (PCS)/ Firm should have minimum Three (3) active partners in full time practice or a minimum Three (3) full time employees, who are qualified Company Secretaries.
- 3.5 The Practicing Company Secretary (PCS) / Firm should be based at Bengaluru.

- 3.6 The Applicant should have not been banned / black listed / de-barred from business by any PSU / Govt. Department during last Three (03) years. Self declaration in this regard is to be submitted.
- 3.7 The Applicant should not have been penalized by the ICSI / MCA / ROC or any other Government Authority in any Disciplinary Proceedings during last Five (5) years. Self-declaration in this regard is to be submitted.
- 3.8 Any Practising Company Secretary(PCS) / Firm which is professionally associated with KIOCL in any manner including the Secretarial Audit for 2016-17, are debarred from applying for the engagement of Secretarial Audit.

4.0 APPLICATION AND SELECTION PROCEDURE

4.1 **Bid Documents** - The PCS / Firm satisfying / fulfilling the above minimum criteria may download the Bid Documents from Company's website: www.kioclltd.in.

4.2 **Bidding Schedule:**

Sr. No.	Particulars	Date/Time
1.	Date of Publication of tender on KIOCL Website	15 th February, 2018
2.	Last Date & Time of Receipt of tender in Physical Form	14 th March, 2018 up to 3.00 PM
3.	Date & Time of Opening of Techno-Commercial Bids	15 th March, 2018 up to 3.00 PM
4.	Date & Time of Opening of Techno-Financial Bids	17 th March, 2018 up to 3.00 PM

4.3 A sealed proposal containing tender document should be submitted in two parts i.e. Techno-Commercial Bid (Annexure-I) and Financial Bid (Annexure-II). The Techno - Commercial Bid envelope must be sealed and superscribed with "KIOCL Limited - Appointment of Secretarial Auditor-Techno - Commercial Bid" and the financial bid envelope must be sealed and superscribed with "KIOCL Limited – Appointment of Secretarial Auditor - Financial Bid". The Name & Address of the Applicant Firm must also be mentioned on the body of both envelopes. Both these envelopes may be put in a separate cover after affixing proper seal and should be superscribed as "KIOCL Limited – Appointment of Secretarial Auditor – Bid" and should reach the undersigned at the following address, on or before the due date and time as mentioned above:-

Mr. S K Padhi,
Company Secretary,
KIOCL Limited,
IInd Block, Koramangala,
Bengaluru- 560034

4.4 **Language** - The bid document as well as all correspondence and documents relating to the qualification exchanged by the applicants and the Client, shall be in the English language.

4.5 **Enclosures** - The Bidder shall enclose copies of all documents wherever specified in this Notice inviting tender or Techno-commercial Bid Format in the envelope containing the Techno-commercial Bid. No documents should be enclosed with the financial bids and any such documents enclosed with the financial bid would not be considered for evaluation.

The original and all copies of the tender, each consisting of the documents listed above, shall be typed or written in indelible ink and shall be signed by the applicant or a person or persons duly authorized to bind the applicant to the contract. All pages of the tender, except for un-amended printed literature, shall be stamped & initialled by the person or persons signing the tender.

4.6 **Authorized Signatory** - The term "PCS/ Firm" as used in the tender shall mean the one who has signed the tender document forms. The Company Secretary / the person signing on behalf of Company Secretary Firm should be the duly Authorized Representative of the PCS/ Firm for which a certificate of authority will be submitted. All certificates and documents (including any clarifications sought and any subsequent correspondences) received hereby, shall be furnished and signed by the Authorized Representative. The power or authorization, or any other document consisting of adequate proof of the ability of the signatory to bind the "PCS/ Firm" shall be annexed to the tender.

4.7 KIOCL may out rightly reject any proposal not supported by adequate proof of the signatory's authority. The "PCS/ Firm" should indicate their contact details in the offer.

4.8 Before the last date for the receipt of tender, the undersigned may amend any of the tender conditions as may be desired if such an amendment is necessary and the same shall be up-loaded as a corrigendum and will be made available only on the website www.kiocltd.in. Hence, the prospective bidders are advised to keep visiting the above website for any updates in this regard.

