

**REQUEST FOR PROPOSAL**  
**FOR**  
**APPOINTMENT OF SECRETARIAL AUDITOR**  
**FOR FY 2018-19 & 2019-20**  
**FOR**  
**IFCI INFRASTRUCTURE DEVELOPMENT LIMITED**  
**(A WHOLLY OWNED SUBSIDIARY OF IFCI LTD., A GOVT. OF INDIA UNDERTAKING)**

**ISSUED BY:**

**IFCI INFRASTRUCTURE DEVELOPMENT LIMITED**  
**6<sup>th</sup> FLOOR, IFCI TOWER, NEHRU PLACE**  
**NEW DELHI**

**DATE OF ISSUE: MARCH 29, 2019**

## **DISCLAIMER**

This Request for Proposal (RFP) document is not an agreement or offer by IFCI INFRASTRUCTURE DEVELOPMENT LIMITED (**hereinafter to be referred as IIDL**) to the prospective applicant or any other party. The purpose of this RFP is to provide interested parties with information to assist the formulation of their proposal.

While this RFP has been prepared in good faith, neither IIDL nor its employees make any representation or warranty express or implied as to the accuracy, reliability or completeness of the information contained in this RFP.

## **CONTENTS**

<b>Sl. No.</b>	<b>Particulars</b>	
1.	Letter of Invitation	
2.	Information to Company Secretaries/Firm of Company Secretaries	
	2.1	Timeline
	2.2	Eligibility Criteria & Terms and Conditions – General
	2.3	Terms and Conditions – Post Selection of the Successful Bidder
	2.4	Procedure for Submission of Proposal
3.	Technical and Financial Proposal and their Standard Formats	
4.	Annexures	
	4.1	Annexure I - Section 204 of Companies Act, 2013
	4.2	Annexure II - Scope of Audit work
	4.3	Annexure III - Format for submission of Secretarial Audit Report
	4.4	Annexure IV - Declaration Format
	4.5	Annexure V - Format for Technical Bid
	4.6	Annexure VI – Format for Financial Bid

## REQUEST FOR PROPOSAL (RFP)

### APPOINTMENT OF SECRETARIAL AUDITOR

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#### 1. Letter of Invitation.

IFCI Infrastructure Development Limited (IIDL) invites applications from the Individual / Partnership Firms / Companies meeting the eligibility criteria as specified at para 2.2 below, preferably specializing in secretarial audit for conducting Secretarial Audit of IIDL for the FY 2018-19 for a period of three (02) years, subject to annual performance review. The Audit is to be conducted to comply with the requirements mentioned in Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014. (**Annexure I**). The Scope of Audit is as per **Annexure II**. The Firm should submit its report in proper format (Form MR.3) of Secretarial Audit Report as prescribed in Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as per **Annexure III**.

#### 2. Information to Company Secretaries/ Firm of Company Secretaries regarding:-

##### 2.1 Timeline

The following shall be the time schedule for completion of the bidding process

Sl. No.	Event	Tentative Schedule
1.	Date of Issue of RFP	March 29, 2019
2.	Last date of Bid submission	April 8, 2019, 15:00 Hours
3.	Opening of Financial (Price) Bid of Qualified Bidders	To be displayed on website in due course of time

##### 2.2 Minimum Eligibility Criteria:

1. The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of IFCI Infrastructure Development Limited will be carried out, should have a minimum Post CS Qualification Experience of 05 years, out of which minimum 03 years should be in full time practice;

2. The Company Secretary in Practice/ Firm of Company Secretary should have an experience of audit of Government Departments/ Company/ Public Sector Undertakings, etc. having share capital of at least Rs. 50 crores or net worth of Rs. 100 crores;
3. The Company Secretary in Practice/ Firm of Company Secretary should have his/ its Headquarters in Delhi/NCR.

#### **Terms and conditions - General**

1. IIDL reserves the right to cancel the RFP partly or fully at its sole discretion at any stage without assigning any reason to any of the participating bidders/applicants.
2. IIDL reserves the right to reject any or all Bids/proposals without assigning any reasons.
3. IIDL also reserves the right to modify the Terms and Conditions and also to cancel the Bid Process at any stage without assigning any reasons.
4. The last date for submission of the bids is **April 08, 2019 up to 15:00 hours.**
5. The Bidders/applicants have the option of sending their BID/Proposal as specified in para 2.4 either by registered post or speed post or courier. In case the bids are delivered by hand, the sealed envelope should be put inside the drop box placed in the premises of IIDL for this purpose.
6. The Firms will be shortlisted on the basis of assessment as per Technical Bids. The Financial Bids of these shortlisted firms will only be opened.
7. The bidder/applicant shall submit the bid/proposal which shall remain valid up to 30 days after the BID deadline. IIDL reserves the right to reject any BID/proposal which does not meet the aforementioned validity requirement.
8. All the pages of BID/proposal document, forming part of the BID/proposal must be signed & sealed by the Authorized signatory on behalf of the bidder/applicant. A declaration in the format for Authorized signatory as in **Annexure IV** to be submitted with the bid/proposal.
9. IIDL takes no responsibility of Bid's misplacement if the envelopes – I/II/III are not closed appropriately.

10. IIDL reserves the right to amend/modify the draft attachments partly or fully at its sole discretion at any stage without assigning any reason to any of the participating bidders/applicant.
11. Bids/proposal that are incomplete i.e. not accompanied in the format as required, not received by the due date and time and having Conflict of Interest will be rejected.

### **2.3 Terms and conditions – Post selection of the successful bidder**

1. IIDL reserves the right to cancel the Contract placed on the selected bidder/applicant and recover expenditure incurred by IIDL under the following circumstances:
  - (a) The selected bidder/applicant commits a breach of any of the terms and condition of the bid.
  - (b) The selected bidder/applicant goes into liquidation, voluntary or otherwise.
  - (c) If the selected bidder/applicant fails to complete the assignment as per the time lines prescribed in the RFP and the extension if any allowed, it will be a breach of the contract.
2. After award of the contract, if the selected bidder/applicant does not perform satisfactorily or delays execution of the contract, IIDL reserves the right to get the balance contract done by another party of its choice by giving one month's notice for the same. In this event the selected bidder/applicant shall be bound to make good the additional expenditure, which IIDL may have to incur in executing the balance Contract. This Clause is applicable, if for any reason, the contract is cancelled.
3. In the event of termination of the contract due to any cause whatsoever, [whether consequent to the stipulated term of the contract or otherwise] IIDL shall be entitled to impose any such obligations and conditions and issue any clarifications as may be necessary to ensure an efficient transition and effective business continuity of the service(s) which the Bidder/applicants shall be obliged to comply with and take all available steps to minimize loss resulting from that termination / breach, and further allow the next successor bidder to take over the obligations of the erstwhile bidder in relation to the execution / continued execution of the scope of the contract.
4. The bidder/applicant shall indemnify IIDL and keep indemnified for any loss or damage, cost or consequences that IIDL may sustain, suffer or incur on account of violation / fault on part of the Bidder/applicant. The total liability of the selected bidder/applicant under this clause shall not exceed the total contract value.

5. The selected bidder/applicant or any of its partners or any of their employees shall not, under any circumstance, be deemed to have any employer-employee relationship with IIDL.
6. The bidder should declare, whether he/she or any of partners/employees is/are "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013. If so, give details thereof, to ensure compliance under Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.
7. IIDL reserves the right to reject any or all bids and/or alter the conditions without assigning any reason thereof.
8. **Conduct of Secretarial Audit:** The Secretarial Audit shall be completed within 30/45 days from the date of end of financial year or award of work/contract whichever is later. It is also expected that the Secretarial Audit has to commence within 20 days from the award of the work/contract, time being the essence of the contract.
9. **Place of Audit:** The audit work has to be conducted at the Registered Office of the Company at IFCI Tower (6<sup>th</sup> floor), 61 Nehru Place, New Delhi-110019. No transportation cost shall be paid/reimbursed for travelling within the NCR for purpose of audit.
10. **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.
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 Managing Director, IIDL will be final and binding on both the parties to the Contract.

In the event of failure by the successful tender(L-1), the Company is at liberty and also reserves the right to get the Secretarial Audit conducted from the next lowest bidder (L-2) to ensure uninterrupted conduct of Audit. In such circumstances, the differential cost, incidental charges and other excess expenditure, if any, will be recovered from the L-1 applicant. This assignment will not give/confer you any right/assurance of any kind any job in this organization.

12. **Payment Terms:** Payment will be released within one month from the date of submission of bill by the PCS/ Firm and after issuance of Secretarial Audit Report to the satisfaction of IIDL. No advance shall be made for conduct of Secretarial Audit.

