



NATIONAL SEEDS CORPORATION LIMITED

(A Miniratna –Category I Company)

OPEN TENDER DOCUMENT

**FOR APPOINTMENT OF SECRETARIAL AUDITOR FOR A PERIOD OF
3 YEARS FROM FINANCIAL YEAR 2023-24 TO 2025-26**

Tender Reference No.: NSC/13-9/2024/CS

Issued by:

Company Secretary
National Seeds Corporation Limited,
Beej Bhawan, Pusa Complex,
New Delhi-110012
Email id: cs@indiaseeds.com,
Contact no.: 011-25843673.

DATE OF ISSUE: 06.03.2024

SUBMIT BEFORE: 27.03.2024 UPTO 1100 Hours

DATE OF OPENING OF TECHNICAL BIDS: 28.03.2024 AT 1100 HOURS

DATE OF OPENING OF PRICE BIDS: AFTER TECHNICAL EVALUATION



राष्ट्रीय बीज निगम लिमिटेड
(भारत सरकार का उपक्रम-
मिनिरतना कम्पनी)
बीज भवन, पूसा परिसर
नई दिल्ली -110012
फोन- 25843673
फैक्स- 011- 25846462

NATIONAL SEEDS CORPORATION LIMITED
(A Government of India Undertaking-
Miniratna Company)
(CIN : U74899DL1963GOI003913)
"An ISO 9001 & 14001 Certified Company"
BEEJ BHAWAN, PUSA COMPLEX
NEW DELHI-110 012 (INDIA)
Website: www.indiaseeds.com
PHONES: 25842383, 25846272, 25846295
e-mail-cs@indiaseeds.com/mraquim@rediffmail.com

Tender No.: NSC/13-9/2024/CS

Dated: 06.03.2024

Sub: Notice inviting Tender for Appointment of Company Secretary in practice or Firm of Company Secretaries to conduct the Secretarial Audit of National Seeds Corporation Limited (NSC) for the Financial Years 2023-24, 2024-25 and 2025-26.

National Seeds Corporation Ltd. (NSC) is a Schedule 'B'-Miniratna Category-I, Unlisted Company Wholly Owned by the Government of India under the administrative control of Department of Agriculture & Farmers Welfare, Ministry of Agriculture and Farmers Welfare.

NSC was established in March-1963 under the Companies Act, 1956 and having its Registered Office at Beej Bhawan, Pusa Complex, New Delhi-110012, (India) to undertake production and marketing of quality seeds to the farmers of the Country.

NSC hereby invites offline Expression of Interest (EOI) from eligible Company Secretary in practice or a Firm of Company Secretaries to conduct Secretarial Audit of NSC for a period of 3 years from the Financial Year 2023-24 in terms of provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Instructions for bidders alongwith terms & conditions are detailed below, the Applicants are advised to carefully read the details of conduct, scope etc. and submit the information in the prescribed format only. After careful scrutiny of the Applications, the eligible Parties will be called to have the interaction with Constituted Committee hence, please visit our website for regular updates.

Company Secretary
National Seeds Corporation Limited,
Beej Bhawan, Pusa Complex,
New Delhi-110012
Email id: cs@indiaseeds.com,
Website: www.indiaseeds.com

TERMS AND CONDITIONS

1. Scope of Work

The Secretarial Auditor shall conduct the work at the Registered Office of NSC to have full and free access to the records. The illustrative (but not exhaustive) Scope of Work under Secretarial Audit is given as **Annexure-I** for understanding and ready reference.

2.1 Eligibility criteria for submission of bid

- a. The Practicing Company Secretary/ Partner/Proprietor under whose supervision Secretarial Audit of NSC will be carried out, should have minimum 5 years Post Company Secretary (CS) Qualification Experience in full time practice (without any break). The cut-off date for ascertaining experience will be 31.12.2023. He/ She should have been Peer Reviewed by ICSI.
- b. Practicing Company Secretary/ CS Firm should have Office based in Delhi NCR as per records of Institute of Company Secretaries of India (ICSI).
- c. Preference will be given to the PCS/ CS Firm with past experience of completion of Secretarial Audit of any Public Sector Undertaking(s)/ Public Financial Institutions (PFI) during the last 3 Financial Years.
- d. PCS/CS Firm should not be debarred/ disqualified /black listed/ convicted by any Government Department/ CPSU/ SPSU/ Banks/ Autonomous Bodies/ Statutory Bodies including MCA, ROC, RBI, SEBI, ICAI, ICSI, C&AG etc.
- e. The PCS/ CS Firm shall not sub-contract the secretarial audit work.
- f. 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.
- g. Neither the PCS/ CS Firm nor its partner(s) or associates should have any interest in the business of the Company nor do they have any relation with any Director of the Company.
- h. The Secretarial auditor(s) will be required to issue & submit certificate of Independence and arm's length relationship.
- i. PCS/CS Firm shall have prime responsibility to ensure that the maximum number of audit limits specified under Companies Act, 2013 are not violated.
- j. The PCS/ CS Firm shall be free from any disqualification under The Companies Act, 2013.

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. Period of Contract and Renewal of Assignment

- a. The Secretarial Audit will be conducted for the Financial Year 2023-24, 2024-25 and 2025-26 at NSC, Beej Bhawan, Pusa Complex, New Delhi -110012.
- b. The tenure of appointment shall be at the sole discretion of the Company. However, it is expressly stated here that the said tenure is not to be construed as assured and Company reserves the right not to reappoint at its sole discretion without assigning any reasons therefor.

4. Language:

The language of the bid shall be English. All documents enclosed should also be in English language. In case the original document is in a different language, self attested English translation with signature and stamp of the authorised signatory of the bidder who has signed the letter of Bid (LOB), shall be furnished.

5. Application fee:

The Tenderer shall pay non refundable mandatory Application fee of Rs.590/-including GST with each Bid/ Application by way of RTGS/ NEFT/ Internet Banking from the bank account in the name of Firm/ Proprietor in favor of National Seeds Corporation Limited. The self attested copy/ proof for remittance shall be attached with the Bid/ Application. It shall be noted that the Bid/ Application without the mandatory Application fee, in the prescribed mode, will be rejected by the Corporation.

Bank details for remitting the payment is as under:

1. Bank: State Bank of India
2. Branch Address: NSC Beej Bhawan, Pusa Complex, New Delhi-110012
3. Branch code: 05389
4. Bank A/c no.: 41519719613
5. Beneficiary name: NATIONAL SEEDS CORPORATION LTD
6. IFSC Code: SBIN0005389
7. GST: 07AABCN8973F1Z6

6. Deposit:

The successful bidder, within 7 days from date of issue of offer letter, is required to submit the Security Deposit of Rs. 5,000/- by way of Demand Draft/NEFT/RTGS in favour of NSC with the Documents as mentioned which will be refunded without any interest after satisfactory completion of the work.

7. Out of Pocket Expenses:

The Travelling Expenses, Lodging and Boarding and all related expenses of the Audit Team will have to be borne by the PCS/ CS Firm. No extra payment will be admissible on this head other than audit fees as quoted by the Successful bidding PCS /CS Firm.

8. Payment of Audit Fees

The Fees, as approved, shall be payable upon receipt of GST invoice in favour of NSC on annual basis after submission of duly signed Report in Form MR-3 as prescribed under the Companies Act, 2013 along with satisfactory work completion certificate and acceptance of the same by the Company after its Annual General Meeting.

9.1 Evaluation of Bids

The tender will be evaluated/scrutinized on the basis of copies of documents submitted along with the Bids and fulfillment of specific/mandatory Terms and Conditions. The evaluation process comprises the following steps:

- a. Technical bid would be opened on 28.03.2024 at 1100 Hours.
- b. The documents submitted by the bidders would be evaluated by the Technical Committee.
- c. Evaluation matrix for evaluating technical bid will consist of experience of firm, experience of partner, experience of secretarial audit of listed companies/ Public Sector Undertaking(s) / Non-Banking Financial Companies (NBFC) / Public Financial Institutions (PFI), profile of the firm etc.
- d. Bidders who are found to be Technically qualified will be shortlisted for opening of Financial Bids.
- e. Financial bids would be opened on the specified date and time (after technical evaluation) of only those bidders who have been found to be Technically qualified.
- f. The bidder with the lowest quote will be identified as the successful bidder. However the Management of the Company reserves the right to select a Practicing Company Secretary (individual/ Firm) at their discretion and their decision shall be final in the matter.

- g. In the event of failure by the Successful bidder, NSC is at liberty and also reserves the right to get the Secretarial Audit conducted from the next lowest bidder to ensure uninterrupted conduct of Audit.
- h. If for any reason the Bid of any Successful Bidder is rejected, NSC may, at its discretion:
 - i. Consider the next lowest Financial Bid;
 - ii. Annul the bid process; or
 - iii. Take any such measure as may be deemed fit in the sole discretion of NSC;

9.2. The offer should be submitted strictly as per the terms & conditions laid down in the tender document in prescribed format (**Annexure II & III**) in physical form before the last date at the following address in closed cover:-

Company Secretary, National Seeds Corporation Limited, Beej Bhawan, Pusa Complex, New Delhi-110012, Email id: cs@indiaseeds.com.

The sealed offer containing Bid Documents should be submitted in the office of above mentioned up to 27.03.2024 Hours on 1100 Hours. Bidders are requested to submit the Bids in two envelopes i.e. Technical and Financial in separate sealed envelopes with clear description on the envelope "Technical Bid" and "Financial Bid" on each respective Bid. Sealed envelopes of Technical and Financial Bids must be sealed in a cover envelope and super – scribed with "Offer for Appointment of Secretarial Auditor of NSC for 3 years from F.Y. 2023-24". The Name & Address of the Applicant Firm must also be mentioned on each envelope.

No deviation of the terms and conditions of the tender document is acceptable. Offers submitted in any other form shall not be considered. Proposals received after this date shall not be considered.

- 9.3** The Bidders will not be allowed to withdraw his/ her/ their offer once the EOI is submitted.
- 9.4.** The successful Bidder shall provide their consent for acceptance within 7 days of communication from NSC.
- 9.5.** Any effort made by the bidder to influence NSC in the evaluation / contract award decision, may result in the rejection of the bid. Each bid will be evaluated using the criteria and selection process outlined above.

10. Other Terms and Conditions:

- a. 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 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- b. NSC reserves the right to reject or accept or withdraw the tender in full or part as the case may be or all responses and to request additional submissions or clarification from one or more applicant(s) at any stage without assigning reason thereof. The Company also reserves the right to prematurely close the contract in case of breach of terms and conditions of the contract by the tenderer.
- c. 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 authorized person of applicant Firm.

- d. Documentary evidence(s) in respect of all the information above by the applicant Firm(s) must be furnished along with the proposal.
- e. All the pages of the proposal documents 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 authorized signatory of the applicant with the Firm's seal.
- f. The PCS/CS Firm are required to submit their GST number if applicable in their Offer.
- g. The PCS/ CS Firm shall upon appointment have to comply with and furnish declarations and certificates as required under Statutory/Company rules.
- h. A declaration about compliance of all the terms and conditions is to be submitted to the Company.

11. Debarring Provisions:

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

- a. If the PCS Firm obtains the appointment on the basis of false information/ mis-statement.
- b. If the PCS Firm does not take up audit in terms of appointment letter.
- c. If the PCS Firm fails to maintain/honour confidentiality and secrecy of the Company's data, statement and any other information.
- d. If the PCS Firm exit from the assignment before the completion of the same as per scope of work.

12. Governing Law and Resolution Of Disputes

The Bid and the subsequent contract with the selected Bidder shall be governed in accordance with the Laws of India and will be subject to the exclusive jurisdiction of courts in Delhi. All disputes and differences of any kind, whatsoever, between the bidder and the Corporation, arising out of or in relation to the execution, meaning, operation or effect of the contract, shall be settled amicably by both Corporation and the bidder.