4.9 Mere submission of application and fulfilling eligibility criteria does not entitle the Firm /PCS to any right to receive any work from KIOCL.

- 4.10 The Management of KIOCL reserves the right:
- a) To reject all or any bids without assigning any reason(s), whatsoever.
 - b) To include any other item under the scope of work as per requirements of law as amended from time to time.
 - c) To request additional submissions / clarifications / documents at any stage.
 - d) To cancel the process entirely at any stage at its sole discretion without assigning any reason whatsoever.
- 4.11 The Bid shall be liable to be rejected if:
- a) It is not covered in proper sealed cover with superscription as indicated.
 - b) It is not in the prescribed form and not containing all required details.
 - c) If bid format or language is modified in any manner.
 - d) It is not properly signed.
 - e) It is received after the expiry of due date and time.
 - f) It is received by telex, fax, telegram or email.
- 4.12 For all the bids received before the last date and time of bid submission, the proposals and accompanying documentation of the bid will become the property of KIOCL and will not be returned after opening of the bid. KIOCL is not restricted in its rights to use or disclose any or all of the information contained in the proposal and can do so without any compensation to the applicants. KIOCL shall not be bound by any language in the proposal indicating the confidentiality of the proposal or any other restriction on its use or disclosure.
- 4.13 **Misrepresentation of facts** - If at any stage of evaluation process or during the term of assignment, any suppression / falsification of any information provided by the PCS / Firm comes to the notice of the KIOCL, the KIOCL shall have the right to reject the proposal or terminate his / her / their empanelment, as the case may be, without any compensation to the PCS / Firm.
- 4.14 The Work would be awarded to the Techno-commercially qualified / eligible bidder quoting the lowest rates / fees for the work.
- 4.15 In case of a tie between lowest bidders, the bidder possessing the higher experience or experience more relevant to KIOCL, in the sole opinion and

discretion of KIOCL, shall be appointed as the Secretarial Auditor. The decision of KIOCL's Management shall be final and binding in this regard.

5.0 WORK SPECIFIC TERMS AND CONDITIONS

- 5.1 Firm Price – The rates, at which the work is awarded to the lowest bidder, shall remain firm during the entire period of the Service/ Contract.
- 5.2 Place of Audit: The Secretarial Audit has to be conducted at the Registered and Corporate Office of the Company at - Company Secretariat, KIOCL Limited, IIInd Block, Koramangala, Bengaluru or at any other place as may be decided by KIOCL Limited.
- 5.3 Procedure of Audit - The audit shall be carried out in two phases as under:-
 - i. Interim Audit – Interim Audit shall be completed by the Auditor within 30 days of award of work in the first year (i.e. FY 2017-18) and on or before 31st December of each year in the subsequent years.
 - ii. Final Audit – Final Audit shall be completed by the Auditor within 30 days of end of each financial year.
- 5.4 TA, Conveyance and Accommodation charges incurred in connection with the Audit shall be paid to the PCS/ Firm at par with prevailing entitlement of AGM level officer of the Company as per the company's HR Policy as amended from time to time. Expenses shall be reimbursed at actuals, subject to production of supporting bills/other documentary proofs and further subject to verification and approval of OIC.
- 5.5 Audit Assistants – The PCS/ Firm shall be permitted to bring not more than one qualified assistants. Such Assistant shall be paid TA and accommodation at par with entitlement of E2 level officer of the Company as per the company's HR Policy as amended from time to time. Expenses shall be reimbursed at actuals, subject to production of supporting bills/other documentary proofs and further subject to verification and approval of OIC.
- 5.6 Payment Terms: Payment will be released within one month from the date of submission of bill by the PCS/Firms after issuance of Secretarial Audit Report to the satisfaction of KIOCL. No advance payment shall be made for conduct of Secretarial Audit.
- 5.7 Taxes – Taxes or other statutory levies, applicable as per the prevailing laws of the land from time to time shall be separately reimbursed to the PCS/ Firm.

5.8 TDS – All payments shall be subject to Tax Deduction at Source (TDS) as per applicable provisions of Income Tax Act, 1961 and allied rules/ regulations.

5.9 Compliances/ declarations by the PCS/Firm on appointment

5.9.1 The successful PCS / Firm shall nominate a Nodal Officer within 10 days from the award of the work / contract. Details of Nodal Officer should be given to KIOCL immediately after his/her nomination for timely and smooth interaction.

5.9.2 The Audit Firm / PCS shall undertake not to sub-contract the work.

5.9.3 Neither the Firm/ PCS nor its Partners or Associates have any interest in the business of KIOCL.

5.9.4 Certificate of independence.

5.9.5 If the firm/PCS is appointed as Secretarial Auditor, it will not cross the limits specified under Companies Act, 2013, if any.

5.10 Officer in Charge – On all matters including payment pertaining to this work, the appointed Secretarial Auditor shall directly interact with the following official who shall be the Officer in charge (OIC) of this work:-

Mr. S K Padhi,
Company Secretary,
KIOCL Limited,
IInd Block, Koramangala,
Bengaluru- 560034
Telefax No. +91 -80-25531525
Email: cs@kioclltd.com

5.11 **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 CMD, KIOCL Limited will be final and binding on both the parties to the Contract.

5.12 **Confidentiality** - The PCS/ Firm shall treat all the information provided by the KIOCL as confidential and shall also ensure the security and confidentiality of information, documents, records, Software, data, deliverables etc. handled during the Secretarial Work and subsequently. The above information shall not be shared without written approval.

5.13 Legal Jurisdiction - Any action taken or proceedings initiated on any matter relating to any dispute or difference arising out of this work shall be subject to the jurisdiction of Bangalore Courts only.

5.14 Termination of Service – KIOCL reserves the right to terminate the services of Secretarial Auditor anytime during the tenure of the contract at its sole discretion and without assigning any reasons, by giving one month notice to the Secretarial Auditor.

(On letter head of PCS/ Firm of Company Secretaries)
 Bid for conducting Secretarial Audit of KIOCL Limited

Annexure – I

Proforma for Techno-commercial Bids

Sl. No	Particulars	Reply																					
1.	Name of the Practicing Company Secretary (PCS)/ Firm of Company Secretaries: <ul style="list-style-type: none"> • Whether individual/ proprietorship / partnership • Name & Contact details of Individual in-charge/ proprietor/ lead partner. 																						
2.	A. Date of commencement of Practice by PCS/ Firm B. Certificate of Practice Number/ Registration No. Attach Documentary Proof:- <ul style="list-style-type: none"> i. Copy of Certificate of Practice or Certificate from ICSI regarding date of Commencement of Practice as CS; and / or ii. Copy of approval letter from ICSI in respect of Firm's Name. 																						
3.	Details of Experience in Format – A Attach Documentary Proof																						
4.	Names and Membership Nos. of PCS/ Proprietor/ Active partners in full time practice and/ or full time employees, who are qualified Company Secretaries. Attach Documentary Proof:- ICSI Membership Certificates	<table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Name</th> <th>Membership No.</th> </tr> </thead> <tbody> <tr> <td>A.</td> <td colspan="2">PCS/Proprietor/Active partners in full time practice</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> </tr> <tr> <td>B.</td> <td colspan="2">Full time employees, who are qualified Company Secretaries</td> </tr> <tr> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Sr. No.	Name	Membership No.	A.	PCS/Proprietor/Active partners in full time practice											B.	Full time employees, who are qualified Company Secretaries				
Sr. No.	Name	Membership No.																					
A.	PCS/Proprietor/Active partners in full time practice																						
B.	Full time employees, who are qualified Company Secretaries																						

5.	Complete address & contact details of Headquarters in Bengaluru :- Address Telephone Nos. Fax No. Email			
6.	Average annual turnover practice in last three financial years i.e. 2014-15, 2015-16 % 2016-17 Attach documentary evidence:- Copies of Audited Annual Financial Statements for FY 2014-15, 2015-16 and 2016-17			
7.	Self-declaration by the Applicant in Format – B			
8.	PAN No. GST No. (Attach Documentary Proof)			

Declaration:

I / We..... do hereby solemnly declare and affirm that:-

1. All the information provided by me/us here above is correct to the best of my/our knowledge and belief.
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 & conditions of Notice Inviting Tender and these are fully and unconditionally acceptable to me/us.

