



## **RASHTRIYA ISPAT NIGAM LIMITED**

(Visakhapatnam Steel Plant)  
(A Govt. of India undertaking)  
(A Navratna Company)  
CIN: U27109AP1982GOI003404

Registered and Corporate Office: Administrative Building,  
Rashtriya Ispat Nigam Limited (RINL), Visakhapatnam Steel Plant (VSP),  
Visakhapatnam –530 031, Andhra Pradesh, India.  
Telephone: + 91 891 251 8015 / 249; Facsimile: +91 891 251 8249;  
Email: [pmr.cs@vizagsteel.com](mailto:pmr.cs@vizagsteel.com); Website: [www.vizagsteel.com](http://www.vizagsteel.com)

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### **Company Affairs Department**

Tender No. **RINL/VSP-CA/2014-15/001**

Date: 18<sup>th</sup> November, 2014

**Sub: - Inviting bids for Empanelment of Practicing Company Secretary/ Firm of Company Secretaries for carrying out Secretarial Audit of RINL**

**Notice inviting bids for Empanelment of Practicing Company Secretary/ Firm of Company Secretaries for a period of two years for carrying out Secretarial Audit of RINL from Financial Year 2014-15 onwards as per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

Rashtriya Ispat Nigam Limited (RINL) popularly known as Visakhapatnam Steel Plant (VSP), a Central Public Sector Enterprise (CPSE) was incorporated initially as a private limited company under the Companies Act, 1956 with the Registrar of Companies, Andhra Pradesh (“RoC”) on February 18, 1982 in Visakhapatnam. Subsequently, RINL was converted into a public limited company and a fresh certificate of incorporation was issued by the RoC on May 10, 2012. RINL is a Schedule-‘A’ **Navratna** company in Steel Sector, under the administrative control of Ministry of Steel (MoS), GoI with 100% shareholding by the Government of India. The Registered office of the company is located at Administrative Building, Rashtriya Ispat Nigam Limited, Visakhapatnam Steel Plant, Visakhapatnam –530 031, Andhra Pradesh, India.

The main activities of RINL-VSP include production of steel products in the long product category/basic grade pig iron from its operating unit in Visakhapatnam, Andhra Pradesh and

marketing them through a network of 23 branch offices, 23 stockyards and 4 CSAs cater to the delivery requirements across the country.

The principal products of RINL-VSP include Bars, Wire rods, Rounds, Structural, Billets and Pig iron and the company also markets the resulting by-products like coal chemicals (Ammonium Sulphate, Benzol products etc.)

The company has one Subsidiary viz. Eastern Investment Limited (EIL) with 51% shareholding and 2 step-down subsidiaries namely 'The Orissa Minerals Development Company Limited' (OMDC) and 'The Bisra Stone Lime Company Limited (BSLC) thru EIL. The Company is also a partner in Two Joint Ventures viz. RINMOIL Ferro Alloys Private Limited and International Coal Ventures Private Limited.

RINL is in the process of Initial Public Offering of equity shares by way of an offer for sale by the President of India acting through the Ministry of Steel, Government of India (IPO) and a Draft Red Herring Prospectus (DRHP) was filed with SEBI on September 19, 2014.

To know more about the Company, please visit [www.vizagsteel.com](http://www.vizagsteel.com).

**RINL intends to empanel Practicing Company Secretary (PCS) / Firm of Company Secretaries (Firm) for a period of two financial years, to conduct Secretarial Audit of the Company starting from Financial Year 2014-15 onwards as per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 on year to year basis. After completion of the process of empanelment, financial bids will be invited from empanelled PCS/ Firm in the last quarter of each financial year for conducting the Secretarial Audit for that financial year. First such audit is proposed to be conducted for the financial year 2014-15.**

## **1. SCOPE OF WORK**

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

## **2. ELIGIBILITY CRITERIA FOR SUBMISSION OF TECHNICAL BID:-**

- a) The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of RINL 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 30<sup>th</sup> September, 2014.

- b) The PCS/ Firm should have conducted Secretarial Audit of at least one Listed Company (i) having a paid-up share capital of fifty crore rupees or more; or (ii) having turnover of two hundred fifty crore rupees or more in the last three financial years.
- c) Company Secretary Firm should have at least two active partners in full time practice or the PCS should have minimum three full time employees, who are qualified Company Secretaries;
- d) The PCS/ Firm should have an Average Annual Turnover of `5Lakhs (Rupees Five Lakhs only) or more per annum from practice, in last three Financial years;
- e) Should have Head Quarters/Branch office in Visakhapatnam.

Preference will be given to PCS/ Firm having experience of conducting Secretarial Audit of Public Sector Undertakings (PSUs) /Steel Industries /Manufacturing Industries and/or PCS/ Firm having experience of issuance of Corporate Governance Certificate(s) to Govt. Companies.

### 3. TERMS AND CONDITIONS:-

- (i) **Validity of Empanelment:** The validity of empanelment will be for a period of two 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.
- (ii) **Financial Bids for conduct of Secretarial Audit:** Financial bids will be invited from empanelled PCS/ Firm in the last quarter of each financial year for conducting Secretarial Audit for that financial year.
- (iii) **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.**
- (iv) **Place of Audit:** The audit work has to be conducted at the Corporate office of RINL at 2<sup>nd</sup> Floor, “D” Block, Company Affairs Department, Administrative Building, RINL, Visakhapatnam Steel Plant, Visakhapatnam.
- (v) **Payment Terms:** Payment will be released within one month from the date of submission of bill by the PCS/ Firm after issuance of Secretarial Audit Report to the satisfaction of RINL. **No advance payment shall be made for conduct of Secretarial Audit.** Income Tax and other taxes as applicable shall be deducted at source at the rate prescribed in the Income Tax Act or other Act from the bill. No T.A. /D.A or local conveyance will be paid and no food & accommodation will be provided by RINL.

- (vi) **The Management of RINL reserves the right:**
- (a) To reject all or any bids without assigning any reason(s), whatsoever.
  - (b) To relax or waive/amend any of the conditions stipulated in this document as deemed necessary in the best interests of RINL without assigning any reasons thereof.
  - (c) To include any other item under the Scope of work.
- (vii) **The Bid shall be liable to be rejected if:**
- (a) It is not covered in proper sealed cover with superscription as indicated.
  - (b) It is not in the prescribed form and not containing all required details.
  - (c) It is not properly signed.
  - (d) It is received after the expiry of due date and time.
  - (e) It is received by telex, fax, telegram or email.
- (viii) Mere submission of application and fulfilling eligibility criteria does not entitle for empanelment and mere empanelment does not entitle the Firm/PCS to any right to receive any work from RINL.
- (ix) **Identification of Nodal Officer:** The successful PCS/ Firm shall nominate a Nodal Officer, within 10 days from the award of the work/contract. Details of the Nodal Officer should be given to RINL immediately after his/her nomination for timely and smooth interaction.
- (x) **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, RINL will be final and binding on both the parties to the Contract.
- (xi) **Confidentiality:** The PCS/Firm shall treat all the information provided by the RINL as confidential and shall also ensure the security and confidentiality of information, documents, records, software, data, deliverables etc., handled during the Secretarial audit work and should not part with anybody.
- (xii) **Compliances/ declaration by the firm on appointment.**
- (a) The Audit Firm /PCS shall not sub-contract the work.
  - (b) The Audit Firm/PCS shall certify as under:-
    - (i) Neither the Firm/PCS nor its Partner or Associates have any interest in the business of RINL.
    - (ii) If the Firm/PCS is appointed as Secretarial Auditor, it will not cross the prescribed ceiling limits specified under Companies Act, 2013 and Rules made thereunder, if any, or by the ICSI.
- (xiii) The PCS/ Firm satisfying/ fulfilling the above criteria may download the **Tender Document** from [www.vizagsteel.com](http://www.vizagsteel.com) or collect the same from RINL, Company Secretary's Office at the RINL's Corporate Office at 2<sup>nd</sup> Floor, "D" Block, Room No.

D-12, Administrative Building, Visakhapatnam Steel Plant, Visakhapatnam, Andhra Pradesh on any working day (Monday to Saturday) between 10:00 AM and 5:00 PM.

- (xiv) **Last date for submission of Technical Bid:** Technical Bid is to be signed by Authorized Signatory on each page of tender document, along with duly filled in format enclosed at **Annexure-II**. The Technical Bid should be submitted in sealed envelope and superscribed as Technical Bid for 'Empanelment of PCS/ Firm for conduct of Secretarial Audit' and shall reach RINL's Company Affairs Department on or before 05<sup>th</sup> January, 2015 latest by 16:00 hrs at the following address:-

Shri P.Mohan Rao  
General Manager (CA) & Company Secretary,  
2<sup>nd</sup> Floor, "D" Block, Room No.D-12  
Administrative Building,  
Visakhapatnam Steel Plant (VSP),  
Rashtriya Ispat Nigam Limited (RINL),  
Visakhapatnam – 530031.

- (xv) **Opening of Technical bid:** Technical Bids will be **opened on 06<sup>th</sup> January, 2015 at 16.00 hrs** in the presence of applicants, who desires 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 shall be rejected.

In case of any clarification required in this regard, the undersigned could be contacted at phone no.0891-2518249/0891-2759482. RINL reserves the right to cancel/ restrict/ enlarge/ modify/postpone and/or extend the date of RINL receipt/ opening of Bid or withdraw the Bid notice without assigning any reason(s) whatsoever. In such a case, the bidders shall not be entitled to any form of compensation from the Company.

**Yours faithfully**

**Sd/**  
**(P.Mohan Rao)**  
**General Manager (CA) &**  
**Company Secretary**

**SCOPE OF WORK – SECRETARIAL AUDIT**

The broad scope of Secretarial Audit comprises 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 from time to time;
- (ii) The Memorandum of Association and Articles of Association of the Company;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder from time to time;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder from time to time;
- (v) 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;
- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Rules made thereunder from time to time:
  - 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 (Issue and Listing of Debt Securities) Regulations, 2008;
  - e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agent) Regulations, 1993;
- (vii) Secretarial Standards issued by "The Institute of Company Secretaries of India (ICSI)".
- (viii) The Listing Agreement(s) entered into by the Company with Stock Exchange(s);
- (ix) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 issued by DPE from time to time.
- (x) Other Corporate Laws as may be applicable to RINL.

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

**PROFORMA FOR TECHNICAL BID**  
**(For conducting Secretarial Audit of RINL)**

To

Shri P.Mohan Rao  
General Manager (CA) & Company Secretary,  
2<sup>nd</sup> Floor, “D” Block, Room No.D-12,  
Administrative Building,  
Rashtriya Ispat Nigam Limited (RINL),  
Visakhapatnam Steel Plant,  
Visakhapatnam – 530031.

<b>Sl.No.</b>	<b>Particulars</b>	<b>Reply</b>
1.	Name of the Practicing Company Secretary(PCS)/Firm of Company Secretaries (Firm):  • 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.	I. Date of Commencement of Practice as PCS/ Firm II. Certificate of Practice Number / Registration Number. Attach Documentary evidence: • 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 Firm’s Name.	
3	Details of Head quarter/Branch Office(s) Address : Telephone Nos. : Fax No. : Email : Website:	

4	Post Qualification Experience in full time practice of Lead Partner/ Proprietor/ Individual under whose supervision the Secretarial Audit of RINL will be conducted. (Please attach documentary evidence i.e COP)		
5	PAN No. Service Tax Regn. No. (Please attach documentary evidence)		
6	Number of Secretarial Audits conducted in <u>Listed Companies</u> ; Out of the above: a) Particulars of the Companies (i) having a <u>paid-up share capital</u> of <u>fifty crore rupees</u> or more; or (ii) having <u>turnover</u> of <u>two hundred fifty crore rupees</u> or more in the last three financial years. b) Listed PSU/ Steel Industries /Manufacturing Industries	Name of the Company	Financial Year for which Secretarial Audit conducted
7	Number of Corporate Governance Certificates issued under Clause 49 of the Listing Agreement to various Public Companies either having a <u>paid-up share capital</u> of <u>fifty crore rupees</u> or more; or (ii) having <u>turnover</u> of <u>two hundred fifty crore rupees</u> or more.		
8	Number of active Partners in/with the Firm having experience of more than 3 years  Number of active Partners in/with the Firm having experience of less than 3 years.  Number of Qualified/Semi-Qualified CS working in/with the PCS/ Firm.  Number of CS Final/Intermediate passed CS Trainees in/with the PCS/ Firm.  Please attach details including name, membership no., experience etc., of active partner(s) / employee(s) along with documentary proof such as Certificates issued by ICSI.		
9	Average Annual Turnover of the PCS/ Firm in last 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 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 never been penalized by the ICSI/MCA/ROC and other Government Authorities in any Disciplinary Proceedings and also undertake to maintain absolute secrecy about the cases of the RINL.
4. 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: .....

*Note: Signature with stamp of the Practicing Company Secretary / Firm of Company Secretaries at bottom of each page.*