

**The State Trading Corporation of India Limited
(A Government of India Enterprise)**

(CIN: L74899DL1956GOI002674)

Ref No: STC/BS&P/BS/10007/SECAUD-2020-21/1

Date: 12.01.2021

REQUEST FOR PROPOSAL (RFP)

For the

**ENGAGEMENT OF PCS/PCS FIRMS/LLP OF COMPANY SECRETARIES WHICH
ARE BASED IN DELHI/NCR**

**FOR CONDUCTING SECRETARIAL AUDIT & PREPARING ANNUAL
SECRETARIAL COMPLIANCE REPORT OF STC**

Last Date for submission of Proposals: 1500 Hours on 27.01.2021

Technical Bid Opening: 1530 Hours on 27.01.2021

**Tender Inviting Authority
Name : Vipin Tripathi
Designation : Company Secretary**

Registered Office: Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi-110 001

Website: www.stclimited.co.in or eprocure.gov.in/epublish/app

Email: cs@stclimited.co.in

The State Trading Corporation of India Ltd. (STC) is a trading Central Public Sector Enterprise (CPSE) of the Government of India. The Corporation is registered as an autonomous company under the Companies Act, 1956 and functions under the administrative control of the Ministry of Commerce & Industry, Govt. of India.

The Corporation is listed on BSE and NSE. To know more about the Company, please visit www.stclimited.co.in

STC intends to appoint established Practicing Company Secretary / Firm of Company Secretaries/LLP of Company Secretaries (hereinafter refer as PCS), to conduct Secretarial Audit & prepare Annual Secretarial Compliance Report of the Company for Financial Year 2020-21

1. SCOPE OF WORK

The broad scope for conducting Secretarial Audit and to issue Annual Secretarial Compliance Report as per SEBI circular dated 08.02.2019 & SEBI (LODR), 2015, includes verification of the compliances under the following enactments, rules, regulations and guidelines:

- (i) The Companies Act, 2013/ the 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 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) The Securities and Exchange Board of India ((Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (g) 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;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Secretarial Standards issued by the “Institute of Company Secretaries of India”.
 - (vii) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010;
 - (viii) Other applicable laws as may be applicable specifically to the auditee company.

Further the Secretarial Auditor would help in setting up an effective Compliance Monitoring System for STC.

2. ELIGIBILITY CRITERIA FOR SUBMISSION OF TECHNICAL BID:-

Qualifying Criteria for shortlisting of PCS are as under:-

- (i) The PCS should have the experience of conducting Secretarial Audit in listed PSUs situated in Delhi NCR.
- (ii) The PCS/PCS Firm should have an Office in Delhi/NCR.
- (iii) The PCS/PCS Firm or it's proprietor/ partner(s) should not have been banned /black listed/de-barred from business by any PSU/Govt. Department during last three (03) years. Self-declaration in this regard to be submitted.
- (iv) The PCS/PCS Firm should not have been penalized by the ICSI/MCA/ROC or any other Government Authority in any disciplinary proceedings during the last 5 years. Self-declaration in this regard to be submitted.

Note:

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

3. TERMS AND CONDITIONS:-

- (i) **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for the financial year 2020-21 and to issue Annual Secretarial Compliance Report as per SEBI circular dated 08.02.2019 & SEBI (LODR), 2015.
- (ii) The Assignment of conducting Secretarial Audit and to issue Annual Secretarial Compliance Report can be renewed on the same terms and conditions for a further period of two years on year to year basis, at the sole discretion of STC.
- (iii) **Completion of Audit:** Issuance of Annual Secretarial Compliance Report in the prescribed format as per SEBI circular dated 08.02.2019 & Regulation 24A of SEBI (LODR) 2015 within 45 days from end of the financial year & the Secretarial Audit Report in the prescribed format within 90 days from the end of the financial year.
- (iv) **Place of Audit:** The audit work has to be conducted at the Corporate Office of the Corporation at Jawahar Vyapar Bhawan, Tolstoy Marg, New Delhi – 110001.
- (v) **Payment of Fee:** Payment will be made within 15 days after convening of Annual General Meeting of the Financial Year 2020-21 for which the Secretarial Audit was conducted.
- (vi) The Management of STC reserves the right to reject all or any bids without assigning any reason(s), whatsoever.
- (vii) **Identification of Nodal Officer:** The successful PCS shall nominate a Nodal Officer, who could be contacted by STC immediately on the award of the work/contract for timely and smooth interaction.
- (viii) **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 Chairman & Managing Director, STC will be final and binding on both the parties to the Contract.
- (ix) **Confidentiality:** This agreement, its provisions and existence, as well as any commercial data including price or technical data and any information provided in accordance herewith to the other party shall be considered as confidential. Such information shall not be disclosed to any third party unless required by any applicable law or authorised in writing by the other party. All such information shall be used by the other party only for the purposes of performance of this agreement. The restrictions here-in-above shall not apply to any information generally available to the public or received in good faith from a third party without restriction. The parties hereto agree to keep as

confidential all documentation furnished or received by either party at any time in connection with this agreement. This provision, as far as practicable, shall apply to all the concerned officials of either party. This clause shall survive upon termination of this agreement.

- (x) **Last date for submission of Technical Bid & 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 should be submitted along with duly signed and stamped **Form A**, in separate sealed envelopes superscribed as 'Technical Bid' and 'Financial Bid' for "Offer for conducting Secretarial Audit & preparing Annual Secretarial Compliance Report for the FY 2020-21 and should reach on or before **27.01.2021** latest by **03:00 PM** at the following address:-

Shri Vipin Tripathi
Company Secretary
The State Trading Corporation of India Limited
Jawahar Vyapar Bhawan,
Tolstoy Marg, New Delhi-110 001.

- (xi) **Opening of Technical bid:** Technical Bids will be opened on **27.01.2021** at **03.30 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 be rejected.
- (xii) **Opening of Financial Bid:** - After evaluation of technical bids on the basis of pre-determined criteria, Financial Bids of technically qualified bidders only will be opened on **01.02.2021 at 03.30 PM** in the presence of bidders, if they desire so. The Bidder who will quote the lowest fee would be considered for award of the mandate for conducting Secretarial Audit & preparation / issuance Annual Secretarial Compliance Report for the FY 2020-21.

In case of any clarification required in this regard, the undersigned could be contacted at phone no. 011-23701006/ 011-23462077. STC 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.

Form – A

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

To,

Date : _____

Company Secretary,

The State Trading Corporation of India Limited
Registered Office: Jawahar Vyapar Bhawan, Tolstoy Marg,
New Delhi-110 001.

Ref No: STC/BS&P/BS/10007/SECAUD-2020-21/1 - For conducting Secretarial Audit & preparing Annual Secretarial Compliance Report of STC

Dear Sir,

We, the undersigned, offer to provide the Secretarial Audit services and issuance of Annual Secretarial Compliance Report for the Financial Year 2020-21 in accordance with your Request for Proposal dated 12.01.2021, and hereby submit our Proposal in a sealed envelope which includes:

- a) Technical Proposal (**Annexure- I**) enclosed under a separate sealed envelope.
- b) Financial Proposal (**Annexure - II**) 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 neither I /nor partner of the firm / LLP of Company Secretaries is 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/LLP of Company Secretaries 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/LLP of Company Secretaries has been held guilty of professional mis-conduct by ICSI.

The prices quoted by us in the Financial Proposal (**Annexure - II**) are valid till three 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 the State Trading Corporation of India Limited is not bound to accept the lowest bid 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/LLP] 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/LLP

Date:-----

Place:-----

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

Annexure – I

**PROFORMA FOR TECHNICAL BID
(For conducting Secretarial Audit & preparing Annual Secretarial Compliance Report of STC)**

To,
Company Secretary,
The State Trading Corporation of India Limited
Registered Office: Jawahar Vyapar Bhawan, Tolstoy Marg,
New Delhi-110 001.

Ref No: STC/BS&P/BS/10007/SECAUD-2020-21/1

PROFORMA FOR TECHNICAL BID

Sl. No.	Particulars	Details	Remarks
1	Name & Address of the PCS/PCS Firm/LLP of Company Secretaries		Only PCS /PCS firm/LLP located in Delhi/NCR will be considered.
2.	Office Details: Telephone Nos: Fax: Email ID: Website (If any)		
3.	I. Date of Commencement of Practice as PCS II. Date of Approval of the firm from ICSI III. Certificate of Practice (COP) Number/ Registration No.		Please attach documentary evidence.
4.	PAN NO. Service Tax \Registration No.		Please attach documentary evidence.
5.	Details of Listed PSUs (situated in Delhi/NCR) where Secretarial Audit assignment conducted.		Please attach documentary evidence.
6	Self-declarations, as required in the RFP (refer Sl. No 2. (iii) & 2.(iv)		
7	Any other relevant information (Please attach separate sheet, if required)		

Signature _____
Name & Designation of Authorised Signatory _____
Stamp of PCS /PCS Firm

Date:
Place:

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

Annexure – II

**PROFORMA FOR FINANCIAL BID
(For conducting Secretarial Audit & preparing Annual Secretarial Compliance Report of STC)**

To,

Company Secretary,
The State Trading Corporation of India Limited
Registered Office: Jawahar Vyapar Bhawan, Tolstoy Marg,
New Delhi-110 001.

Ref No: STC/BS&P/BS/10007/SECAUD-2020-21/1

PROFORMA FOR FINANCIAL BID

Description	Lump sum price (in Indian Rupees)
Fixed Amount (Inclusive of all charges, out of pocket expenses, etc.) for Secretarial Audit & Annual Secretarial Compliance Report for the year ending March 31, 2021	
Total Amount Payable	
Amount in Words	

- This amount is inclusive of any out of pocket expenditure required for working at the base station and exclusive of GST at applicable rates.
- We hereby confirm that the financial proposal is unconditional and we acknowledge that any condition attached to financial proposal shall result in rejection of our financial proposal.
- Our Financial Proposal shall be binding upon us subject to the modifications resulting from Contract negotiations, up to expiration of the validity period of the Proposal.
- We understand that Company is not bound to accept any Proposal that it may receive.

Signature_____

Name & Designation of Authorised Signatory_____

Stamp of PCS /PCS Firm

Date:

Place: