

# **TENDER**

**For**

**Appointment of Secretarial Auditor**

**For Two Financial Years i.e. 2022-23 & 2023-24**

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**HEMISPHERE PROPERTIES INDIA LIMITED (HPIL)**

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**CIN : L70101DL2005GOI132162**

**Office: - Room No. 144, C-Wing,**

**Nirman Bhawan**

**Maulana Azad Road, New Delhi – 110001**

**Website: [www.hpil.co.in](http://www.hpil.co.in)**

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## **IMPORTANT NOTICE TO BIDDER**

1. An incomplete and/or ambiguous and/or conditional and/or late response is liable to be ignored/ summarily rejected.
2. The submission and opening of bids will be done physically. Tender document can be downloaded from the website [www.hpil.co.in](http://www.hpil.co.in).

<b>TENDER INFORMATION</b>	
<b>Tender Reference No.</b>	Tender No. HPIL/CS /2022-23/ 01
<b>Work Item Title/ Description</b>	Appointment of Secretarial Auditor For Two Financial Years i.e. 2022-23 & 2023-24
<b>Mode of Tendering</b>	Physical
<b>Tender Release Date</b>	<b>06.02.2023</b>
<b>Last date of Bid Submission</b>	<b>27.02.2023</b>
<b>Date of Technical Bid</b>	<b>28.02.2023</b>
<b>Financial bid opening</b>	To be notified on HPIL web portal after completion of technical evaluation.
<b>Location of Submission/ Opening of proposals, as applicable</b>	Room No. 625, A-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi-110001
<b>Tender Category</b>	Services
<b>Bid Validity days</b>	120 days from Bid Opening Date
<b>Duration of Assignment</b>	Engagement shall be valid for a term of 2 years further extendable on Mutual Agreement.
<b>Address of Correspondence/ for Bid Submission:</b>	To, Director Hemisphere Properties India Ltd Room No. 625, A-Wing, Nirman Bhawan Maulana Azad Road, New Delhi – 110001

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## **HEMISPHERE PROPERTIES INDIA LIMITED**

CIN : L70101DL2005GOI132162  
Office: - Room No. 144, C-Wing,  
Nirman Bhawan  
Maulana Azad Road, New Delhi – 110001

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**Sub: Notice inviting bids for Appointment of Practicing Company Secretary/ Firm of Hemisphere Properties India Limited for Two financial years i.e 2022-23 and 2023-24**

### **INTRODUCTION**

Hemisphere Properties India Limited (HPIL) is a Listed Public Sector Undertaking (PSU) under the administrative control of Ministry of Housing and Urban Affairs. By way of an approved Scheme Of Demerger, the surplus land with the Tata Communications Limited (TCL) have been transferred to the HPIL. These lands are situated in Delhi, Pune, Chennai and Kolkata.

HPIL is inviting bids from Company Secretaries Firms for carrying out Secretarial Audit of the Company for Two financial years i.e. 2022-23 & 2023-24.

### **1. Scope of Work**

The detailed Scope of Work for Secretarial Auditor is given at **Annexure 1** for reference.

### **2. Eligibility criteria for submission of Technical Bid is at Annexure-2.**

### **3. Terms and Conditions:**

3.1 Conduct of Secretarial Audit: Audit shall be conducted/carried out in time bound manner as per the Companies Act, 2013 as time being the essence of the contract, it is expected that the Secretarial Audit Report should be submitted at the earliest as per the format prescribed under rule No.9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

3.2 Secretarial Auditor shall review the status of the compliance required under the Companies Act, 2013, SEBI Act, 1992 and the rules & regulations made there under, the DPE guidelines on Corporate Governance and other compliances to the extent applicable on the Company, Secretarial Standards issued by ICSI and all other laws applicable to the Company for the time being in force.

3.3 The tenure of appointment shall be for two years i.e. FY 2022-23 and 2023- 24. The tenure may be renewed/extended after two financial years at the sole discretion of the Company. However, it is expressly stated here that the said renewal is not to be construed as assured and the Company reserves the right not to reappoint at its sole discretion without assigning any reason thereof.

3.4 The Company reserves the right to accept / reject any or all the offers without assigning any reason whatsoever thereof.

3.5 Overwriting/correction/erase and/or use of white ink should be avoided in the Offer. However, if any overwriting/correction/erase is inevitable, the same should be authenticated with the signature & seal of authorised person of applicant Firm/PCS.

3.6 Documentary evidence(s) in respect of all the information sought from the applicant/PCS Firm(s) must be furnished along with the proposal letter.

3.7 All the pages of the proposal document shall be signed by the applicant with the seal and documents submitted along-with the offer be authenticated by the authorised signatory of the applicant(s) with the seal.

3.8 The proposal should be submitted strictly as per the terms & conditions laid down in the document. The Offer in the Prescribed Format **at Annexure – 2 & 3, can be submitted only in physical form at the following address:**

Director, Hemisphere Properties India Ltd Room No. 625, A-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi-110001 Email: info@hpil.co.in
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The sealed offer containing expression of interest should be submitted separately for technical and financial bid at the HPIL office given above up to February 27, 2023 (By 4.00 PM)

- The Technical bid envelope must be sealed and super- scribed with “*Offer for Appointment of Secretarial Auditor –Technical Bid*” and,
- The Financial bid envelope must be sealed and super - scribed with “*Offer for Appointment of Secretarial Auditor– Financial Bid*”.

The Name & Address of the Applicant Firm must also be mentioned on the body of both envelopes.

Offers submitted in any other form shall not be considered.

Financial bid will be opened for only those who are meeting the minimum desired eligibility criteria as per part B of Annexure 2 above and schedule of same would be intimated accordingly and technical bid will be opened on **February 28, 2023 (By 4.00 PM) (tentative)**.

3.9 The Company reserves the right to accept or reject any or all responses and to request additional submissions or clarification from one or more applicant(s) at any stage or to cancel the process entirely at its sole discretion without assigning any reason whatsoever.

3.10 The Firms are required to submit their GST number if applicable in their offers.

The last date for receipt of the Bid is **up to February 27, 2023 (By 4.00 PM) at Hemisphere Properties India Limited** Room No. 625, A-Wing, Nirman Bhawan, Maulana Azad Road, New Delhi-110001. Proposals received after this date would not be considered.

#### **4. Declarations by Firm(s) for appointment as Secretarial Auditor:**

The PCS/Firm(s) shall have to furnish declarations along with submission of Technical Bid, for appointment as Secretarial Auditor, as under:

4.1 The PCS/Firm shall not sub-contract the secretarial audit work,

4.2 The secretarial audit team will work in strict confidence and will ensure that the data, statement and any other information in respect of the operation of the location / work centre/ Company is dealt with strict confidentiality and secrecy.

4.3 No proprietor/partner/employee of the PCS/Firm should be related to either Managing Director or any Whole Time Directors or Part Time Directors or KMP of the Company within the meaning of the Companies Act, 2013 by issue & submission of certificate of Independence and arms length relationship.,

4.4 Neither the PCS/Firm nor its partner(s) or associates should have any interest in the business of the Company,

4.5 PCS/Firm shall have prime responsibility to ensure that the maximum number of secretarial audit limits specified by ICSI are not breached.

4.6 The PCS/Firm shall be free from any disqualification under The Companies Act, 2013 & SEBI (LODR) Regulations, 2015 and never being debarred for performing such audit by any client/authority etc.

4.7 The PCS/Firm should not have been barred from practice by ICSI during the last 5 years.

4.8 PCS/Firm has not carried out Secretarial Audit of HPIL for continuous 3 years in previous 5 years.

#### **5. Debarring Provisions:**

The Audit Firm will be debarred from getting, in future, the Secretarial audit of HPIL:

5.1 If the PCS Firm obtains the appointment on the basis of false information / mis-statement.

5.2 If the PCS Firm does not take up audit in terms of appointment letter.

5.3 If the PCS Firm fails to maintain/honour confidentiality and secrecy of the Company's data, statement and any other information.

5.4 If the PCS Firm fails to comply with any of condition laid down in clause 4 above.

5.5 If the PCS Firm exit from the assignment before the completion of the same as per scope of work.

**6. Audit Fees:**

6.1 The audit fees for the assignments specified in the **Annexure- 1** may be quoted as per Performa specified in **Annexure-3** for Financial Bid (inclusive of out of pocket expenses) excluding all applicable taxes by eligible **PCS/Firmand the work shall be awarded to the PCS/Firm who would quote lowest fee on consolidated basis at Annexure-3.**

6.2 Fee Quoted should be in separate sealed envelope and super – scribed with ***“Offer for Appointment of Secretarial Auditor– Financial Bid”***. The Name & Address of the applicant Firm must also be mentioned on the body of the envelope.

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**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 and the rules made thereafter;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The SEBI, Act, 1992 and the following regulations made thereunder;
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;
  - (b) The Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
  - (e) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (f) The SEBI (Prohibition of Insider Trading) Regulations, 2015
- (vi) Secretarial Standards issued by "The Institute of Company Secretaries of India"
- (vii) 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 etc.
- (viii) Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority.
- (ix) Any other specific activity as may be advised by the Audit Committee/ Board/regulator(s)/Govt./management of HPIL etc., from time to time;
- (x) Guidelines on Corporate Governance for CPSEs, 2010 issued by Department of Public Enterprises.

All other laws as may be applicable to the Company.



**In addition to above, Secretarial Auditor shall be responsible to submit the following also:**

<b>S No.</b>	<b>Particulars of Works</b>	<b>Deliverable Timeline</b>
1	The Secretarial Audit Report in form MR-3 for FY 2022-23 and FY 2023-24	Within 60 days from the end of the respective financial year
2	Secretarial Compliance Report required under SEBI (LODR) Regulations, 2015 for FY 2022-23 and FY 2023-24	Within 30 days from the end of the respective financial year

*The said report shall be submitted strictly within the time frame as specified above or as prescribed under law or any amendment thereto, following the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and any other applicable law and in the format as specified therein at the time of submission.*

(On letter head of Practicing Company Secretary/Firm)

**PROFORMA FOR TECHNICAL BID**

To,  
Director,  
Hemisphere Properties India Ltd  
Room No. 625, A-Wing, Nirman Bhawan,  
Maulana Azad Road, New Delhi-110001

**Part-A: General Information**

<b>Sl. No.</b>	<b>Particulars</b>	<b>Details along with supportive Documents</b>
1.	Name of the Bidder	
2	Complete Address of the Bidder along with contact details	
3	Particulars of the authorized signatory: (i) Name (ii) Designation (iii) Contact Number (iv) Email id	
4	PAN of the Bidder	
5	GST Registration Number of Bidder	
6	MSME certificate, if any	
7	Office address of Bidder at New Delhi/NCR	
8	Any other information considered relevant by the Bidder	

**Part-B: Working Experience and others**

<b>S No.</b>	<b>Particulars</b>	<b>Documentary evidence required with page no. reference</b>
1.	The Practicing Company Secretary/Firm should have <b>minimum 7 years' experience* in Full Time Practice as on December 31, 2022</b>	Certificate of Practice/ registration/incorporation in the name of PCS/firm

2.	The PCS/Firm should have experience of conducting Secretarial Audit of : <b>1. Minimum 4 different Equity Listed Companies including at least one (1) <u>Equity Listed Public Sector Undertakings (PSUs)</u> in last 5 preceding financial years.</b>	Secretarial Audit Report of respective Financial Years of the said Companies.
3	All the aforesaid companies where secretarial audit was conducted shall have a <b>turnover of atleast Rs. 100 crore or more in the Financial Year for which Secretarial Audit Report has been submitted.</b>	Extract of P&L A/c specifying Turnover of the Company.
4	The PCS/Firm should have <b>minimum Two (2) active partners / full time employees/ combination of both, who is Member of the Institute of Company Secretaries of India (ICSI)</b> at the time of submission of tender.	Self declaration in the Format given at <b>Annexure- 4.</b>
5.	The PCS/Firm have conducted Peer Review	Self-attested copy of Peer Review Certificate showing validation date
6	The PCS/Firm should have <b>Professional Receipts (exclusive GST) of at least Rs. 25 Lakh or more</b> , in each of the specified 3 (three) preceding FYs i.e. 2021-22, 2020-21, 2019-20.	Self-declaration & Income Tax Return of respective financial years.
7	The PCS/Firm should have <b>an office in Delhi/NCR.</b>	Self declaration and address proof.
8	Declarations/Certification by Firm(s) for appointment as Secretarial Auditor	Self declaration in the Format given at <b>Annexure- 5</b>

**\* in case of conversion of proprietorship firm into partnership firm, the date of registration of proprietorship may be considered for calculation of total experience of partnership firm.**

*The bidders are required to submit documents strictly as per terms and conditions, Formats given in the tender documents and not to stipulate any deviations therein.*

Signature.....

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

Membership Number -----

Stamp of the PCS Firm-----

Place

Date:

(On letter head of Practicing Company Secretary Firm)  
**PROFORMA FOR FINANCIAL BID**

(For conducting Secretarial Audit and Secretarial Compliance Report)

To,  
 Director,  
 Hemisphere Properties India Ltd  
 Room No. 625, A-Wing, Nirman Bhawan,  
 Maulana Azad Road, New Delhi-110001

**PRICE BID** (Schedule of Rates)

S. NO	Particulars of Work	Deliverable Timeline	Fee/Rate for certificate (Amount in Rs. exclusive of GST) (A)	PRICE BID for consolidated work for 2 years (Amount in Rs. exclusive of GST)
1	The Secretarial Audit Report in form MR-3 for FY 2022-23 and FY 2023-24	Within 60 days from the end of The respective financial year		A*2=
2	Secretarial Compliance Report required under SEBI (LODR) Regulations, 2015 for FY 2022-23 and FY 2023-24	Within 30 days from the end of the respective financial year		A*2=

Amounts quoted shall be inclusive of out of pocket expenses and exclusive of taxes as applicable. The Total Estimated cost for the all aforesaid assignments is Rs. 95,000/- per annum (Rupees Ninety Five Thousands only)

***Note: any other certificate or report similar to the above assignments not covered in the above scope of works may be taken on the mutually agreed terms and conditions.***

	Signature.....
Place:	Name & Designation of the Authorized Signatory-----
Date:	Stamp of the PCS Firm-----

**Annexure -4**

(On letter head of Practicing Company Secretary Firm in original)

To,  
Director,  
Hemisphere Properties India Ltd  
Room No. 625, A-Wing, Nirman Bhawan,  
Maulana Azad Road, New Delhi-110001

**Declaration by PCS/Firm regarding active partners/ full time employees:**

I/We,....., having office ....., do hereby confirm that following persons are working in our/my firm as active partners/ full time employees:

S.No.	Name of person	Designation	Date of joining	ICSI Membership No.	Annexure (Copy of ICSI Membership Certificate)

Signature.....  
Name & Designation of the Authorised Signatory-----  
Membership Number -----  
Stamp of the PCS Firm-----

Place  
Date:

Kindly note that above declaration i.e. **Annexure-4** must **be countersigned by all the above persons i.e. active partners/ full time employees:**

(On letter head of Practicing Company Secretary Firm in original)

To,  
Director,  
Hemisphere Properties India Ltd  
Room No. 625, A-Wing, Nirman Bhawan,  
Maulana Azad Road, New Delhi-110001

**Sub : Declaration by PCS/Firm regarding appointment as Secretarial Auditor:**

I/We, M/s\_\_\_\_\_hereby declare and confirm that:

1. I/We shall not sub-contract the secretarial audit work,
2. My/Our secretarial audit team will work in strict confidence and will ensure that the data, statement and any other information in respect of the operation of the location / work centre/ Company is dealt with strict confidentiality and secrecy.
3. Neither I/We, nor any of my/our partner/employee of the Firm is related to either Managing Director or any Whole Time Directors or Part Time Directors, Key Managerial Personnel's of the Company within the meaning of the Companies Act, 2013 and I/we have Independence and arms length relationship with them,
4. Neither the PCS/Firm nor its partner(s) or associates have any interest in the business of the Company,
5. My/Our Firm is/are not breaching the maximum number of secretarial audit limits specified by ICSI.
6. My/Our Firm is/are free from any disqualification specified under The Companies Act, 2013 & SEBI (LODR) Regulations, 2015 and never being debarred from performing such audit by any client/authority etc.
7. My/Our Firm have never been barred from practice by ICSI during the last 5 years.
8. My/Our Firm has not carried out Secretarial Audit of Hemisphere Properties India Ltd for continuous 3 years in last 5 years.



Signature      Name & Designation of the Authorised Signatory-----

Membership Number -----

Stamp of the PCS Firm-----

Date

Place