

Hindustan Copper Limited
(A Government of India Enterprise)
1, Ashutosh Chowdhury Avenue
Kolkata - 700 019

Bid No. GEM/2024/B/4496262

Date: 25-01-2024

Limited Tender Enquiry (LTE) for appointment of firm of Practicing Company Secretary as Secretarial Auditor of Hindustan Copper Ltd for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report

Sir/ Madam,

Hindustan Copper Ltd (HCL), is a listed Central PSU under the Ministry of Mines, Government of India. The Company is listed at BSE and NSE and has approx. 3,50,000 shareholders and engaged in mining of copper ore. The Company has its operating units at Khetri (Rajasthan), Malanjkhand (Madhya Pradesh), Ghatsila (Jharkhand) and Taloja (Maharashtra). The Company invites offers through Government e Marketplace (GeM) Portal, on-line bidding process, for appointment of firm of Practicing Company Secretaries (PCS) as Secretarial Auditor of Hindustan Copper Ltd for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report in compliance with applicable provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] read with MCA and SEBI Circulars, Guidelines, Rules and Regulations.

1. INSTRUCTIONS FOR BIDDING:

1.1 Bidders are requested to give their relevant details and most competitive offer indicating their annual total fees for performing the job of Secretarial Audit and furnishing Annual Secretarial Compliance Report of HCL in the proforma enclosed as **Annexure I** through GeM Portal. The quoted fees should be inclusive of local transport charges at Kolkata incurred for which no separate payment will be made. Taxes & duties applicable may be mentioned separately. The quoted fees by the bidder shall be fixed for the entire period of contract and no price escalation will be allowed during the tenure of the Contract.

1.2 Important Dates to be noted:

Tender Publishing date	:	25-01-2024
Bid Submission date up to	:	05-02-2024 at 3:00 PM
Bid Opening Date	:	05-02-2024 at 3:30 PM

1.3 Bidder has to check Corrigendum uploaded against the Tender Enquiry/Bid Document from time to time on GeM Portal and resubmit their bids in case of any change in their offer due to the corrigendum, before the final bid submission date/time.

1.4 Bidder must submit their bid within due date & time.

1.5 The Company has the right to open any tender if the bids received are less than required bids or more without assigning any reason thereof.

- 1.6 Bidder must fill up all the clauses and furnish all the required information as per the instructions given in various clauses of this Bid document.
- 1.7 The details as called for in the bidding documents shall be filled and completed by the bidders in all respect and shall be submitted with requisite information and Annexures.
- 1.8 All direct and indirect cost for preparation and submission of bidder's quotation shall be to bidder's account.
- 1.9 Although all details presented in this bid document have been compiled with all reasonable care, it is the bidder's responsibility to ensure that the information provided is adequate and clearly understood.
- 1.10 Bidder's quotation is the responsibility of the Bidder and no relief or consideration can be given for errors and omissions.
- 1.11 Bidders shall treat the bidding documents and contents therein as strictly confidential.
- 1.12 Currencies for bid and payment shall be in Indian Rupees (INR) only.
- 1.13 **Bidder has to submit the following documents:**
- a. Bid submission / Quotation in the format specified at **Annexure-I**.
 - b. Certified true copy of GST registration certificate and PAN.
- 1.14 Conditional as well as late and delayed offers or offers received by email or physical/offline mode will not be considered.
- 1.15 HCL reserves the right to cancel/ modify/ postpone and/or extend the date of receipt/ opening of bids or withdraw the Tender notice without assigning any reason(s) whatsoever. In such case, the participating firms of PCS shall not be entitled to any form of compensation from the Company.
- 1.16 The interested parties should go through Terms and Conditions of the tender before submitting their offer on-line.
- 1.17 Tender will be awarded only on the basis of L-1 Quoted rate (fee). L-1 bidder will be decided as per Evaluation method mentioned in Bid Document.
In case more than 1 bidder have same L-1 rate, the successful L-1 bidder shall be selected as per prevailing GeM algorithm/ functionality.

2. SCOPE OF WORK

- 2.1 To furnish Secretarial Audit Report in the prescribed Form MR-3 pursuant to Section 204 of the Companies Act, 2013 and the rules made there under (including any amendments thereto) as may be notified by the Ministry of Corporate Affairs (MCA), Government of India from time to time. Before commencement of audit, the laws specifically applicable to HCL to be decided in consultation with HCL.
- 2.2 To furnish Annual Secretarial Compliance Report as per Regulation 24A of SEBI (LODR) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8.2.2019

including any amendments thereto as may be notified by SEBI & other authorities from time to time.

3. PERIOD:

The firm will be appointed for a period of three financial years i.e. FY 2023-24, 2024-25 and 2025-26 with the provision of extension for another one financial year i.e. FY 2026-27 on the same rate, terms and conditions at the sole discretion of the Company.

4. METHODOLOGY:

Secretarial Audit in terms of the requirement of the Companies Act, 2013 and Annual Secretarial Compliance Report in terms of requirement of Regulation 24A of SEBI (LODR) Regulations, 2015 shall be conducted at the Corporate Office of the Company at "Tamra Bhavan", 1 Ashutosh Chowdhury Avenue, Kolkata-700 019, by a dedicated team member(s) of the firm of PCS holding valid Certificate of Practice number issued by the ICSI and not in employment (part time / full time) with any company/ organization.

5. DATE OF COMMENCEMENT OF THE ASSIGNMENT:

For furnishing Secretarial Audit Report and Annual Secretarial Compliance Report for FY 2023-24 the firm will commence the collection of data / information within 7 days from the date of issue of the mandate letter.

6. DUE DATE FOR SUBMISSION OF REPORT:

Secretarial Audit Report and Annual Secretarial Compliance Report to be submitted maximum within 30 days from the end of the financial year, time being the essence of this assignment.

7. PRESENTATION TO MANAGEMENT / BOARD:

If felt necessary, HCL may invite the firm of PCS engaged for this assignment to be present for discussions with management and the Board on issues brought out in the Reports. In such a case, necessary arrangements for travel outside Kolkata, if required, shall be made by HCL which will be in addition to the remuneration payable for the assignment.

8. PAYMENT:

With credit period of 30 days from the date of submission of the valid bill by the firm of PCS after issuance of Secretarial Audit Report and furnishing Annual Secretarial Compliance Report to the satisfaction of HCL. No advance or part payment shall be made by HCL. For outstation journey, AC I / Economy Air for Proprietor / Partner of the firm, AC II / AC III Tier for others are reimbursable on production of documentary evidence.

9. DISPUTE:

In case of any dispute arising during execution of the contract, an amicable solution should be arrived at with discussion and reconciliation. However, in case any dispute remaining unresolved, decision of Chairman and Managing Director, HCL shall be final and binding.

10. JURISDICTION:

Courts at Kolkata only.

11. NODAL OFFICER:

The selected firm of PCS shall nominate a Nodal Officer (must be a qualified Company Secretary), immediately on issue of the mandate letter for timely and smooth interaction related to job assigned to the firm.

12. TERMINATION:

HCL reserves the right to review the performance of the assignment, if given, and to terminate the services if not found satisfactory and without cost or consequences on the part of the Company as well as to re-engage the same firm or any other firm of PCS with the existing / modified terms and conditions.

13. OTHERS:

13.1 The firm should not assign whole or a part of contract to any other firm as sub-letting of contract is not allowed.

13.2 In case of any clarification required in this regard, the undersigned may be contacted.

Yours faithfully,
For Hindustan Copper Ltd.

(C S Singhi)
Company Secretary &
Compliance Officer

ANNEXURE-I

(To be submitted in the letter head of the bidder firm of PCS)

To:
GM (Commercial),
Hindustan Copper Ltd,
Tamra Bhavan,
1, Ashutosh Chowdhury Avenue,
Kolkata – 700019

Sub: Submission of our Offer for appointment of firm of Practicing Company Secretary as Secretarial Auditor of Hindustan Copper Ltd for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report

Ref: Bid No. GEM/2024/B/4496262 dated 25-01-2024

Sl No.	Particulars	Details
i.	Name of the firm of Practicing Company Secretaries (PCS):	
ii.	Registration Number of the firm of PCS with the ICSI:	
iii.	Year of Registration with ICSI:	
iv.	Peer Review Number:	
v.	Particulars of the firm of PCS: i. Address of the firm: ii. Telephone No. with STD Code: iii. Mobile Number: iv. Email address of the firm: v. Website of the firm (if any): vi. PAN of the firm: vii. GST No. of the firm:	
vi.	Brief background / profile (separate sheet may be attached):	
vii.	Any other information considered relevant by the Bidder	

1. Particulars of Proprietor / Partners / Members of the firm of PCS:

Name	ICSI Membership No.	Certificate of Practice No.	Mobile No.

