

BOARD SECRETARIAT

Tender No.CS/HPIL//2020-21/01

Date : 19.06.2020

**Sub: Inviting bids for Engagement of Delhi/ NCR based Practicing Company Secretaries/
Firm of Company Secretaries for carrying out Secretarial Audit of
HEMISPHERE PROPERTIES INDIA LIMITED (HPIL) for FY 2019-20**

Hemisphere Properties India Limited (HPIL) was set up on 17th January,2005 as “Company” under the provisions of Companies Act, 1956. Govt of India holds about 51.12% equity stake in Hemisphere Properties India Limited (HPIL). Hemisphere Properties India Limited (HPIL). The paid up capital of the company is Rs.285 crores. To know more about the company, please visit our website on hpil.co.in.

Hemisphere Properties India Limited (HPIL) intends to appoint reputed Practicing Company Secretary/Firm of Practicing Company Secretaries as Secretarial Auditor for the Financial Year 2019- 20 and 2020-21 in accordance with the provisions of Companies Act, 2013.

(I) SCOPE OF WORK

The illustrative (but not exhaustive) Scope of Work under Secretarial Audit is given in **Annexure-I** for understanding and ready reference.

(II) Eligibility criteria for submission of Technical Bid

1. The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of Hemisphere Properties India Limited (HPIL) will be carried out, should have continuous (without any break) experience of 10 years or more in full time practice. The cut-off date for ascertaining experience will be 01.04.2020 and;
2. The PCS/Firm should have conducted Secretarial Audit of atleast two Listed Companies and;
3. Company Secretary Firm/PCS should have minimum two active partners/employees in full time practice who are qualified Company Secretaries and members of ICSI and;

4. The PCS/Firm should have an Average Annual Turnover of Rs.15 Lakhs or more, in preceding three Financial years and;
5. The PCS/Firm should have their Head Office in Delhi/NCR.

Note:

1. The PCS/PCS Firm (Bidder) qualifying the above eligibility criteria shall be considered for Financial Bid.

Terms & Conditions

- (i) **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for the financial year 2019-20 and 2020-21.
- (ii) **Completion of Audit:** The Secretarial Audit shall be completed within 30 days from the date of assignment. It is also expected that the Secretarial Audit has to commence within 7 days from the award of the work/contract, time being the essence of the contract and the Secretarial Audit report should be submitted as per the format (as near as possible) prescribed pursuant to Section 204(1) of the **Companies Act, 2013** and under Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (iii) **Place of Audit:** The audit work has to be conducted at the Corporate Office of the Corporation at Room No. 144, C-Wing, Nirman Bhawan Maulana Azad Road New Delhi-110001.
- (iv) **Payment Terms:** Payment will be released within one month from the date of convening the ensuing AGM upon submission of bill by the PCS/Firm after issuance of Secretarial Audit Report to the satisfaction of Hemisphere Properties India Limited (HPIL). No advance payment shall be made for conduct of Secretarial Audit.
- (v) The Management of Hemisphere Properties India Limited (HPIL) reserves the right to reject all or any bids without assigning any reason(s), whatsoever.
- (vi) **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.
- (vii) **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, Hemisphere Properties India Limited (HPIL) will be final and binding on both the parties to the contract.
- (viii) The PCS/Firm satisfying/fulfilling above minimum criteria may download the Tender Document from hpil.co.in or collect the same from Reception at the Hemisphere Properties India Limited (HPIL) Corporate Office at Room No. 144, C-Wing, Nirman Bhawan Maulana Azad Road New Delhi-110001. On any working day (Monday to Friday) between 10.00 AM to 4.00 P.M.
- (ix) **Last date for submission of Technical Bid & Financial Bid:** Technical Bid and Financial Bid formats are enclosed as **Annexure-II** and **Annexure-III** respectively. The Technical Bid and Financial Bid duly signed on each page should be submitted along with supporting documents for eligibility wherever required and Covering Letter as per Form-A in separate sealed

envelopes superscribed as “Technical Bid” and “Financial Bid” for “Offer for conducting Secretarial Audit for the FY 2019-20” and “Hemisphere Properties India Limited” should reach **on or before 2nd July, 2020 by 4.00 P.M. at the following address:**

| |
|--|
| Physical |
| Sh Amit Kataria, Director, Hemisphere Properties India Limited Room No: 611, Nirman Bhawan, Maulana Azad Road, Delhi: 110001 |

- (x) **Opening of Technical bid:** Technical Bids will be opened on **03.07.2020** at **3.00 PM** in the presence of applicants, who desire to be present there. The Technical Bids received after the specified date/time, incomplete/unsigned, in open envelope or by fax will not be considered and shall be rejected.
- (xi) **Opening of Financial Bid:** After evaluation of technical bids on pre- determined criteria, Financial Bids of top 10 rank holders in the list of technically qualified bidders only, will be opened on **03.07.2020 by 4.00PM P.M.** in the presence of bidders, if they desire so. The Bidder who will quote the lowest fee (not less than Re.1/-) would be considered for award of the mandate for conducting Secretarial Audit.

In case of any clarification required in this regard, the undersigned could be contacted at phone No.011-23061325. HEMISPHERE PROPERTIES INDIA LIMITED (HPIL) 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.

Sd/-
(Lubna)
Company Secretary

SCOPE OF WORK – SECRETARIAL AUDIT

The broad scope of Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations and guidelines:-

- (i) The Companies Act, 2013 / Companies Act, 1956 and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The SEBI, Act, 1992 and following rules & regulations made thereunder;
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- (vi) Secretarial Standards issued by "The Institute of Company Secretaries of India";
- (vii) Guidelines on Corporate Governance 2010 applicable for CPSEs issued by the Department of Public Enterprises, Govt of India, New Delhi.
- (ix) Any other laws/regulations as may be applicable specifically to the company including Prevention of Money Laundering Act (PMLA), RBI Act and regulations made there-under and KYC norms as per RBI prudential Norms etc..

Annexure-II

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

**PROFORMA FOR TECHNICAL BID
(For conducting Secretariat Audit of HEMISPHERE PROPERTIES INDIA LIMITED
(HPIL) Limited)**

To
The Company Secretary ,
Hemisphere Properties India Limited
Room No: 611, Nirman Bhawan,
Maulana Azad Road, Delhi: 110001

| Sl.No. | Particulars | Details |
|--------|---|---------|
| 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/Proprietorship/ Individual/Incharge• Name(s) of the Contact person(s) and the Contact details | |
| 2. | I. Date of Commencement of Practice as PCS II. Date of approval of name of the Firm from ICSI iii. Certificate of Practice(COP) Number/Registration Number (Please Attach Documentary evidence) | |
| 3. | Details of Office(s) Address: Telephone No.s Fax No. E-mail Website | |
| 4. | Post Qualification Experience in full time practice of Lead Partner/Proprietor/ Individual under whose supervision the Secretarial Audit of HEMISPHERE PROPERTIES INDIA LIMITED (HPIL) will be conducted. (Please Attach Documentary evidence i.e. COP etc) | |

| | | | | |
|----|---|-------|---------------------|--|
| 5. | PAN No. GST Regn.No. (Please Attach Documentary evidence) | | | |
| 6. | Number of Secretarial Audits conducted in Listed Companies (Please Attach Documentary evidence) | S.No. | Name of the Company | Financial Year for which Secretarial Audit conducted |
| | | | | |
| 7. | Number of active Partners in the Firm or Number of employees with PCS, who are qualified Company Secretaries and members of ICSI: (Please attach details including name, membership no., experience etc. of active partner/employee) | | | |
| 8. | Average Annual Turnover of the PCS/Firm in preceding three financial years based on ITR/Balance Sheet(Please Attach Documentary evidence). | | | |
| 9. | 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 & conditions of bid and the instructions and these are acceptable to me/us.

Signature_____

Name & Designation of the Authorized Signatory_____

Stamp of the PCS/Firm_____

Date:-----

Place:-----

Annexure-III

**PROFORMA FOR FINANCIAL BID
(For conducting Secretarial Audit of Hemisphere Properties India Limited)**

To
Company Secretary
Hemisphere Properties India
Limited (HPIL)
Room No: 611, Nirman Bhawan,
Maulana Azad Road, Delhi: 110001

(PRICE BID)
Schedule of Rates

| S.No. | Description | Lump sum Price(Rs.) |
|-------|--|---------------------|
| A. | Fixed Amount (inclusive of all charges, out of pocket expenses etc.) | |
| | TOTAL AMOUNT PAYABLE | |
| | Amount in Words | |

Note: 1. The above quoted amount is exclusive of all taxes and duties and remains firm during the period of the contract.

Signature-----

Name & Designation of the Authorized Signatory-----

Stamp of the PCS/Firm-----

Date-----

Place-----

Form – A

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

To,

Date : _____

Company Secretary,

Hemisphere Properties India Limited (HPIL)
Room No: 611, Nirman Bhawan, Maulana Azad
Road, Delhi: 110001

Dear Sir,

We, the undersigned, offer to provide the Secretarial Audit services for Financial Year 2019-20 and 2020-2021 in accordance with your tender enquiry dated 19.06.2020, and hereby submit our Proposal, which includes:

- a) Technical Proposal (**Annexure- II**) enclosed under a separate sealed envelope.
- b) Financial Proposal (**Annexure - III**) enclosed under a separate sealed envelope.

We hereby declare that all the information and statements made in this Proposal are true and accept that any misinterpretation contained in it may lead to our disqualification. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure.

We hereby confirm:

- (a) that I am/any partner of the firm or the Firm is not related to any of the Directors or KMPs of the Company within the meaning of Companies Act, 2013 and Rules made thereunder.
- (b) that neither the firm/proprietorship nor its Partners or Associates have interest in the business of the Company.
- (c) that the appointment / re-appointment will be within the applicable maximum limit as per the provisions of the Companies Act, 2013.
- (d) that no partners/ employee of the firm has been held guilty of professional mis-conduct by ICSI.

The prices quoted by us in the Financial Proposal (**Annexure - III**) are valid till six months from the date of submission of the quotation. We confirm that this proposal will remain binding upon us and may be accepted by you at any time before the expiry date.

Prices have been arrived independently without consultation, communication, agreement or understanding (for the purpose of restricting competition) with any competitor.

I/ We agree to bear all costs incurred by us in connection with the preparation and submission of the proposal and to bear any further pre-contract costs.

I/We agree to provide all additional information/clarification/documents as may be required by the Company in connection with the processing of proposal.

I/We understand that Hemisphere Properties India Limited (HPIL) Limited is not bound to accept the lowest or any proposal or to give any reason for award, or for the rejection of any proposal.

I confirm that I have authority of [Insert Name of the Agency/Firm] to submit the proposal and to negotiate on its behalf.

I/We have read all the terms & conditions of bid and the instructions and these are acceptable to me/us.

Signature_____

Name & Designation of Authorised Signatory_____

Stamp of PCS /Firm

Date:-----

Place:-----