For and on behalf of

Signature

Name & Designation of the Authorized signatory

Stamp of PCS/ Firm

Place:..... Date:.....

Bid for conducting Secretarial Audit of KIOCL Limited

Format – A

Details of Experience

Sr. No.	Name of Company	Listed/ Unlisted	CPSU/ State PSU/ Private	Paid up Capital	Annual Turnover	Shareholders Base	Type of Assignment (Secretarial Audit / Corporate Governance Audit)
2016-17							
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							

Bid for conducting Secretarial Audit of KIOCL Limited

Format – B

FORM OF DECLARATION

I / We _____ (name of Applicant) having its registered office at _____ (hereinafter referred to as the Applicant) having carefully studied and understood all the terms and conditions stipulated in the "Notice inviting tender for engagement of services of a Practicing Company Secretary / Firm, for conducting Secretarial Audit of KIOCL Limited, for a period of 3 years from FY 2017-18 onwards."

Having undertaken to execute the said works, I / We do hereby accord my / our unconditional acceptance to the terms and conditions contained in above mentioned Notice inviting tender and do hereby solemnly declare and affirm that:-

1. I/ We are familiar with all the requirements of the tender.
2. I/ We have not been influenced by any statement or promise of any person of the Client but only the tender Documents.
3. I/ We are financially solvent.
4. I/ We are experienced and competent to perform the Contract to the satisfaction of Client.
5. I/ We are familiar with Companies Act 1956/ 2013, regulations and guidelines prescribed under Securities and Exchange Board of India Act 1992 and other Laws, regulations, Guidelines, bye-laws, standards etc. mentioned in scope of work of Secretarial Audit at clause no. 2.0 of tender that may affect the work, its performance or personnel employed therein.
6. I/ We have not been banned/ black listed/ de-barred from business by any PSU/ Govt. Department during last three (03) years.
7. I/We have not been penalized by the ICSI/MCA/ROC and other Government Authorities in any Disciplinary Proceedings during past 5 years.
8. I/ We hereby authorize the Employer to seek reference from the bankers of our firm for its financial position.
9. I/ We undertake to abide by all labour welfare legislations.
10. All the statement submitted by us is true and correct.

For and on behalf of

Signature

Name & Designation of the Authorized signatory

Stamp of PCS/ Firm

Place:.....

Date:.....

(On letter head of PCS/ Firm of Company Secretaries)
Bid for conducting Secretarial Audit of KIOCL Limited

Annexure – II

Proforma for Financial Bids

To,
Mr. S K Padhi,
Company Secretary,
KIOCL Limited,
IIInd Block, Koramangala,
Bengaluru- 560034.

Subject: KIOCL Limited – Appointment of Secretarial Auditor- Financial Bid

Dear Sir,

I/We.....Practicing Company Secretary/ Firm of Company Secretaries are pleased to submit our Financial/Commercial Bid for the assignment/scope of work as mentioned in the tender document No. dated as under:-

Particulars	Amount per Year*	Total Amount for 3 Years*
(A)	(B)	(C)
Professional Fee for Secretarial Audit (Excluding Service Tax)		

*Notes:-

1. Taxes, Levies, Travelling Expenses, Accommodation Charges, Out of Pocket Expenses incurred in connection with the Secretarial Audit, as applicable under prevailing laws of the land and terms of the award shall be reimbursed over and above the above quoted amount.
2. The Work would be awarded to the Techno-commercially qualified / eligible bidder quoting the lowest rates/ fee for the work.

For and on behalf of

Signature

Name & Designation of the Authorized signatory

Stamp of PCS/ Firm

Place:.....

Date:.....