2. Experience details:

Sl. No.	Particulars	Details
a.	Experience in practice (No. of years) as on 31 st March, 2023:	
b.	List of clients / companies with details of services rendered, details of any service rendered to PSU / Government company (separate sheet may be attached)	

3. Our Fees on (Lump sum) basis is inclusive of local transport at Kolkata for carrying out the job of Secretarial Auditor and furnishing Annual Secretarial Compliance Report of Hindustan Copper Ltd (HCL) will be as follows:

Sl No.	Particulars	Quantity (in Years)	Fees (Lump sum) excluding GST in Rs. (Per Year)	CGST in Rs. (Per Year)	SGST in Rs. (Per Year)	IGST in Rs. (Per Year)	Fees (Lump sum) including GST in Rs. (Per Year)	Fees (Lump sum) including GST in Rs. (for 3 Years)
		(A)	(B)	(C)	(D)	(E)	(F)=(B)+(C)+(D)+(E)	(G)=(F)*(A)
1	Appointment of firm of Practicing Company Secretary as Secretarial Auditor of Hindustan Copper Ltd for carrying out Secretarial Audit and for furnishing Annual Secretarial Compliance Report	3						

4. I / We, representing the firm of PCS, M/s..... (mention name of the firm of PCS), do hereby verify and declare-

- i. That the particulars given above are correct and if any of the statements made or the information so furnished as above is later found to be untrue or false, the firm of PCS shall stand disqualified from carrying out the Secretarial Audit job of HCL;
 - ii. That I / We, representing the firm of PCS, M/s....., have not been subject to any disciplinary action or debarred or cautioned by the council of the ICSI during the last three years;
 - iii. That the Proprietor/ Partners / Members of the firm of PCS are not engaged in employment (part / whole time basis) with any company or organization or otherwise engaged in any activity not permissible to be undertaken by the firm of PCS as per any rules / regulations notified by the council of ICSI;
 - iv. That the Proprietor/ Partners / Members of the firm of PCS are not related to the Directors and Company Secretary of HCL within the meaning of the Companies Act, 2013
 - v. The PCS firm is a peer reviewed firm as per the prescribed norms of the ICSI.
 - vi. That the Secretarial audit team engaged for the assignment will work in strict confidence and will ensure that the Secretarial data and any other information including the proceedings of the Board / Committee meetings and the agenda notes obtained in the course of performance of the job will be dealt with strict confidence and secrecy and that nothing shall be disclosed or submitted or referred to any agency, authority or company without the written permission of HCL;
 - vii. That the firm of PCS has no objection if HCL makes any enquiries with third parties.
5. I / We hereby unconditionally accept the conditions of above mentioned Bid document(s) / corrigendum(s) in its totality / entirety.

Name of Practicing Company Secretary / Authorized
person:
Signature with stamp of the Firm:

Date:
Place:

Note:

1. The total amount including tax in Column "G" in Paragraph 4 above will be total Contract value and the same need to be put by bidder in their GeM bid as Contract Value.
Failure to comply shall lead to Bid rejection.
2. The Offer against these tenders from Parties to whom LTE has been issued shall only be considered. Offer from any other party shall be treated as unsolicited.
Whoever is interested to be registered a Agency of this service, should fill up the vendor registration form, hosted on HCL's website at www.hindustancopper.com. The normal registration process shall, thereafter be followed for registering the eligible suppliers/vendors/agencies. This information is solely for the purpose of exploring the possibility of enhancing vendor base, wherever required and should not be considered as a purchase enquiry. Purchase enquiry in future may be issued to such suppliers at the sole discretion of HCL, if registered, at the sole discretion of HCL.