



NHPC LTD.

(A Govt. of India Enterprise)

EXPRESSION OF INTEREST

No. NH/Conts(E&M)-III/CO-249/PR10014/94/2014

Date: 14.08.2014

Expression of Interest (EOI) is invited for and on behalf of NHPC Ltd., Faridabad from reputed Domestic Applicants/ firms for the work as mentioned below:

Sl. No.	Description of item(s) & Specification No.	Cost of EOI Document (Rs.)	Date of downloading of EOI Documents	Last date & time of receipt/ Opening of EOIs
1.	Empanelment of Practicing Company Secretary/ Firm of Company Secretaries for three years for carrying out Secretarial Audit of NHPC Ltd. from Financial Year 2014-15 onwards EOI Specification No. : NH/Conts(E&M)-III/CO-249 /PR10014/94/ 2014	500/-	14.08.2014 To 10.09.2014	11.09.2014 <u>14.00 Hrs</u> 14:30 Hrs

1.0 The interested Applicant can download complete Expression of Interest (EOI) document from NHPC's web site www.nhpcindia.com, however the interested firm at the time of submission of their EOI document will submit a non-refundable fee of Rs. 500/- (Rupees Five Hundred Only) in the form of Crossed Demand Draft in favour of "NHPC Limited" payable at Faridabad towards the cost of Expression of Interest document.

Note: Mere issuance of Expression of Interest (EOI) document to prospective firm shall not be construed that such interested firm automatically fulfills the prescribed eligibility Criteria. Whether the interested firm meets the specific eligibility Criteria or not, shall be checked or ascertained, on opening their Expression of Interests (EOIs) by scrutinizing documentary evidences furnished by them.

1.1 The Applicant shall bear all costs associated with the preparation and submission of his EOI, and NHPC will in no case be responsible or liable for these costs, regardless of the conduct or outcome of the processing of EOI documents.



1.2 This **Expression of Interest** document is not transferable.

2.0 INTRODUCTION

NHPC Ltd. (NHPC), (CIN: L40101HR1975GO1032564) is a Government of India Enterprise, hereinafter referred to as the “Employer” will receive EOIs for **“Empanelment of Practicing Company Secretary/ Firm of Company Secretaries for three years for carrying out Secretarial Audit of NHPC Ltd. from Financial Year 2014-15 onwards”**.

NHPC Limited is incorporated under the Companies Act, 1956 in the year 1975 with an objective to plan, promote and organize an integrated and efficient development of hydroelectric power in all aspects. Later on NHPC expanded its objects to include development of power in all its aspects through conventional and non-conventional sources in India and abroad. At present, NHPC is a Mini Ratna Category-I Enterprise of the Govt. of India with an authorized share capital of Rs. 15,000 Crores. The President of India, acting through the Ministry of Power, Government of India, currently holds 85.96% of the issued and paid up equity capital of the Company. The balance 14.04% of the equity capital in the Company is held by the public. NHPC is having 20 Hydro Power Stations with capacity of 6507 MW which includes 1520 MW through its JV subsidiary NHDC and 4 Projects are under construction with capacity of 3290 MW.

NHPC Limited intends to empanel reputed Practicing Company Secretary (PCS)/ Firm of Company Secretaries initially valid for a period of three financial years, to conduct Secretarial Audit of the Company from Financial Years 2014-15 onwards, on year to year basis. First such audit is proposed to be conducted for the financial year 2014-15.

3.0 **Scope of Work for Secretarial Audit:**

The illustrative (but not exhaustive) scope of work under Secretarial Audit by Appointed PCS/ Firm is given as detailed below for understanding and ready reference:

- i) Compliance to the Companies Act, 1956 and the rules made thereunder or the companies Act, 2013 & the rules made thereunder, as the case may be;
- ii) Compliance to the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii) Compliance to the Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv) Compliance to the 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) Compliance to 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(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; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998.
- vi) Compliance to the Secretarial Standards issued by the Institute of Company Secretaries of India (where applicable);
- vii) Compliance to the Listing Agreement with Stock Exchange(s);
- vii) Compliance to the Department of Public Enterprises (DPE) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 as amended from time to time;
- viii) Compliance to any other Law specifically applicable to the Company.

4.0 **Qualifying requirements (QR) for Applicant:**

The EOI is open for all Applicants who fully meet the following qualifying requirements:

4.1 **Experience:**

- i) The Lead Partner/ Proprietor/ Individual, under whose supervision the Secretarial Audit of NHPC Limited will be carried out, should have minimum Post CS Qualification Experience of 10 years, out of which minimum of 7 years should be in full time practice. The cut-off date for ascertaining experience will be 01.06.2014.
- ii) The Practicing Company Secretary (PCS)/ Firm should have conducted Secretarial Audit of at least two listed Companies either having Paid-up



Capital of Rs. 100 Crores or more or Net Worth of Rs. 300 Crores or more, in last three financial years i.e. for FY 2011-12, 2012-13 and 2013-14.

- iii) Company Secretary Firm should have minimum five active partners in full time practice or the PCS should have minimum five full time employees, who are qualified Company Secretaries.

The applicant should submit documentary evidence(s) such as Firm Registration Certificate, Certificate of Membership of Institute of Company Secretaries of India (ICSI), Certificate of Practice issued by ICSI, Copy of Supply order/ successful execution certificate from the employer, Company Profile mentioning active partners/ full time employees etc duly certified by Notary Public in respect of aforesaid Qualifying requirements (QR).

Preference will be given to PCS/ Firm having experience of conducting Secretarial Audit of Public Sector Undertakings (PSUs)/ Non Banking Financial Company (NBFC)/ Public Financial Institution (PFI) and/or PCS/ Firm having experience of issuance of Corporate Governance Certificate(s) to Companies, either having Paid up Capital of Rs.100 Crores or more or Net Worth of Rs 300 Crores or more.

4.2 **Facilities:**

The Practicing Company Secretary (PCS)/ Firm should have Headquarters/ Branch Office in Delhi/ NCR.

Applicants shall submit self certification/ declaration in original on firm's Letter head in this regard.

4.3 **Turn over:**

The Practicing Company Secretary (PCS)/ Firm should have an average annual turnover of Rs.10 Lakhs or more from practice, in last three financial years i.e. for FY 2011-12, 2012-13 and 2013-14.

The Applicant shall submit the Balance sheet and statement of Profit & loss/ Receipt & Payment/ Income & Expenditure statement to be supported by Income Tax Return as documentary evidence.

- 4.4 A form of declaration is to be submitted in Annexure-IV that the information furnished with the EOI documents is correct in all respects.

- 4.5 The Applicant should have not been banned/ de-listed/ black listed/ de-barred from business by any PSU/ Govt. Department during last three (03) years. Self declaration in this regard is to be submitted.

- 4.6 EOs of only those applicants who are meeting the Eligibility Criteria specified above at Sl. no. 4.1 to 4.5 will be considered for empanelled. Applicants will submit requisite supporting documents and testimonials with their EOs to prove their credentials and claim of meeting the Eligibility Criteria.
- 5.0 **Terms and conditions:**
- 5.1 **Validity of Empanelment:** The validity of empanelment will initially be for a period of 3 financial years starting from 2014-15 for conducting Secretarial Audit. The Company at its sole discretion may extend the validity of panel with the approval of Competent Authority of the Company, for another one year.
- 5.2 **Financial Bids for conduct of Secretarial Audit:** After completion of the process of empanelment, financial bids will be invited from empanelled PCS/ Firms in the last quarter of each financial year. The award of work for conducting Secretarial Audit for that financial year will be awarded to the lowest bidder.
- 5.3 **Completion of Audit:** The Secretarial Audit shall be completed within 45 days from the date of award of work/ contract. It is also expected that the secretarial audit has to commence within 20 days from the award of the work/contract, time being the essence of the contract
- 5.4 **Place of Audit:** The audit work has to be conducted at the Corporate Office of the Company at **NHPC Office Complex, sector-33, Faridabad, Haryana-121003** or any other place as may be decided by NHPC Ltd.
- 5.5 **Payment Terms:** Payment will be released within one month from the date of submission of bill by the PCS/ Firms after issuance of Secretarial Audit Report to the satisfaction of NHPC. No advance payment shall be made for conduct of Secretarial Audit.
- 5.6 **Identifying Nodal Officer:** The successful PCS/ Firm shall nominate a Nodal Officer within 10 days from the award of the work/ contract. Details of Nodal Officer should be given to NHPC immediately after his/ her nomination for timely and smooth interaction.
- 5.7 **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 CMD, NHPC will be final and binding on both the parties to the Contract.

6.0 **Language of EOI**

The **Expression of Interests (EOIs)**, as well as all correspondence and documents relating to the qualification exchanged by the applicants and the Client, shall be in the English language.

7.0 **Period of validity of EOI**

The EOIs should remain valid for a period of at least 120 days from the date of opening of the EOIs documents. In case the validity given is for a lesser period, the EOIs shall be treated as non responsive.

In exceptional circumstances, NHPC may solicit the Applicant's consent to an extension of the EOI validity period. The request and responses thereto shall be made in writing. An applicant granting the request will not be required nor permitted to modify its EOI.

8.0 **Receipt and Signing of EOI**

8.1 One Envelope EOI procedures shall be adopted for preparation, submission and evaluation of the EOIs. The Applicant shall accordingly prepare and submit the EOI in "One sealed envelope" containing the required documents and shall be received by the **Chief Engineer (C)-III, Contracts (E&M) Division, NHPC Ltd., Sector-33, Faridabad, Haryana-121003** or his authorized representative, in his office up to the date and time given in **Annexure-I**.

Sealed Envelope

This envelope shall be super scribed as "**Empanelment of Practicing Company Secretary/ Firm of Company Secretaries for three years for carrying out Secretarial Audit of NHPC Ltd. from Financial Year 2014-15 onwards**" This envelope shall contain the following:-

- i) **Expression of Interest (EOI) Fee as per Clause No. 1 of EOI**, towards cost of the EOI documents downloaded from the website.
- iii) Past experience as per **Annexure-II**.
- iv) EOI Performa duly filled in & signed as per **Annexure-III**.
- v) Form of Declaration as per **Annexure-IV** and Declaration of Ineligibility as per **Annexure-V**.
- vi) Supporting documents required as mentioned in above **Clause No. 4**.
- vii) Authority of person signing the EOI document.



- 8.2 The original and all copies of the EOI, each consisting of the documents listed above, shall be typed or written in indelible ink and shall be signed by the applicant or a person or persons duly authorized to bind the applicant to the Contract (Authority of the person signing the EOI to be produced). All pages of the EOI, except for un-amended printed literature, shall be stamped & initialed by the person or persons signing the EOI.
- 8.3 Any interlineations, erasures or overwriting shall only be valid if they are initialed by the signatory (ies) to the EOI.
- 8.4 The applicants are advised to submit their **Expression of Interest (EOI)** complete in all respect i.e. advised to fill in all the annexure(s) and submit documentary evidence(s) duly certified by Notary Public in respect of aforesaid Qualifying requirements (QR) as mentioned at above Clause 4. Failure to do so may prevent the EOI from being considered by NHPC Ltd.
- 9.0 **EOI Opening and Evaluation**
- 9.1 NHPC will open the EOI documents in the presence of Applicant's authorized representatives who choose to attend the opening at the time, on the date and at the place specified in Annexure-I. Applicant's representatives shall sign a register as proof of their attendance.
- 9.2 In the event of the specified date of EOI opening being declared a holiday for NHPC, the EOIs shall be opened at the appointed time and location on the next working day.
- 9.3 NHPC will examine the EOIs submitted by the applicant to determine whether they are complete, whether the documents have been duly filled properly signed and whether the EOIs are generally in order and conforms to all the Qualification Requirement and specifications of the EOI document without any deviations.
- 9.4 Clarifications on the EOIs may be sought by the Corporation from the applicants from time to time, if so desired by the Corporation, at its sole discretion.
- 10.0 NHPC Ltd. reserves the right to accept/ reject any Expression of Interest (EOI) from firms without assigning any reason whatsoever.
- 11.0 If the due date of receipt of **Expression of Interest (EOI)**, as aforesaid falls on non-working day(s)/ holiday(s), EOI would be received at the same time as specified above, but on the next working day or days, as the case may be.



- 12.0 This EOI is not an offer and is issued with no commitment. NHPC reserves the right to withdraw the EOI and change or vary any part thereof at any stage. NHPC also reserves the right to disqualify any applicant, should it be so necessary at any stage. NHPC reserves the right to itself to postpone and/or extend the date of receipt or to withdraw the EOI notice, without assigning any reason thereof, entirely at its discretion. In such an event, applicants shall not be entitled to any compensation, in any form whatsoever.
- 13.0 Applicants who are found to canvass, influence or attempt to influence in any manner the qualification or selection process, including without limitation, by offering bribes or other illegal gratification, shall be disqualified from the process at any stage.
- 14.0 For all the EOIs received before the last date and time of EOI submission, the proposals and accompanying documentation of the EOI will become the property of NHPC and will not returned after opening of the EOI. NHPC is not restricted in its rights to use or disclose any or all of the information contained in the proposal and can do so without any compensation to the applicants. NHPC shall not bound by any language in the proposal indicating the confidentiality of the proposal or any other restriction on its use or disclosure.
- 15.0 **Expression of Interest (EOI)** shall preferably be mailed by Registered post. However, in case **EOI** are delivered in person these should be handed over personally in the office of the **Chief Engineer (C), Contracts (E&M)-III, NHPC Ltd., Sector-33, Faridabad, Haryana-121003** and due acknowledgements receipt obtained, failing which the Corporation will not be responsible for any misplacement/ loss of **EOI**. **Expression of Interests (EOIs)** received either late or after the prescribed due date and time of receipt, will not be entertained. The Corporation will not be responsible for any postal delay.
- 16.0 Only those **EOIs**, which are received prior to the due date and time prescribed for receipt of **EOIs**, will be considered. Telegraphic/ Fax EOIs shall be rejected.

Sd/-
CHIEF ENGINEER (C)-III
Contracts (E&M) Division
Tele Fax No. 0129-2250427
Email:-vkchoudhary@nhpc.nic.in



ANNEXURE-I

NHPC LTD.
(A GOVT. OF INDIA ENTERPRISE)
NHPC Office Complex, Sector-33
FARIDABAD (HARYANA).

1. Name of the Firm and Address:
2. Reference to EOI Specification: : NH/Conts(E&M)-III/CO-249/PR10014/94/2014
3. Work covered by the EOI Specification : Carrying out Secretarial Audit of NHPC Ltd. for three years from Financial Year 2014-15 onwards
4. Last date and time for
 - (a) Receipt of EOI : 11.09.2014 at 14:00 Hrs.
 - (b) Opening of EOI : 11.09.2014 at 14:30 Hrs.
5. Required validity of EOI : 120 days from the date of opening of EOI
6. Place of opening : Office of the Chief Engineer (C), Contracts (E&M)-III, NHPC Ltd., Sector-33, Faridabad, Haryana-121003

(V. K. Choudhary)
Chief Engineer (C)-III
CONTRACT (E&M)

ANNEXURE-II

DETAILS OF PAST EXPERIENCE

Details of Secretarial Audit carried out (completed)	No. and date of order	Value of Contract	Contractual date of completion (Month & Year)	Actual date of completion (Month & Year)	Reasons for delay if any	Name and complete address of the customer

Date:

Name & Designation
Of the Officer

Place:

For & on behalf
M/s.....
Office Seal



ANNEXURE-III

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

EOI PROFORMA

(For Conducting Secretarial Audit of NHPC)

To,

Chief Engineer(C)
Contracts (E&M)-III
NHPC Ltd.,
NHPC Office Complex,
Sector-33,
Faridabad, (Haryana)-121003

S. No.	Particulars	Reply
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/proprietor/individual/in-charge• Name(s) of the contact person(s) and the contact details	
2.	Former Name of the Practicing Company Secretary (PCS)/ Firm of Company Secretaries (Firm) , if any	
3.	I. Year of Commencement of Practice as PCS / Firm II. Certificate of Practice Number/ Registration number. Attach Documentary Evidence. <ul style="list-style-type: none">• Copy of Certificate of Practice or Certificate from ICSI regarding date of Commencement of Practice as CS; and/or• Copy of approval letter from ICSI in respect of Firms' Name.	
4.	Details of Headquarter/ Branch Offices Address Telephone Nos. Fax No. Email Websites	

5.	<p>Post Qualification Experience of Lead Partner/Proprietor/Individual <u>including Service/ Practice</u> under whose supervision the Secretarial Audit of NHPC will be conducted.</p> <ul style="list-style-type: none"> - Total Post Qualification Experience (min. 10 years) - Experience in Practice (min. 7 years) 		
6.	<p>PAN No. Service Tax Registration No. (Attach Documentary Evidence)</p>		
7.	<p>Number of Secretarial Audits conducted (of Listed Companies)</p> <p>Out of the above:</p> <p>(a) Companies either having paid up capital of Rs. 100 Crores or more or net worth of Rs. 300 Crores or more.</p> <p>(b) Listed PSU.</p>	<p><u>Name of the Company</u></p>	<p><u>Financial Year for which Secretarial Audit conducted</u></p>
8.	<p>No. of corporate governance certificates issued under Clause 49 of the Listing Agreement to Companies either having paid up capital of Rs. 100 Crores or more or net worth of Rs. 300 Crores or more.</p>		
9.	<p>Number of active partners in/with the firm having experience of more than 5 years</p> <p>Number of active partner in/with the firm having experience of less than 5 years.</p> <p>Number of Qualified/Semi Qualified CS working in/with the PCS/ Firm.</p> <p>Number of CS Final/Intermediate passed CS Trainees in/ with the PCS/ Firm.</p>		
10.	<p>Average Annual Turnover of the PCS/ Firm in last three financial years based on ITR/ Balance Sheet (Attach Documentary Evidence).</p>		



11.	Have your company ever been declared Bankrupt (if yes, give details	
12.	Validity period of EOI, reckoned from the due date of opening of EOIs.	120 days
13.	Any other relevant information.	

Declaration

1. All the information provided by me/us here above is correct to the best of my/our knowledge and belief.
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 EOI and the instructions and these are acceptable to me/us.

For & on behalf of: _____

Signature : _____

Name & Designation of the Authorized Signatory: _____

Stamp of the PCS/Firm: _____

Date:-----

Place:-----



ANNEXURE-IV

FORM OF DECLARATION

M/s-----**(name of Applicant)** having its registered office at ----- (hereinafter referred to as `the Applicant) having carefully studied all the EOI documents, Work for “-----
-----**(name of the Work)**” , having undertaken to execute the said works.

DO HEREBY DECLARE THAT:

1. Our firm is familiar with all the requirements of the EOI.
2. Our firm has not been influenced by any statement or promise of any person of the Client but only the EOI Documents.
3. Our firm is financially solvent.
4. Our firm is experienced and competent to perform the Contract to the satisfaction of Client.
5. Our firm is familiar with Companies Act,1956, regulations and guidelines prescribed under Securities and Exchange Board of India act,1992 and other Laws, regulations, Guidelines, bye-laws, standards etc. mentioned in scope of work of Secretarial Audit at clause no. 3 of EOI that may affect the work, its performance or personnel employed therein.
6. We hereby authorize the Employer to seek reference from the bankers of our firm for its financial position.
7. We undertake to abide by all labour welfare legislations.
8. The statement submitted by us is true and correct.

For and on behalf of the Applicant

Dated:

(To be Signed by Authorized Representative of the Applicant)



ANNEXURE-V

**Declaration of Ineligibility
(By the Applicant)**

I/ We, M/s(name of applicant) hereby certify that
I/we have not been banned/de-listed/de-barred from business by any PSU/Govt.
Department during last 03 (three) years.

(Seal & Signature of the Applicant)
