

TENDER FOR ENGAGEMENT OF SECRETARIAL AUDITOR FOR EASTERN INVESTMENTS LIMITED (EIL), THE BISRA STONE LIME COMPANY LIMITED (BSLC), THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED (OMDC)

Address: AG-104, Sourav Abasan, 2nd Floor, Sector –II, Salt Lake City, Kolkata-700091

Enq No: BGC/Enq/HO/ Secretarial Auditor /11-2014

Date: 15/12/2014

To,

Subject: **TENDER FOR ENGAGEMENT OF SECRETARIAL AUDITOR FOR EASTERN INVESTMENTS LIMITED (EIL), THE BISRA STONE LIME COMPANY LIMITED (BSLC), THE ORISSA MINERALS DEVELOPMENT COMPANY LIMITED (OMDC)**

Dear Sir,

With reference to the above, inviting tenders on the above subject, as follows:-

PART-I

A. INTRODUCTION

Eastern Investments Limited (EIL), The Bisra Stone Lime Company Limited (BSLC) and The Orissa Minerals Development Company Limited (OMDC) are Central Public Sector Undertakings (CPSUs). OMDC and BSLC are mining companies. EIL is a Non Banking Finance Company (NBFC).

EIL is the holding company of OMDC and BSLC. All these three companies are listed companies. EIL & BSLC are listed at Calcutta Stock Exchange. OMDC is listed at National Stock Exchange, Calcutta Stock Exchange and got trading permission under permitted category at Bombay Stock Exchange. The paid up share capital of EIL, OMDC and BSLC are 14,44,387 equity shares of Rs. 10 each, 60,00,000 equity shares of Rs. 1 each and 8,72,86,252 equity shares of Rs. 10 each. OMDC is paying dividend for last 11 years and EIL is paying dividend for last 7 years. BSLC has not declared any dividend since 1979-1980.

B. PROPOSAL

The tender is for engagement of Secretarial Auditor for EIL, BSLC and OMDC as per the scope of work as prescribed herein below:

C. PERIOD OF CONTRACT

The period of engagement for the purpose of Secretarial Audit will be for one term i.e. audit for the financial year 2014-2015 only. However, the engagement is extendable for a further period of one term i.e. audit for the financial year 2015-2016 at the same rates and terms & conditions on satisfactory completion of job. The extension will be at the sole discretion of the company.

PART-II

Special Terms & Conditions

A. SCOPE OF WORK

Every listed company and every public company having a paid-up share capital of fifty crore rupees or more, or every public company having a turnover of two hundred fifty crore rupees or more shall annex with its Board's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in **Form No.MR.3**.

B. LAST DATE OF RECEIPT AND OPENING OF TENDERS

a) A complete set of bidding documents may be obtained by interested agency(s) physically or by post on all working days from 10.00 Hrs (IST) to 15.00 Hrs (IST) from 16/12/2014 to 01/01/2015 on submission of a written application (in duplicate) giving complete details of Mailing Address, Telephone & Fax No's, E-Mail Address & Name of Contact Person

From---

Company Secretary, EIL/BSLC/OMDC
AG-104,Sourav Abasan, 2nd Floor, Sector –II, Salt Lake City, Kolkata-700091,
Tel: 4016-9200, Fax: 033-4016 9267
Email: info.birdgroup@nic.in

b) Entire Bidding documents along with detailed Invitation for Bid along with Instruction for Bidder (IFB) are available on the website of the Company i.e. www.birdgroup.gov.in . The prospective Bidders can download the documents for the purpose of preparation & submission of their Bids.

The Bidder shall download the “Bidding Document” available on the website in totality. It will be presumed that the Bidder has gone through the entire Bidding Document available on the website, which shall be binding on the Bidder.

a) Last Date of Receipt

The sealed Tenders, complete in all respect, numbered, signed with stamp of the Firm/Professional on each page, should be dropped/send/posted to Company Secretary, EIL/BSLC/OMDC, AG-104,Sourav Abasan, 2nd Floor, Sector –II, Salt Lake City,

Kolkata-700091 on 01/01/2015 by 03.00pm. In case date of receipt of tenders happens to be declared a public holiday, the tender will be accepted on next working day till 3.00 p.m. Proposals submitted by fax or telegram or e-mail will not be accepted. The Companies reserves the right to reject any proposal that is not submitted according to instructions stipulated in the tender format. No proposal will be entertained after the appointed time and date. The Company will not be responsible for any postal/ courier delay. The Proposals received after the appointed time and date will be summarily rejected.

b) Submission of Offer

i. The proposal should be sealed in a large envelope bearing the name as shown (EIL, BSLC & OMDC) with common address “AG-104, Sourav Abasan, Sector-II, Salt Lake City, Kolkata- 700 091” and name of the work.

ii. Companies assume no responsibility for premature opening of the contents of the proposal submitted, in case the envelope is not properly sealed and marked as instructed above, the offer/Bid will be summarily rejected.

iii. The outer envelopes will contain inside two sealed envelopes, one clearly marked cover-I under which one envelope as ‘Part-A-Compulsory points, the other clearly marked as ‘Cover-II-Financial Bid’.

iv. Cover-I and Cover-II are to be submitted in separate wax sealed envelope. These two envelopes are to be put inside a bigger sized envelope and wax sealed. The party failing to provide the details as desired by the company under Cover-1 In Part -A, financial bid will not be open and tender will be invalid.

v. The Technical and Financial Bid must be prepared in indelible ink and must be signed by the Authorised Representative of the Applicant. All the pages of the original Technical and Financial Bid must be numbered and initialed by the person or persons signing the Proposal.

vi. The Proposal must contain no overwriting except as necessary to correct errors made by the Applicants themselves, in which cases such corrections must be initialed by the person or persons signing the Proposal.

vii. The complete proposal must be delivered on or before the specified time.

viii. The proposal shall be made in the forms specified in this document. Any attachment to such forms must be provided on separate sheets of paper, and only information that is directly relevant should be provided.

ix. The rates quoted by the Firm/Professional shall be throughout the period of execution of the work.

x. The Company reserves the sole right to accept or reject any or all Proposals thus received without assigning any reason thereof.

Fees should be quoted separately for each companies and the job will be assigned to the party individually for each Company on L-1 basis.

c) Opening of Tenders:

Cover – I, i.e. Technical Bid will be opened in the presence of the bidders or their accredited representative at the office of The Company Secretary, EIL/BSLC/OMDC on 02/01/2015 at 03.00 pm.

Cover – II i.e. Price Bid of the Bidders, whose Technical Bids are found acceptable afterwards on a suitable date, which will be intimated to the bidders in due course.

C. ELIGIBILITY CRITERIA FOR SUBMISSION OF TENDER

The firm/Professional meet the following technical eligibility criteria and provide documentary evidence for each of the following :

1. The firm/Professional shall have minimum 5 years experience in their profession. Experience Certificate to be attached.
2. The firm/Professional have an office at Kolkata.
3. No disciplinary/penal action should have been initiated /contemplated/pending which have/may lead to suspension of Business/Practice of the firm/ Professional by SEBI and/or any other Regulatory Authorities. No investigation/proceedings / adjudications are pending against the firm/Professional and/or any of its Promoters/ Directors/CEO.

The Firm/Professional will have to submit written undertaking to this effect.

4. The firm/Professional has not been debarred from functioning by any statutory/regulatory authority at any point of time.

The Firm/Professional will have to submit written undertaking to this effect.

D. EVALUATION PROCESS

1. Tenderers, who qualify the Technical bid on fulfilling the criteria, fixed in the Eligibility criteria, will be eligible for opening of their respective financial bid.
2. The financial Bid of the qualified parties will be opened in presence of the eligible parties at the registered office of the Company.
3. The L1 price will be determined in each Company (EIL, BSLC& OMDC) by the bidder for secretarial Audit, exclusive of Service Tax
4. The decision about L1 bidder made by the Company will be final & binding on all parties/bidder

Points to be noted:

- i. To facilitate evaluation of Applications, the respective companies may, at its sole discretion, seek clarifications from any Applicant regarding its Application. Such clarification(s) shall be provided within the time specified by the companies for this purpose. Any request for clarification(s) and all clarification(s) in response there to shall be in writing. If an Applicant does not provide clarifications sought within the prescribed time, its Application shall be liable to be rejected.
- ii. After Technical Evaluation, the companies would prepare a list of technically qualified applicants for opening of their financial proposals. Date, time and venue will be notified to all applicants for announcing the result of evaluation and opening of financial proposals.
- iii. Technically qualified applicants, Financial Bid can only be opened.

E) FINANCIAL BID

Bidders are required to quote rates for Secretarial Audit in a format as specified in the financial bid.

F) OFFER VALIDITY PERIOD

The offer shall be valid for a period of 90 days from the closing date of the tender. Any offer falling short of the validity period is liable for rejection.

G) AWARD OF CONTRACT

EIL, BSLC & OMDC proposes to select Secretarial Auditor for Secretarial Audit. Evaluation would be done on bottom line basis. Lowest offer (L1) would be decided based on Financial Offer of each companies (mentioned in the Financial Bid, Annexure B)

H) SUBMISSION OF BILLS.

The Bill is to be submitted in Triplicate addressed to respective Company Secretary along with the Satisfactory job Completion Certificate.

I) a) PAYMENT TERMS:

100% payment will be effected based on the invoices/bills raised as at para G above, after successful completion of each work. **No advance payment shall be made.**

b) TAX DEDUCTED AT SOURCE: Income-Tax and other taxes as applicable shall be deducted at source at the rate prescribed in the Income Tax Act and or other Act from the gross value of each bill.

J) ARBITRATION

Any dispute or difference under or arising out of or in respect of the Agreement/ Accepted Contract may be referred to the sole Arbitrator, a person appointed by the Managing Director of respective Company, Sourav Abasan, AG-104, 2nd Floor, Sector-II, Salt Lake City, Kolkata- 700 091 and his decision in the matter will be final and binding on the firm/professional and the Company. The arbitration shall be carried out as per Arbitration Act, 1996 and rules made there under as amended from time to time.

NOTE ---- The Court of Barasat North 24 PGS & High Court, Calcutta will have the jurisdiction to address any unsettled dispute, venue of the arbitration shall be Kolkata. Submission of your offer is tantamount to your agreeing to the terms and conditions laid down herein.

K) RISK PURCHASE

In the event of failure to fulfill the contract terms and execution of work as per letter of contract/work order/agreement, EIL, BSLC and OMDC shall reserves the right to make the contractual obligation carried out by alternative arrangements and shall recover from the contractor any additional cost involved therein.

PART-III
General Terms & Conditions

A) INSTRUCTION TO THE APPLICANT

(a) Technical Proposal

- (i) The compulsory points of the applicant, complete in all respects, should be made in the form as specified in **Annexure-A**. While submitting the Cover-1 in Part-A, the applicant must ensure that all the details in the prescribed format are duly filed in as per the format shown in **Annexure-A** and signed must be sealed in the envelope titled “Compulsory Points”.
- (ii) The Technical proposal must not include any financial information.

(b) Financial Proposal

- (i) The Financial Proposal of the applicant, complete in all respects, should be made in the form as specified in **Annexure-B**.
- (ii) While submitting the Financial Proposal, the applicant must ensure that all items indicated in the form should be duly filed in and signed and must be sealed in the envelope titled “Financial Bid”.
- (iii) The Bidder is required to quote a fee in INR (in figure & words) (in a sealed envelope) and the fee quoted should be exclusive of all the applicable taxes, cess, duties etc. The fee quoted should not be less than Rs: 1/- (Rupee one only) failing which the financial bid would be rejected. The different taxes should be indicated separately while raising the bills for payment of fee. All bills are to be raised in INR and will be payable in INR only after successful and satisfactory closure of the transaction in prescribed performa of price bid (**Annexure-B**).
- (iv) The fee quoted should be unconditional.
- (v) The Bidders will be liable to pay taxes applicable as per law.

B) OTHER TERMS AND CONDITIONS

- a) The required information related to the company can be obtained from the website www.birdgroup.gov.in & CPP Portal (<http://eprocure.gov.in/cppp/>)

- b) Consequent upon engagement if it is proved that participant had given false declaration; action will be taken against them by the company and the Contract will be cancelled. Total cost will be deducted from the parties account.
- c) The Management of the Company has the right to add/ change all or any of the aforesaid conditions while entering into final agreement with the Secretarial Auditor.

C) MODIFICATION OF CONTRACT:-

The Company reserves the right to make any modification/alteration in the condition as mentioned in the Tender by signing the agreement with the successful bidder(s) to avoid any confusion or for interpretation of any terms and condition of the contract.

D) ASSIGNMENT

This Agreement is not assignable **and non-transferable**.

E) FORCE MAJEURE

If at any time during the subsistence of this Agreement either party becomes incapable to perform whole or in part any obligation under this Agreement due to any acts of God, strikes, go-slow, Loading Plant breakdown, Government ruling, war, blockade, revolution, civil commotion, riots, floods, plague, or other causes, the Buyer or Seller shall be relieved of all future responsibility for performance of this Agreement.

F) ILLEGAL GRATIFICATION:-

Any bribes, commission, gifts or advantage given, promised or offered by or on behalf of the bidder /customer or his partner, agent, or servant to any officer, servant, representative, or agent of the company in relation to the obtaining or to the execution of this or any other contract with the company for showing or for bearing to show favor or disfavor to any person shall be resulting into the cancellation of this contract.

“Annexure-A”
(Compulsory details of the applicant)
PART-1

1. FIRM/PROFESSIONAL DETAILS:

- a. Name :
- b. Address :
- c. Telephone No :
Mobile No :
- d. Name of the Proprietor/ Partners/Directors :
- e. PAN No (copy) :
- f. TIN No (copy) :
- g. CP No.(copy)

2. Has the firm/Professional ever been debarred/ Black Listed by any Organisation? If “yes” the details thereof & if “No” a self Declaration :

YES/NO

3. Documents to be submitted under the following points:

The firm/Professional should attach self certified copies of the following:

- a. The firm/Professional shall have minimum 5 years experience in their profession. Experience Certificate to be attached.
- b. The firm/Professional have an office at Kolkata.
- c. Income tax returns for the last three years.
- d. Latest Service Tax Return.

The terms and conditions of the tender are acceptable to me/ us. All information provided above is true to the best of my/ our knowledge.

Authorised Signatory,
(with full name and designation)
Seal:

“Annexure-A”
(Compulsory details of the applicant)

PART-1I

I/We undersigned is / are authorized signatories of the Firm/Professional

M/s _____

Address: _____

Do here by undertake that:

- 1. The Firm/Professional is in this business since last 05 year.**
- 2. No disciplinary/penal action should have been initiated /contemplated/pending which have/may lead to suspension of Business/Practice of the firm/ Professional by SEBI and/or any other Regulatory Authorities. No investigation/proceedings / adjudications are pending against the firm/Professional and/or any of its Promoters/ Directors/CEO.**
- 3. Has not been debarred from functioning by any statutory/regulatory authority at any point of time.**

We have carefully read all the terms and conditions of the Tender Document and hereby accept all the terms & conditions of the Tender Document.

Authorised Signatory,
(with full name and designation)
Seal:

**“Annexure-B”
(Financial Bid)
Performa for quoting rates for rendering services to the Company as Secretarial Auditor
of Eastern Investments Limited (EIL):**

Ref: TENDER NOTICE NO:

Date: DD/MM/YYYY

1. Name & Address of the Bidder: _____

2. Rate Quoted: _____

| Sl. No. | Rates for EIL (exclusive of Service tax) | | (Rs) |
|---------|-------------------------------------------|--------------|------|
| 1. | JOB DISCRPTION | Total | |
| | Secretarial Audit Fees | | |

(In words – Rupees..... only.)

Note:

- The rates, so indicative have to be **exclusive** of Service Tax.
- The rates are to be quoted in figure and in word and in case of any difference in rate given in figure and words above, the price in words will prevail over number.

Authorised Signatory,
(with full name and designation)

Seal:

“Annexure-B”

(Financial Bid)

**Performa for quoting rates for rendering services to the Company as Secretarial Auditor
of The Bisra Stone Lime Company Limited (BSLC):**

Ref: TENDER NOTICE NO:

Date: DD/MM/YYYY

3. Name & Address of the Bidder: _____

4. Rate Quoted: _____

| Sl. No. | Rates for BSLC (exclusive of Service tax) | | (Rs) |
|------------|--------------------------------------------|--------------|------|
| 1. | JOB DISCRIPTION | Total | |
| | Secretarial Audit Fees | | |

(In words – Rupees..... only.)

Note:

- The rates, so indicative have to be **exclusive** of Service Tax.
- The rates are to be quoted in figure and in word and in case of any difference in rate given in figure and words above, the price in words will prevail over number.

Authorised Signatory,
(with full name and designation)

Seal:

“Annexure-B”
(Financial Bid)
Performa for quoting rates for rendering services to the Company as Secretarial Auditor of
The Orissa Minerals Development Company Limited (OMDC):

Ref: TENDER NOTICE NO:

Date: DD/MM/YYYY

5. Name & Address of the Bidder: _____

6. Rate Quoted: _____

| Sl. No. | Rates for OMDC (exclusive of Service tax) | | (Rs) |
|---------|--------------------------------------------|-------|------|
| 1. | JOB DISCRPTION | Total | |
| | Secretarial Audit Fees | | |

(In words – Rupees..... only.)

Note:

- The rates, so indicative have to be **exclusive of Service Tax**.
- The rates are to be quoted in figure and in word and in case of any difference in rate given in figure and words above, the price in words will prevail over number.

Authorised Signatory,
(with full name and designation)
Seal:

