



**NORTHERN COALFIELDS LIMITED**  
**Regd. Office: P.O. Singrauli Colliery, District- Singrauli, Madhya Pradesh-486889**  
**CIN: U10102MP1985GOI003160**  
**BOARD SECRETARIAT**

**Tender No. CS-1/5A/2018 Date: 08/02/2018**

**Sub: Inviting bids for Empanelment & Engagement of Practicing Company Secretary/ Firm of Company Secretaries for carrying out Secretarial Audit and providing other Professional Secretarial services to Northern Coalfields Ltd. for two (02) Financial Years 2017-18 & 2018-19**

Northern Coalfields Limited was set up on 28/11/1985 as “Company” under the provisions of Companies Act, 1956. Coal India Ltd (A Govt. of India undertaking) holds 100% equity stake in Northern Coalfields Limited. Northern Coalfields Limited is a Mini-Ratna Category-I PSU under the administrative control of Ministry of Coal, Govt of India, New Delhi. Northern Coalfields Limited is involved in mining and marketing of Coal. The paid up capital of the company is Rs 136.5593 Crores. To know more about the company, please visit our website: [www.nclcil.in](http://www.nclcil.in).

**Northern Coalfields Limited intends to empanel & engage reputed Practicing Company Secretary/Firm of Practicing Company Secretaries for (i) carrying out Secretarial Audit and (ii) providing other Professional Secretarial services for two (02) financial years 2017-18 & 2018-19 in accordance with the provisions of Companies Act, 2013.**

**(I) SCOPE OF WORK**

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

**(II) Eligibility criteria for submission of Technical Bid**

1. The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of Northern Coalfields Limited 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 31/12/2017 and;
2. The Practicing Company Secretary/Firm should have conducted Secretarial Audit of atleast One Listed Company / Unlisted public company / Public Sector Undertaking in preceding each of the three Financial Years and;
3. The Company Secretary Firm should have minimum two active partners in full time practice. In case of individual Practicing Company Secretary, he should have minimum of 2 employees who are qualified Company Secretaries and members of ICSI and;
4. The PCS/Firm should have an Average Annual Turnover of Rs 10 Lakhs or more, in preceding three Financial years commencing w.e.f. 01/04/2014 to 31/03/2017 and;

**Note:**



The PCS/PCS Firm (Bidder) qualifying the above eligibility criteria shall be considered for empanelment by the company. The financial bids shall be called from empaneled PCS/firms only.

### **III. Terms and conditions:**

**1. Validity of Appointment:** The appointment will be for carrying out Secretarial Audit and providing other Professional Secretarial services of Northern Coalfields Ltd. for two (02) financial years- 2017-18 & 2018-19.

**2. Completion of Secretarial Audit & other services:** The Secretarial Audit shall be completed within 45 days from the end of respective Financial Year. It is also expected that the Secretarial Audit has to commence within 7 days from the award of the work/contract, time being the essence of the contract and the Secretarial Audit report should be submitted as per the format (as near as possible) prescribed under Rule No.9 of the Companies(Appointment and Remuneration of Managerial Personnel) Rules, 2014. In Case of other services, such job must be completed within the normal/extended time specified by companies Act, 2013.

**3. Place of Secretarial Audit:** The secretarial audit work has to be conducted at the registered office of the Company at P.O. Singrauli Colliery, Distt-Singrauli (Madhya Pradesh)-486889 and twelve Project Head offices located in Singrauli at Khadia, Kakri, Krishnashila, Nigahi, Bina, Block B, Jhingurda, Central Workshop, Jayant, Dudhichua, Amlohri & Nehru Shatabdi Chikitshalya.

**4. Payment Terms:** Payment will be released within one month from the date of convening the AGM for respective Financial Year upon submission of bill by the PCS/Firm after issuance of Secretarial Audit Report. In case of other services, the Payment will be released within one month from the date of submission of bill by the PCS/Firm. No advance payment shall be made for conduct of Secretarial Audit or providing other Professional Secretarial services.

**5.** The Management of Northern Coalfields Limited reserves the right to reject all or any bids without assigning any reason(s), whatsoever.

**6. Identification of Contact office & Nodal Officer:** The successful PCS/Firm empanelled shall inform details of Contact office & Nodal Officer, immediately on the award of the work/contract for timely and smooth interaction.

**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, Northern Coalfields Limited will be final and binding on both the parties to the Contract.

**8.** The PCS/Firm satisfying/fulfilling above minimum criteria may download the Tender Document from [www.nclcil.in](http://www.nclcil.in) w.e.f. 12/02/2018 to 06/03/2018 upto 05:00 PM

### **9. Fee for Secretarial Audit and other Professional Secretarial services:**

**a)** The fee for various services shall be decided on the basis of lowest offer from empanelled firms only.

**b)** In addition to Audit fee, the company shall pay Travelling expenses: Lead Partner/Proprietor/Individual will be entitled for rail fare by AC 1st class or Air Fare by economy class, Qualified Assistant by AC 2nd Class and Semi-qualified assistant by AC 3rd class on submission of proof of journey, for to and fro journey undertaken for the purpose of audit limited to 5% of the fee finalised. For this purpose, the journey will be considered from the PCS/firm's nearest office given in the profile to the place of audit. In case of journey by mode other than rail, Travelling Allowance will be limited to entitled class or actual fare, whichever is lower, subject to production of documentary evidence.



c) The Company will provide boarding, Lodging and local transport facility to the Audit Team and Partner at audit locations.

**10. Last date for submission of Technical Bid:** Technical Bid format is enclosed as **Annexure-III**. The Technical Bid duly signed on each page should be submitted along with Covering Letter as per Form-A in separate sealed envelopes superscribed as “Technical Bid” for “**Offer for carrying out Secretarial Audit and providing other Professional Secretarial services to Northern Coalfields Ltd. for two (02) Financial Years 2017-18 & 2018-19**” and should reach on or before 12/03/2018 by **3.00 P.M. at the following address:**

**Shri P Lazar**  
**Company Secretary**  
 Northern Coalfields Limited  
**P.O. Singrauli Colliery**  
**Distt-Singrauli**  
**Madhya Pradesh – 486889**

**11. Opening of Technical bid:** Technical Bids will be opened on 12/03/2018 at **3.30 PM** in the presence of applicants, who desire 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 be rejected.

**12. Evaluation of Technical bid:** The following will be the basis for awarding of Points for the selection of PCS/Firm.

Sl. No.	Eligibility / Selection Criteria	Basis for awarding of Points	Maximum Points	Minimum Marks
1	Experience in Practice (no. of years) as Proprietor / Partner / Individual / Firm of Company Secretaries. The cut-off date for ascertaining experience will be 31/12/2017. (Fraction of year shall be ignored)  Note: The experience of Only Lead Partner having longest association with firm shall be considered	0.5 Point for each completed year of holding of Certificate of Practice in continuation.	<b>10</b>	<b>5</b>
2	Experience of Secretarial Audit in the last 3 Financial years w.e.f. 01/04/2014 to 31/03/2017 Listed Companies / Unlisted public companies / PSUs	1 Point for each completed Secretarial Audit	<b>10</b>	<b>3</b>
3	Number of active Partner / full time Employees (qualified CS)	1 Point for each Partner / employee	<b>5</b>	<b>2</b>
4	Average Annual Turnover from practice, in last three Financial years. (Fraction of Lacs shall be ignored)	0.5 Point for turnover of Rs. 1 lakh and multiples thereof.	<b>10</b>	<b>5</b>
5	PCS/Firm having Head or Branch Office in Uttar Pradesh or Madhya Pradesh	5 Point	<b>5</b>	<b>--</b>
		<b>Total</b>	<b>40</b>	<b>15</b>



Note: i) Clear and complete details in separate sheets, for determination of Points in support of information against Item Sl. No. 1 to 5 above are to be furnished.

ii) Documentary evidence(s) in support of Criteria at (1) to (5) mentioned in table above is required to be submitted as mentioned in Annexure-III. Proposals without the required documentary evidence(s) shall be ignored for evaluation and hence, shall be rejected.

iii) The Firm securing minimum required marks based on above system shall be considered as qualified for Technical Bid.

iv) In case of a tie, the following sequence shall be adopted for merit: a) Firm with longer experience will be preferred based on the year of establishment. b) If there is a Tie in that also, Firm with a higher number of Partner/Employees (Qualified Company Secretary) will be considered.

**13. Selection criteria for empanelling PCS/firm:** The selection will be based on ranks of the Technical Bids (highest marks to lowest marks) who are technically qualified. Based on Technical evaluation, a maximum of Top 5 ranking PCS/firms will be considered as empanelled.

**14. Financial Bid:** The financial bids shall be called from empaneled PCS/firms only and based on their quoted fee; the work will be assigned to the PCS/firm quoting lowest fee. In the event of tie in the fee quoted by two or more empaneled PCS/firms, the PCS/firm securing higher marks in Technical Bid will be preferred.

**15.** If the empanelled firm appointed for carrying out Secretarial Audit or providing other Professional Secretarial services, refuses or fails to conduct the assignment due to disqualification or otherwise, than the PCS/firms next to it in the empanelled list based on their quoted fee will be given the assignment.

**16. Restriction of Secretarial Auditor to undertake other professional services:** Out of empanelled PCS/firms, the empanelled PCS/firm engaged for secretarial audit will not be eligible for providing other professional services to NCL & vice-versa.

**17. Debarring Provisions:** The PCS/Firm will be debarred from being appointed as the Secretarial Auditor of NCL and doing any certification works:

(i) If the Firm obtains the appointment on the basis of false information / misstatement.

(ii) If the Firm does not take up audit in terms of appointment letter.

(iii) If the Firm fails to maintain / honor confidentiality and secrecy of the Company's information.

In case of any clarification required in this regard, the undersigned could be contacted at phone No.07805-266304. Northern Coalfields Limited reserves the right to cancel/restrict/enlarge/modify/postpone and/or extend the date of receipt/opening of Bid or withdraw the Bid notice without assigning any reason(s) whatsoever. In such case, the bidders shall not be entitled to any form of compensation from the Company.

Sd/-  
( P Lazar )  
Company Secretary



## Annexure-I

### SCOPE OF WORK OF SECRETARIAL AUDIT OF NCL

- I.** Checking of Compliances of following Laws (Nodal Office- Company Secretariat) as may be applicable to the Company (including any amendment/modifications therein), for the purpose of furnishing Secretarial Audit Report in the format prescribed under Companies Act, 2013:
- (1) The Companies Act, 2013 / Companies Act, 1956 and the rules made thereunder;
  - (2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - (3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - (4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
  - (5) The SEBI, Act, 1992 and following rules & regulations made thereunder;
    - (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;
    - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (6) Secretarial Standards issued by "The Institute of Company Secretaries of India";
  - (7) The Listing Agreements entered into by the Company with Stock Exchange(s);
  - (8) Guidelines on Corporate Governance 2010 applicable for CPSE issued by the Department of Public Enterprises, Government of India, New Delhi.
- II.** Checking of compliances of following other laws (Nodal Office- Legal Department/Production department/Mines Safety Department/Personnel Department) that are specifically applicable to the company, for the purpose of furnishing Secretarial Audit Report in the format prescribed under Act, 2013:
- (1) The Mines Act, 1952
  - (2) Mines Concession Rules, 1960
  - (3) Coal Mines Regulations, 1957
  - (4) Coal Mines Conservation & Development Act, 1974



- (5) The Mines Rescue Rules, 1985
- (6) The Mines Vocational Training Rules, 1966
- (7) The Indian Electricity Rules, 1956
- (8) The Explosive Act, 1884
- (9) The Explosive Rules, 2008
- (10) Coal Mines Pension scheme, 1998
- (11) The Payment of Wages & Mines Rules, 1956
- (12) The Coal Mines Provident Fund And Miscellaneous Provisions Act, 1948
- (13) Mines & Minerals (Regulation & Development )Act, 1952
- (14) Mines (Postings of Abstracts) Rules, 1954
- (15) Payment of undisbursed wages(Mines) Rules 1950
- (16) Indian Bureau of Mines Sr. Technical Assistant (Survey) Jr. Technical Assistant (Survey) and Junior Survey Recruitment Rules 1990
- (17) The Coal Mines Pith Head Bath Rules 1959
- (18) Mines Crèches Rules 1960
- (19) Indian Bureau of Mines ( Electrical Supervisor and Electrician ) Recruitment Rules, 1990
- (20) The Maternity Benefit (Mines ) Rules 1963
- (21) Colliery Control Order, 2000
- (22) Colliery Control Order, 2004

- III.** In addition to the aforesaid laws, checking of any new enactments/laws (Nodal Office- Legal Department), as may be specifically applicable to the company, enacted/amended during the Audit Period for the purpose of furnishing the Secretarial Audit Report.
- IV.** Checking and analyzing responsibilities of the non-executive directors of the Company, in respect of Compliance of other applicable laws as may be found during the course of audit. Since, by virtue of sec 149(12) of the Act, 2013, the independent and non-executive directors are held liable only in respect of such acts of omission or commission by the Company which had occurred with his knowledge, consent or connivance or due to not acting in a diligent manner, therefore, our focus will be assessing the “quality of the Compliance and Compliance management system” followed by the company, so as to give a reasonable assurance to the non-executive directors.
- V.** Providing a detailed list including positive observations on the compliance made by the Company in respect of laws applicable during the Audit period.



## Annexure-II

### **SCOPE OF WORK OF OTHER PROFESSIONAL SECRETARIAL SERVICES TO NCL**

- I. Certification of Annual Return in form MGT.8 & filing of form MGT.7.
- II. Issue of Certificate on Corporate Governance Report as per DPE Guidelines.
- III. Quarterly audit of Minutes and significant transactions of Board meetings of company
- IV. Conversion and filing of financial statements in XBRL mode on MCA portal
- V. Pre-Certification and filing of all other e-forms on MCA portal
- VI. Consultation services in respect of corporate actions like issue of securities through rights, bonus, consolidation, subdivision etc.
- VII. Any other services related to secretarial practice under Companies Act, 2013 as may be decided by NCL.



### Annexure-III

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

**PROFORMA FOR TECHNICAL BID**  
(For carrying out Secretarial Audit and providing other Professional Secretarial services to Northern Coalfields Limited)

To,

The Company Secretary  
Northern Coalfields Limited  
Head Quarter,  
Distt.- Singrauli (M.P.)  
PIN- 486889

Sl. No.	Particulars	Details
1	Name of the Practicing Company Secretary(PCS)/Firm of Company Secretaries(Firm): <input type="checkbox"/> <input type="checkbox"/> Whether Partnership/Proprietorship/ Individual <input type="checkbox"/> <input type="checkbox"/> Name of the Lead Partner/ Proprietorship/ Individual /Incharge <input type="checkbox"/> <input type="checkbox"/> Name(s) of the Contact person(s) and the Contact details	
2	I. Date of Commencement of Practice as PCS II. Date of approval of name of the Firm from ICSI iii. Certificate of Practice(COP) Number/Registration Number (Please Attach Documentary evidence)	
3	Details of Office(s) Address: Telephone Nos. Fax No. E-mail Website	
4	Post Qualification Experience in full time practice of Lead Partner/Proprietor/ Individual under whose supervision the Secretarial Audit of PFC will be conducted. (Please Attach Documentary evidence i.e. COP etc.)	





5	PAN No. of PCS/Firm GSTIN (if any) (Please Attach Documentary evidence)		
6	Number of Secretarial Audits conducted in Listed Companies/ unlisted public companies/ PSUs (Please Attach Documentary evidence)		
	Sl. No.	Name of the Company	Financial Year for which Secretarial Audit conducted
7	a) Number of active Partners in the Firm or b) Number of employees with PCS, who are qualified Company Secretaries and members of ICSI: (Please attach details including name, membership no., experience etc. of active partner/employee)		
8	Average Annual Turnover of the PCS/Firm in preceding three financial years based on ITR/Balance Sheet/ Income & Expenditure Account (Please Attach Documentary evidence).		
9	Any other relevant information (Please Attach separate sheet, if required).		

Declaration:

1. All the information provided by me/us herein above is correct.
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 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:-----



**Form – A**

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

To,

Date : \_\_\_\_\_

**Company Secretary,**  
Northern Coalfields Limited,  
Head Quarter,  
Distt.- Singrauli (M.P.)  
PIN- 486889

Dear Sir,

I/We, the undersigned, offer to carry out Secretarial Audit and provide other Professional Secretarial services to Northern Coalfields Ltd. for two (02) Financial Years 2017-18 & 2018-19 in accordance with your tender enquiry dated \_\_\_\_\_, and hereby submit our Proposal, which includes Technical Proposal (**Annexure- III**) enclosed under a separate sealed envelope.

I/We hereby declare that all the information and statements made in this Proposal are true and accept that any misinterpretation contained in it may lead to our disqualification. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/ annexure.

I/We hereby confirm:

- (a) that I/We am/not partner of the firm related to any of the Directors or KMPs of the Company within the meaning of Companies Act, 2013 and Rules made thereunder.
- (b) that neither the firm/proprietorship nor its Partners or Associates have interest in the business of the Company
- (c) that the appointment / re-appointment will be within the applicable maximum limit as per the provisions of the Companies Act, 2013 & guidelines issued by ICSI.
- (d) that I/We and no partners/ employee of the firm has been held guilty of professional mis-conduct by ICSI.

I/We agree to provide all additional information/clarification/documents as may be required by the Company in connection with the processing of proposal.

I/We understand that Northern Coalfields Limited 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 [Insert Name of the PCS/Firm] to submit the proposal and to negotiate on its behalf.



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-----