



MMTC LIMITED

Regd. Office : Core-1, SCOPE COMPLEX,7 Institutional Area, Lodhi Road,New Delhi-110003

CIN : L51909DL1963GOI004033

BOARD SECRETARIAT

Tender No. CS-1/310/2015

Date : 06.02.2015

Sub: Inviting bids for Engagement of Delhi/ NCR based Practicing Company Secretaries/ Firm of Company Secretaries for carrying out Secretarial Audit of MMTC for FY 2014-15

MMTC Limited was set up on 26th September 1963 as “Company” under the provisions of Companies Act, 1956. Govt of India holds about 90% equity stake in MMTC Ltd and the rest with public. MMTC Limited is a Mini-Ratna PSU under the administrative control of Ministry of Commerce & Industry, Govt of India, New Delhi. Presently, the company holds prestigious “Premier Trading House” status. MMTC Ltd is involved in export, import and domestic trading of all commodities, the core commodities being Precious Metals, Minerals, Fertilizers, Coal & Hydrocarbons, Agro Products, Steel and Non-Ferrous Metals. The company is listed on the NSE apart from listing at Mumbai, Kolkata, Delhi & Chennai. The paid up capital of the company is Rs.100 crores. To know more about the company, please visit our website: www.mmtclimited.gov.in.

MMTC Ltd intends to appoint reputed Practicing Company Secretary/Firm of Practicing Company Secretaries as Secretarial Auditor for the financial year 2014-15 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 MMTC 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 01.01.2015 and;
2. The PCS/Firm should have conducted Secretarial Audit / compliance audit of at least two Listed Companies in preceding three Financial Years 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.10 Lakhs or more, in preceding three Financial years and;
5. The PCS/Firm should have Office in Delhi/NCR.

Note:

1. The preceding three financial years will be a period from 1.4.2011 to 31.3.2014. Any assignment handled prior to 1st April 2011 or after 31st March 2014 will not be counted for evaluation purpose.
2. The PCS/PCS Firm (Bidder) qualifying the above eligibility criteria shall be considered for Financial Bid.

III. Terms and conditions:

- (i) **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for the financial year 2014-15.
- (ii) **Completion of Audit:** The Secretarial Audit shall be completed within 30 days from the end of Financial Year 2014-15. 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 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 Core-1, SCOPE Complex, Lodhi Road, New Delhi-110003.
- (iv) **Payment Terms:** Payment will be released within one month from the date of convening the AGM for 2015 upon submission of bill by the PCS/Firm after issuance of Secretarial Audit Report to the satisfaction of MMTC. No advance payment shall be made for conduct of Secretarial Audit.
- (v) The Management of MMTC 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(Finance), MMTC 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 www.mmtclimited.gov.in or collect the same from Reception at the MMTC Corporate Office at Core-1, SCOPE Complex, Lodhi Road, New Delhi-110003 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 alongwith 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 2014-15” and should

reach on or before 20th February, 2015 by 3.00 P.M. at the following address:

Shri G.Anandanarayanan
Asstt. Company Secretary
MMTC Limited
Core-1, SCOPE Complex
Lodi Road
New Delhi - 110 003

- (x) **Opening of Technical bid:** Technical Bids will be opened on **20.02.2015** at **3.30 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.
- (xi) **Opening of Financial Bid:** After evaluation of technical bids on pre-determined criteria, Financial Bids of top 10 rank holders in the technically qualified bidders only, will be opened on **24.02.2015 by 3.30 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.011-24361889. MMTC 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/-
(G.Anandanarayanan)
Asstt. 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;
- (vi) Secretarial Standards issued by "The Institute of Company Secretaries of India";
- (vii) The Listing Agreements entered into by the Company with Stock Exchange(s);
- (viii) Guidelines on Corporate Governance 2010 applicable for CPSE 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 thereunder and KYC norms as per RBI prudential Norms etc..

Further, the Secretarial Auditor shall help the Company in formulating a checklist based Compliance Monitoring System for MMTC initially before undertaking the Secretarial Audit.

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

PROFORMA FOR TECHNICAL BID
(For conducting Secretariat Audit of MMTC Limited)

To
Asstt. Company Secretary
MMTC Limited
Core-1, SCOPE Complex
Lodhi Road
New Delhi-110003

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 PFC will be conducted. (Please Attach Documentary evidence i.e. COP etc)	

5.	PAN No. Service Tax 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 companies to which compliance audit certificates under the Companies Act, 1956 has been issued and the details of such companies			
8.	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)			
9.	Average Annual Turnover of the PCS/Firm in preceding three financial years based on ITR/Balance Sheet(Please Attach Documentary evidence).			
10.	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 MMTC Ltd.)**

To

The Asstt. Company Secretary
MMTC Limited
Core-1, SCOPE Complex
Lodhi Road
New Delhi-110003

(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 : _____

Assistant Company Secretary,
MMTC Limited, Core-1, SCOPE Complex,
7, Institutional Area, Lodhi Road,
New Delhi-110 001.

Dear Sir,

We, the undersigned, offer to provide the Secretarial Audit services for Financial Year 2014- 15 in accordance with your tender enquiry dated 06.02.2015, 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/no partner of the firm of the Firm 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 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 MMTC 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:-----