## **2.4 Procedure for submission of proposal.**

The bidders i.e. Company Secretaries / Firm of Company Secretaries (Eligible as above) may apply in Two bid system and submit in **separate sealed** envelopes, as under:

**ENVELOPE I** Super-scribed as TECHNICAL BID containing TECHNICAL BID.

**ENVELOPE II** Super-scribed as FINANCIAL BID containing FINANCIAL BID.

**ENVELOPE III** Super-scribed as "APPLICATION FOR APPOINTMENT OF COMPANY SECRETARIES OR FIRM OF COMPANY SECRETARIES FOR SECRETARIAL AUDIT OF IIDL FOR FY 2018-19", Containing TECHNICAL BID **ENVELOPE** & FINANCIAL BID **ENVELOPE**.

**ENVELOPE III:** To Be Addressed and delivered to:

**Managing Director  
IFCI Infrastructure Development Ltd.  
6<sup>th</sup> Floor, IFCI Tower, 61,  
Nehru Place, New Delhi.**

**ON OR BEFORE: April 08, 2019, 15:00 Hours**

**N.B: Application received after due date and Time will be not be entertained.**

## **3. Technical and Financial Proposal and their Standard Formats.**

TECHNICAL BID: Information as per **Annexure-V**

FINANCIAL BID: Fees for the assignment, applicable taxes, other expenses, if any, **all inclusive** as per **Annexure-VI**.



## **ANNEXURE I**

- **Section 204 of the Companies Act 2013**

### **204. Secretarial audit for bigger companies**

(1) Every listed company and a company belonging to other class of companies as may be prescribed shall annex with its Board's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.

(2) It shall be the duty of the company to give all assistance and facilities to the company secretary in practice, for auditing the secretarial and related records of the company.

(3) The Board of Directors, in their report made in terms of sub-section (3) of section 134, shall explain in full any qualification or observation or other remarks made by the company secretary in practice in his report under sub-section (1).

(4) If a company or any officer of the company or the company secretary in practice, contravenes the provisions of this section, the company, every officer of the company or the company secretary in practice, who is in default, shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

- **Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014**

### **9. Secretarial Audit Report.-**

(1) For the purposes of sub-section (1) of section 204, the other class of companies shall be as under

- a) Every public company having a paid-up share capital of fifty crore rupees or more; or
- b) Every public company having a turnover of two hundred fifty crore rupees or more.

**Scope of Secretarial Audit**

Secretarial Audit is applicable under section 204(1) of the Companies Act 2013 read with Rule 9, Companies (Appointment and Remuneration Personnel) Rules, 2014). The broad purpose of the Secretarial Audit is identification and verification of the compliances under the various acts, enactments, rules, regulations, and guidelines as may be applicable on the Company.

On the basis of the audit, the Auditor will give a report on the compliances with regard to the followings, among other things:

1. The Companies Act, 2013, and Rules made thereunder, including any amendment thereof;
2. The Securities Contracts (Regulation) Act, 1956("SCRA"), and the Rules made thereunder including any amendment thereof, wherever applicable;
3. The Depositories Act, 1996, and the Regulations and Bye-laws framed thereunder including any amendment thereof, wherever applicable;
4. The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing including any amendment thereof, wherever applicable;
5. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'), wherever applicable.
6. Any other Laws/Regulations/Guidelines as may be applicable specifically to the company from time to time.
7. The Auditor shall also examine the compliance of Secretarial Standards issued by The Institute of Company Secretaries of India and as approved by the Central Government from time to time.
8. The Auditor shall also verify the books, papers, minutes' books, forms, and returns filed and other records maintained.
9. Any other specific activity as may be advised by 'The Institute of Company Secretaries of India or Audit Committee/Board/regulator(s)/Govt./management of IIDL from time to time.
10. Verification of the in-house system and process in the company as per size and operations of the company to monitor and ensure compliance with applicable laws rules, regulations and guidelines.
11. Reporting the details specific events / actions having a major bearing on the company's affairs like:
  - Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013,

- Merger / amalgamation / reconstruction,
- Foreign technical collaborations etc.

12. The Secretarial Auditor shall help the Company in formulating a checklist based Compliance Monitoring System for IIDL initially before undertaking the Secretarial Audit.

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED .....**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED .....**

To,

The Members,

..... Limited

I/We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by..... (name of the company).(hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the ..... (name of the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on \_\_\_\_\_, \_\_\_\_\_ complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-

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mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I/we have examined the books, papers, minute books, forms and returns filed and other records maintained by ..... ("the Company") for the financial year ended on \_\_, \_\_\_\_ according to the provisions of:

...contd

- (i) The Companies Act, 2013 (the Act) 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 to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (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; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) ..... (Mention the other laws as may be applicable specifically to the company)

I/we have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with ..... Stock Exchange(s), if applicable;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

*Note: Please report specific non compliances / observations / audit qualification, reservation or adverse remarks in respect of the above para wise.*

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of

the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

*Note: Please report specific observations / qualification, reservation or adverse remarks in respect of the Board Structures/system and processes relating to the Audit period.*

I/we further report that during the audit period the company has .....

(Give details of specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above).

For example:

- (i) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- (ii) Redemption / buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger / amalgamation / reconstruction, etc.
- (v) Foreign technical collaborations

Place:

Signature:

Date: Name of Company Secretary in practice / Firm:

ACS/FCS No.

C P No.:

*Note: Parawise details of the Audit finding, if necessary, may be placed as annexure to the report.*

**ANNEXURE IV**

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

**DECLARATION/ACCEPTANCE**

I \_\_\_\_\_ S/o Sh. \_\_\_\_\_ working as \_\_\_\_\_ in (name of the firm and firm address in full be mentioned), hereby solemnly affirm and declare that I have been authorized by the firm to sign the response to this RFP. I, hereby declare and certify through the firm that I have accepted all the terms & conditions mentioned in this RFP and I shall abide by all the terms & conditions in the event of acceptance of my/our Bid/Proposal.

Signature of Authorized Person of the firm/ proprietor etc. with Seal & Stamp.

Place: \_\_\_\_\_

Name:

\_\_\_\_\_

Dated: \_\_\_\_\_

Designation: \_\_\_\_\_

Membership No. \_\_\_\_\_

**ANNEXURE V**

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

**PROFORMA FOR TECHNICAL BID**

**(For conducting Secretarial Audit of IIDL)**

To

Managing Director,  
IFCI Infrastructure Development Limited (IIDL)  
IFCI Tower, 61 Nehru Place  
New Delhi – 110019.

<b>S. No.</b>	<b>Particulars</b>
1.	Name of the Practicing Company Secretary(PCS) /Firm of Company Secretaries (Firm): <ul style="list-style-type: none"><li>• Whether Partnership/ Proprietorship/ Individual</li><li>• Name of the Lead Partner/ Proprietor/ Individual/ In- charge</li><li>• Name(s) of the Contact person(s) and the Contact details</li></ul>
2.	Date of Commencement of Practice as PCS Date of registration Certificate of Practice (COP) Number / Registration Number. (Please attach documentary evidence)
3.	Details of Office(s) Address: - Telephone Nos. : Fax No. :- Email:- Website:-
4.	Post Qualification Experience in full time practice of Lead Partner / Proprietor / (Please attach documentary evidence)
5.	Individual under whose supervision the Secretarial Audit will be conducted PAN No (Please attach documentary evidence) GST No. (Please attach documentary evidence)



6.	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 the active partner / employee.)
7	Annual turnover of the PCS / Firm in preceding Financial Year based on ITR / balance Sheet (Please attach documentary evidence)
8	Self-Attested Copy of Balance Sheet of the Firm for the last 3 (three) financial years,
9	Profile of the firm
10	List of major clients including, past and present, with details of type of services provided.
11	Self-Attested Copy of ICSI Registration Certificate
12	Self-Declaration in the enclosed format (Annexure IV)
13	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: -----

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

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

Date: -----

Place: -----

**ANNEXURE VI**

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

**PROFORMA FOR FINANCIAL BID  
(For conducting Secretarial Audit of IIDL)**

To  
Managing Director,  
IFCI Infrastructure Development Limited (IIDL)  
IFCI Tower, 61 Nehru Place  
New Delhi – 110019.

Price Bid (Exclusive of taxes)

<b>Sl. No</b>	<b>Description</b>	<b>Amount (in figures) All inclusive-cost</b>	<b>Amount (In words)</b>
1.	Conducting Secretarial Audit of IIDL for FY 2018 – 19.		

Total amount in words: Rupees \_\_\_\_\_ only

Signature: -----

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

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

Date: -----

Place: -----