



नॉर्थ ईस्टर्न इलेक्ट्रिक पावर कॉर्पोरेशन लि.

(भारत सरकार का उधम)



NORTH EASTERN ELECTRIC POWER CORPORATION LTD.

(A Government of India Enterprise)

पंजीकृत कार्यालय: ब्रुकलैंड कम्पाउंड, लोअर न्यू कॉलोनी, शिलांग-793003

Registered Office: Brookland Compound, Lower New Colony, Shillong - 793 003

कंपनी सचिव का कार्यालय

OFFICE OF THE COMPANY SECRETARY

NIB NO. CS/ NIB/ 01/ 2018

Dated 09-04-2018

Sub: Notice inviting bids for Empanelment of Practicing Company Secretary / Firm of Company Secretaries for three years for carrying out Secretarial Audit of NEEPCO from Financial Year 2017-18 onwards.

North Eastern Electric Power Corporation Limited (NEEPCO) is a Government Company incorporated under the Companies Act, 1956 in the year 1976. The main objective of the Company is to plan, promote, and organise an integrated and efficient development of electric power through conventional and non-conventional sources, generation of electric power etc. The Government of India has conferred NEEPCO the status of a Miniratna Schedule "A" Company based on its consistent performance and profitability.

The President of India, acting through the Ministry of Power, Government of India is holding 100% of the issued and paid up share capital of the Company. The PSU bonds (NCDs) of NEEPCO are listed in the Bombay Stock Exchange.

NEEPCO has an installed capacity of 1287 MW and provides about 35% of the energy supply of the North Eastern Region of India. NEEPCO's authorised share capital is Rs.5000 Crores. Its headquarter is situated in Shillong, the capital of Meghalaya. NEEPCO is a power sector enterprise with projects located in the various states of the North East Region. To know more about the Company, please visit www.neepco.co.in

NEEPCO intends to empanel reputed Practicing Company Secretary (PCS) / Firm of Company Secretaries (Firm) for a period of three financial years, to conduct Secretarial Audit of the Company starting from the Financial Year 2017-18 onwards, 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 2017-18, for which Financial bids are invited along with the Technical Bid.

1. SCOPE OF WORK

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

Further, in addition to the Secretarial Audit, the Company Secretary in practice is required to certify the Annual Return of the Company as they stand at the end of the Financial Year as per section 92(2) of the Companies Act, 2013.

2. ELIGIBILITY CRITERIA FOR SUBMISSION OF TECHNICAL BID

- (i) The Lead Partner / Proprietor / individual, under whose supervision the Secretarial Audit of NEEPCO will be carried out, should have minimum Post CS Qualification Experience of 10 years, out of which minimum 7 years should be in full time practice.

टेलिफैक्स सं./Telefax No.0364-2228652, ई-मेल/email - chiranjeeb@neepco.co.in

वेबसाइट/website - www.neepco.co.in

सीआईएन/CIN - U40101ML1976GOI001658



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The PCS/Firm must have experience in carrying out Secretarial Audit. The cut-off date for ascertaining experience will be 01.03.2018.

- (ii) The PCS/ Firm should have an Average Annual Turnover of ₹ 5 lakh or more from practice, in the last 3 Financial years.
- (iii) The PCS/ Firm Should have its Headquarter / Branch Office in the North Eastern Region.

Preference will be given to PCS / Firm having the experience of conducting Secretarial Audit of Central Public Sector Enterprises (CPSEs), preferably in the power sector, or Companies either having Paid-up Capital of ₹ 100 crores or more or Net Worth of ₹ 300 crores or more.

3. TERMS AND CONDITIONS :

(i) Validity of Empanelment

The validity of empanelment will initially be for a period of 3 financial years starting from 2017-18 for conducting Secretarial Audit. The Company at its sole discretion may extend the validity of panel with the approval of the Competent Authority of the Company, for another 1 year.

(ii) Financial & Technical Bids for conduct of Secretarial Audit

Financial bids along with updated Technical 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) Evaluation of Bids

The evaluation of the bids will be done as per the evaluation criteria at **Annexure – D** giving weight age to technical and financial bids. The firm / PCS securing the highest mark on evaluation shall be selected. If on evaluation, it is found that more than one firm gets the highest marks, then, the selection shall be at the sole discretion of the Company.

The Corporation reserves the right to modify the evaluation criteria from time to time. The empanelled firms will however be informed of the changes in evaluation criteria if any while inviting the financial bid as per clause 3 (ii).

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(iv) Completion of Audit

The Secretarial Audit shall be completed within 45 days from the end of the Financial Year. The Certification of Annual Return as per section 92(2) of the Companies Act, 2013 shall be completed within 20 days from the date of the Annual General Meeting of the Company.

(v) Place of Audit

The Audit work has to be conducted at the Corporate Office of the Company at Brookland Compound, Lower New Colony, Shillong – 793 003, Meghalaya or at any other place as may be decided by NEEPCO.

(vi) Payment Terms

Payment will be released within (1) one month from the date of submission of the bill by the PCS / Firm after issuance of Secretarial Audit Report **and** Certification of Annual Return to the satisfaction of NEEPCO. **No advance payment shall be provided.**

(vii) The management of NEEPCO reserves the right to reject all or any bids without assigning any reason(s), whatsoever.

(viii) 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 NEEPCO immediately after his / her nomination for timely and smooth interaction.

(ix) 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, the decision of the Chairman & Managing Director, NEEPCO will be final and binding on both the parties.

(x) The PCS / Firm satisfying / fulfilling the above minimum criteria may download the bid Document from www.neepco.co.in or collect the same from Reception at NEEPCO's Corporate Office at Brookland Compound, