

NTPC Limited
Regd. Office : NTPC Bhawan, SCOPE Complex, Institutional Area, Lodhi Road,
New Delhi - 110003

CIN: L40101DL1975GOI007966

COMPANY SECRETARIAT

Tender No.NTPC/CS-1/2022_23

Date : 30.01.2023

Sub: Inviting bids for Engagement of Practicing Company Secretaries/ Firm of Company Secretaries for carrying out Secretarial Audit of NTPC Limited for FY 2022-23

NTPC Limited was incorporated in 1975 under the companies act, 1956 with objective to develop and provide reliable power, related projects and services at competitive prices, integrating multiple energy sources with innovative and eco-friendly technologies and contribute to society.

NTPC became a listed company in 2004, with majority holding of 89.50 % with the government of India which was further reduced from time to time.

The Company has over the years, developed from a thermal power generator to an integrated power company with presence across entire energy value chain through backward and forward integration into areas such as coal mining power trading, distribution etc. On 19th May 2010, NTPC was granted the status of 'Maharatna' that resulted in enhanced autonomy in decision making.

Its registered and corporate offices are at New Delhi.

The authorized and paid-up capital of the company was Rs. 10,000 crore and Rs. 9696.67 crore respectively as on 31.03.2022.

Government of India's equity in NTPC stands at 51.10 % as on 31.03.2022, the rest being held by institutional investors, public and others.

To know more about the company, please visit our website: www.ntpc.co.in

NTPC Limited intends to appoint reputed Practicing Company Secretary/ Firm of Practicing Company Secretaries as Secretarial Auditor for the Financial Year 2022- 23 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** for understanding and ready reference.

(II) Eligibility criteria for submission of Technical Bid

- i) The Lead Partner/ Proprietor/ Individual should have continuous (without any break) experience of 10 years or more in full time practice and;
- ii) The PCS/Firm should have conducted Secretarial Audit of at least one listed Company
 - a) Having a paid-up Share Capital of fifty crore rupees or more; or

- b) Having turnover of two hundred fifty crore rupees or more in the last three financial years and;
- iii) The PCS/Firm should have an Average Annual Turnover of Rs 10 Lakh (Rupees Ten Lakh only) or more per annum from practice; and
- iv) Company Secretary Firm should have at least two active partners in full time practice, or the PCS should have minimum two full time employees, who are qualified Company Secretaries; and
- v) Should have Head Quarters/Branch office in New Delhi/NCR.

Note:

1. The preceding three financial years will be a period from 1.4.2019 to 31.3.2022. Any assignment handled prior to 1st April 2019 or after 31st March 2022 will not be counted for evaluation purpose.
2. The PCS/PCS Firm (Bidder) qualifying the above eligibility criteria shall be considered for Financial Bid.

III. **Terms and conditions:**

- (i) **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for the financial year 2022-23. The secretarial auditor may be re-appointed for the FY 2023-24 and/or 2024-25 at the sole discretion of NTPC at the terms and conditions mutually agreed.
- (ii) **Completion of Audit:** The Secretarial Audit shall be completed within 15-20 days from the date of award of work. 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 pursuant to Section 204(1) of the **Companies Act, 2013** and under Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,2014.
- (iii) **Place of Audit:** The audit work has to be conducted at the Corporate Office of NTPC Limited.
- (iv) **Payment Terms:** Payment will be released within forty-five days from the date of Board Meeting wherein Secretarial Audit Report is placed or upon submission of bill by the PCS/Firm after issuance of Secretarial Audit Report to the satisfaction of NTPC, whichever is later. No advance payment shall be made for conduct of Secretarial Audit.
- (v) The Management of NTPC reserves the right to reject all or any bids without assigning any reason(s), whatsoever.
- (vi) **Identification of Nodal Officer:** The successful PCS/Firm shall nominate a Nodal Officer, immediately on the award of the work/contract for timely and smooth interaction.
- (vii) **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 Director (Finance), NTPC or his nominee will be final and binding on both the parties to the contract.
- (viii) The PCS/Firm satisfying/fulfilling above minimum criteria may download the Tender Document from www.ntpc.co.in
- (ix) **Last date for submission of Technical Bid & Financial Bid:** Technical Bid and Financial Bid formats are enclosed as **Annexure-II** and **Annexure-III** respectively. The Technical Bid and Financial Bid duly signed on each page should be submitted along with supporting documents for eligibility wherever required and Covering Letter as per Form-A in separates sealed. **Envelopes superscribed as “Technical Bid” and “Financial Bid” for “Offer for conducting Secretarial Audit for the FY 2022-23” and should be dropped in the Tender Box on or before 13/02/2023 by 5:00 p.m. at the following address:**

**NTPC Limited,
Co.Sectt. Dept.
NTPC Bhawan, SCOPE
Complex, Institutional
Area, Lodhi Road, New
Delhi – 110003**
- (x) The bids shall be submitted in two pocket system i.e. Technical and financial bid. The technical bid shall consist of all technical details, financial bid shall indicate price for the services as per the scope of work mentioned in the Annexure-I & III.

- (xi) **Opening of Technical bid:** Technical Bids, unless any other date notified by NTPC, will be opened on 14/02/2023 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 shall be rejected.
- (xii) **Opening of Financial Bid:** After evaluation of technical bids on pre-determined criteria, Financial Bids of technically qualified bidders only, will be opened in the presence of bidders, if they desire so. The Bidder who will quote the lowest fee (not less than Re.1/-) would be considered for award of the mandate for conducting the work specified in Annexure-I and III.
- (xiii) Financial bid will be evaluated taking the total of two works specified in Annexure-I & III.

In case of any clarification required in this regard, the undersigned could be contacted at phone No. 011-24387789. NTPC 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/-
(Arun Kumar)
Company Secretary

SCOPE OF WORK – SECRETARIAL AUDIT

The broad scope of Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations and guidelines:-

1. The Companies Act, 2013 and the rules made thereafter;
2. The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; .
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
5. The SEBI, Act, 1992 and the following regulations made thereunder;
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;
 - b. The Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations , 2009
 - c. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations,2009;
 - d. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - e. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - f. The SEBI (Prohibition of Insider Trading) Regulations, 2015
6. Secretarial Standards issued by "The Institute of Company Secretaries of India"
7. 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 etc.
8. Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority.
9. Any other specific activity as may be advised by the Audit Committee/ Board/ regulator(s)/ Govt./ management of NTPC etc., from time to time;
10. Guidelines on Corporate Governance for CPSEs, 2010 issued by Department of Public Enterprises.

All other laws as applicable to the Company.

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

**PROFORMA FOR TECHNICAL BID
(For conducting Secretariat Audit of NTPC Limited)**

To
NTPC Limited
NTPC Bhawan,
Scope Complex, Lodhi Road,
New Delhi-110003

Sl.No.	Particulars	Details
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/Proprietorship/ Individual/In charge• 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: <ul style="list-style-type: none">• Copy of Certificate of Practice or certificate from ICSI regarding date of commencement of practice as PCS; and/or• Copy of approval letter from ICSI in respect of Firm's Name.	
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 NTPC Limited will be conducted. (Please Attach Documentary evidence i.e. COP etc. and self-certification)			
5.	PAN No. GST Regn.No. (Please Attach Documentary evidence)			
6.	Number of Secretarial Audits conducted in Listed Companies. Please Attach Documentary evidence: Attach copy of work order	S.No.	Name of the Company	Financial Year for which Secretarial Audit conducted
7.	Number of active Partners in the Firm or Number of employees with PCS, who are qualified Company Secretaries and members of ICSI: (Please attach details including name, member ship 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 (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

Date:-----

PCS/Firm_____

Place:-----

**PROFORMA FOR FINANCIAL BID
(For NTPC Limited)**

To
NTPC Limited
NTPC Bhawan,
Scope Complex, Lodhi Road,
New Delhi-110003

(PRICE BID)
Schedule of
Rates

S.No.	Description	Lump sum Price (Rs.)
A.	Secretarial Audit Fee (Fixed amount) (inclusive of all charges, out of pocket expenses etc.) for a F.Y.	
	TOTAL AMOUNT PAYABLE Amount in figures	
	Amount in Words	

Note: 1. The above quoted amount is exclusive of all taxes and duties and remains firm during the period of the contract.

Note: 2. In case of any discrepancy in figures or words, preference shall be given to the amount expressed in words.

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 : _____

NTPC Limited
NTPC Bhawan,
Scope Complex, Lodhi Road,
New Delhi-110003

Dear Sir,

We, the undersigned, offer to provide the Secretarial Audit services for Financial Year 2022-23 in accordance with your tender enquiry dated, and hereby submit our Proposal, which includes:

- a) Technical Proposal (**Annexure- II**) enclosed under a separate sealed envelope.
- b) Financial Proposal (**Annexure - III**) enclosed under a separate sealed envelope.

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.

We hereby confirm:

- (a) that I am/any partner of the firm or the Firm is not related to any of the Directors or KMPs of the Company within the meaning of Companies Act, 2013 and Rules made there under.
- (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.
- (d) that no partners/ employee of the firm has been held guilty of professional misconduct by ICSI.

The prices quoted by us in the Financial Proposal (**Annexure - III**) are valid till six months from the date of submission of the quotation. We confirm that this proposal will remain binding upon us and may be accepted by you at any time before the expiry date.

Prices have been arrived independently without consultation, communication, agreement or understanding (for the purpose of restricting competition) with any competitor.

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 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 NTPC 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 Agency/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 Authorized Signatory

Stamp of PCS /Firm

Date:-----

Place:-----