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 Depositories Act, 1996 and the Regulations and Bye Laws framed thereunder.
- iii. Foreign Exchange Management Act, 1999 and the Rules and regulations made thereunder;
- iv. Secretarial Standards issued by “The Institute of Company Secretaries of India.”
- v. List of other Laws specifically applicable to the National Seeds Corporation Limited :
 - Seed Act, 1966
 - Seed (Control) Order, 1983
 - Essential Commodities Act, 1955
- vi. Compliance with Guidelines on Corporate Governance, 2010 and other Guidelines as applicable on CPSEs.
- vii. Right to Information Act, 2005
- viii. Applicable Labour Laws including detailed examination of ESI, Bonus etc.
- ix. Any other laws/regulations as may be applicable specifically to the company including Prevention of Money laundering Act (PMLA), and other regulations made thereunder etc.
- x. Any other Act/laws/ regulations as may be applicable on Corporation or notified from time to time by the Government of India.
- xi. Role and responsibilities of Directors and Independent Directors. PCS/ Firm or its partners or employees should be able to certify by a detailed examination that the role and responsibility are met with and should be able to specifically identify specific actions needed to strengthen the processes to ensure that the Board Members are fully satisfied about legal compliances and their roles in respect thereof.
- xii. PCS or its partners or employees will be expected to conduct an in depth examination of all documents and records of the Company and to report that all laws applicable specifically to the Company have been duly complied with subject to observations contained in the report.

PROFORMA FOR TECHNICAL BID

(On letter head of Practicing Company Secretary Firm in sealed cover)

To,
The Company Secretary
National Seeds Corporation Limited,
Beej Bhawan, Pusa Complex, New Delhi-110012,

Subject: Tender no..... regarding appointment of Secretarial Auditor for 3 years beginning from the Financial Year 2023-24 for National Seeds Corporation Limited

Sir/Ma'am,

1. Having read over and understood the contents of examined the Tender Document including Addenda/Corrigendum, if any (insert numbers), we, M/s. (..... name of the bidder firm) represented by the undersigned, Mr/Ms..... Employee/ Partner /Legal Attorney / Proprietor /Accredited Representative agree to, offer to provide services as Secretarial Auditor in conformity with the said Tender Document.
2. We confirm to accept all terms and conditions contained in the tender document unconditionally.
3. We confirm that the Application fee of Rs. 590/- has been paid in favor of NSC. The self attested copy of the transaction for fund transfer is attached herewith.
4. We understood that you are not bound to accept the lowest or any bid you may receive.
5. We confirm that the contents of the offer are given after fully understanding and all information furnished by us are correct and true and complete in every respect.
6. We shall not sub contract the Secretarial Audit work.
7. We confirm that all information/ documents / credentials submitted along with the tender are genuine, authentic, true and valid.
8. We confirm that if any information or document submitted is found to be false / incorrect forged/tampered in any way, the said offer shall be considered absolutely null & void and actions as deemed fit may be taken against us including termination of the contract, forfeiture of all dues and Banning of our firm along with all partners of the firm as per provisions of tender document/ /Provisions of law in force.
9. We confirm that I/ Our Firm is/are not breaching the maximum number of Secretarial Audit limits specified by ICSI.
10. We have never been banned or delisted by any Government or Quasi-Government Agency or any Public Sector Undertaking in India and submit Declaration in the format enclosed as Annexure IV. We furnish the following details as under mentioned:

1. BASIC DETAILS:

1.	Name and status of the Practicing Company Secretary (Individual/ Firm)	
2.	In case of Firm i) Name of Proprietor ii) Names of other Partners	
3.	Membership number and date of issuance (In case of Firm Membership number and date of issuance of the same for all Partners)	
4.	Certificate of Practice Number and date of issuance (In case of Firm Certificate of Practice Number and date of issuance of the same for all Partners)	
5.	Firm registration number	

6.	Peer review number	
7.	Income TAX PAN No.(Individual/ Proprietor/ Partner)	
8.	Turnover for last three financial years i.e. 2020-21, 2021-22 and 2022-23	
9.	GST Registration no. (Individual/ Proprietor/ Partner)	
10.	Address at Delhi/NCR Telephone & Mobile no. Email Id Website	

2. ELIGIBILITY CRITERIA

S.no.	Eligibility Criteria	Status alongwith Self attested Documentary proof
1.	Total post qualification experience as on 31.12.2023 (Number of years) (Individual/ Proprietor/ Partner)	
2.	Number of years of full time Practice as on 31.12.2023 (Individual/ Proprietor/ Partner)*	
3.	Experience (Please list in detail)	
4.	Details of past Secretarial Audit undertaken	Secretarial Audit Report of respective financial years of the said Company.
5.	Any other relevant information (Please Attach separate sheet, if required).	

* 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 the Partnership firm.

3. BANK DETAILS OF THE CS FIRM

1.	Type of Account	
2.	Account Number	
3.	Confirm Account Number	
4.	Name of Bank	
5.	Name of Branch	
6.	Address of Branch	
7.	MICR Code	
8.	IFSC Code	

Signature -----

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

Membership Number -----

Stamp of the PCS Firm-----

Place:.....

Date:.....

PROFORMA FOR FINANCIAL BID

(On letter head of Practicing Company Secretary Firm in sealed cover)

To,
The Company Secretary
National Seeds Corporation Limited,
Beej Bhawan, Pusa Complex, New Delhi-110012,

Subject: Tender no..... regarding appointment of Secretarial Auditor for 3 years from the financial year 2023-24 for National Seeds Corporation Limited

Ref: No. date of Technical Bid

QUOTE FOR SECRETARIAL AUDIT:

Description	Amount (In Rs.)	Amount (in words)
Professional Fees in figures and word for the Secretarial Audit from Financial Year 2023-24 to 2025-26 (inclusive of all charges, out of pocket expenses etc.)		
GST		
Total amount		

Signature -----

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

Membership Number -----

Stamp of the PCS Firm-----

Place:.....

Date:.....

DECLARATION

(On letter head of Practicing Company Secretary Firm in sealed cover)

I _____ Son of Shri _____ working as _____ in _____ (name of the PCS/ CS Firm with address in full be mentioned), hereby solemnly affirm and declare that I have been authorized by the CS Firm to sign the tender and other necessary documents/ deeds and things for appointment as Secretarial Auditor of NSC for a period of 3 years from 2023-24.

I, hereby declare and certify through the CS Firm, that I/ we have accepted all the terms & conditions mentioned in this tender and we shall abide by all the terms & conditions of Tender in the event of acceptance of my/our Bid.

I further declare that M/s. _____ (Name of the CS Firm)/Proprietor/ any of its partners/relatives/employees/representatives/agents shall not, under any circumstances, be deemed to have any employer-employee relationship with NSC/ its Officials. I also declare that I/We do not possess any place of profit in NSC. I declare that our firm is/was not prohibited/debarred/blacklisted/ convicted by any Government Department/ CPSU/ SPSU/ Banks/ Autonomous Bodies/ Statutory Bodies including MCA, ROC, RBI, SEBI, ICAI, ICSI, C&AG etc.

I also declare that none of the NSC officials have any vested interest in the applicant CS Firm and we have independent and arms' length relationship with them.

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 understand that NSC 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 [Name of the Agency/Firm] to submit the proposal and to negotiate on its behalf.

I declare that all information submitted by me is true and correct to the best of my knowledge and belief. I/We have no objection if enquiries are made out by NSC about my work/clients listed by me/us.

I/We have read all the terms & conditions of bid and the instructions and these are acceptable to me/us.

Signature of Authorized Person of the CS Firm
With Seal & Stamp

Name: _____

Designation: _____

Membership No.: _____

Place: _____

Dated: _____