



**India Infrastructure Finance Company Limited**

(A Govt. of India Enterprise)

**Regd. Office :** 8<sup>th</sup> Floor, Hindustan Times House, 18 & 20, Kasturba Gandhi Marg, New Delhi-110001 **Phone :** 91-11-23730270, 23708263-64 Fax : 91-11-23766256, 23730251

**Website:** [www.iifcl.org](http://www.iifcl.org)

CIN : U67190DL2006GOI144520

Tender No. BS-1/2017-18/

Date : 21.12.2017

**Sub: Inviting bids for Appointment of Practicing Company Secretary Firm for carrying out Secretarial Audit of India Infrastructure Finance Company Limited (IIFCL) for Financial Year 2017-18**

India Infrastructure Finance Company Limited (IIFCL) is a wholly owned Government company, established under the Companies Act, 1956 having its Registered Office at 8<sup>th</sup> Floor, Hindustan Times Building, 18 & 20, Kasturba Gandhi Marg, New Delhi – 110 001 India.

IIFCL was set up by the Government of India in 2006 with the main objective of channelizing long-term finance to viable infrastructure projects through the Scheme for Financing Viable Infrastructure Projects through a Special Purpose Vehicle called India Infrastructure Finance Company Ltd (IIFCL), broadly referred to as SIFTI.

IIFCL has been registered as a Non-Banking Financial Company-Non Deposit-Infrastructure Finance Company (NBFC-ND-IFC) with (RBI) since September 2013.

**IIFCL intends to appoint a Practicing Company Secretary Firm to conduct Secretarial Audit of the Company for the Financial Year 2017-18.**

**1. Scope of Work**

The illustrative (but not exhaustive) Scope of Work under Secretarial Audit given in **Annexure-I** for understanding and ready reference.

**2.1 Eligibility criteria for submission of bid**

- a) Practicing Company Secretary Firm should have Office based in Delhi/New Delhi as per records of Institute of Company Secretaries of India (ICSI).
- b) Practicing Company Secretary Firm should be subjected to Peer Review as displayed in List of Peer Reviewers appearing in the website of ICSI as on 21<sup>st</sup> December 2017.
- c) Practicing Company Secretary Firm should have conducted Secretarial Audit of atleast 3 CPSEs/PSUs- Banks or Companies /Public FI's during period of last 3 years.
- d) Practicing Company Secretary Firm should not have been debarred/disqualified/black listed by any regulator/ statutory body or Government entity or any International/ National agency for corrupt or fraudulent practices.

2.2 Documentary evidence(s) in support of above is required to be submitted. Proposals without the required documentary evidence(s) shall be ignored for evaluation.

### **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 The Company reserves the right to accept / reject any or all the offers without assigning any reason whatsoever therefore.

3.3 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.

3.4 Documentary evidence(s) in respect of all the information above by the applicant Firm(s) must be furnished along with the proposal.

3.5 All the pages of the proposal document shall have to be signed by the applicant Firm(s) with the Firm's seal and documents submitted along-with the offer shall also have to be authenticated by the authorised signatory of the applicant Firm(s) with the Firm's seal.

3.6 The proposal should be submitted strictly as per the terms & conditions laid down in the document.

The Offer in the Prescribed Format at **Annexure – II**, can be submitted in physical form to following address:

Company Secretary,  
India Infrastructure Finance Company Limited (IIFCL),  
8<sup>th</sup> Floor, Hindustan Times Building, 18 & 20 K.G Marg,  
New Delhi –110001  
Ph. No. 91-11- 23450236/287

The sealed offer containing Bid Document should be submitted in the office of above mentioned up to 12<sup>th</sup> January 2018. The bid envelope must be sealed and super- scribed with "Offer for Appointment of Secretarial Auditor –FY 2017-18". The Name & Address of the Applicant Firm must also be mentioned on the envelope. Offers submitted in any other form shall not be considered.

3.7 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.

3.8 The last date for receipt of the proposal is 12<sup>th</sup> January 2018 at IIFCL, 8<sup>th</sup> Floor, Hindustan Times Building, 18 & 20 K.G Marg, New Delhi – 110001. Proposals received after this date shall not be considered.

**4. Compliances / Declarations /Certificates by Firm(s) on appointment:**

4.1 The PCS Firm(s) shall have to comply with and furnish declarations and certificates as required under Statutory/Company rules, upon appointment as PCS Firm(s), as under:

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

4.3 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.

4.4 No partner of the PCS Firm should be related to either Managing Director or any Whole Time Directors or Part Time Directors of the Company within the meaning of the Companies Act, 2013.

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

4.6 The Secretarial auditor(s) will be required to issue & submit certificate of Independence and arm's length relationship.

4.7 PCS Firm shall have prime responsibility to ensure that the maximum number of audit limits specified under Companies Act, 2013 are not violated.

4.8 The PCS Firm shall be free from any disqualification under The Companies Act, 2013.

**5. Debarring Provisions:**

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

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.

**Scope of Work – Secretarial Audit**

The broad scope of Secretarial Audit includes verification of the compliances under the following enactment, 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 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 applicable provisions of 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 (Issue and Listing of Debt Securities) Regulations, 2008;
  - b) 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;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
  - d) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996.
- (v) Secretarial Standards issued by "The Institute of Company Secretaries of India."
- (vi) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- (vii) The Reserve Bank of India Act, 1934 to the extent applicable on NBFC, rule and regulation made thereunder;
- (viii) 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.
- (ix) Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority.
- (x) Any other specific activity as may be advised by the Audit Committee/ Board/regulator(s)/Govt./management of IIFCL etc., from time to time.

-----

(On letter head of Practicing Company Secretary Firm)

**PROFORMA FOR BID**

To,  
Company Secretary  
India Infrastructure Finance Company Limited (IIFCL)  
8<sup>th</sup> Floor, Hindustan Times Building, 18 & 20 K.G Marg,  
New Delhi –110001

**1. ELIGIBILITY CRITERIA**

<b>S.No</b>	<b>Eligibility Criteria</b>	<b>Status alongwith documentary proof</b>
1.	Practicing Company Secretary Firm should have Office based in Delhi/New Delhi as per records of Institute of Company Secretaries of India (ICSI).	
2.	Practicing Company Secretary Firm should be subjected to Peer Review as displayed in List of Peer Reviewers appearing in the website of ICSI as on 21 <sup>st</sup> December 2017	
3.	Practicing Company Secretary Firm should have conducted Secretarial Audit of atleast 3 CPSEs/PSUs- Banks or Companies /Public FI's during period of last 3 years.	
4.	Practicing Company Secretary Firm should not have been debarred/disqualified/black listed by any regulator/ statutory body or Government entity or any International/ National agency for corrupt or fraudulent practices.	

**2. QUOTE FOR SECRETARIAL AUDIT**

<b>Description</b>	<b>Amount (Rs.)</b>
Professional Fees in figures and word for the Financial Year 2017-18 (inclusive of out of pocket expenses etc) Fee is exclusive of GST etc	

Signature -----

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

Membership Number -----

Stamp of the PCS Firm-----

Place:

Date: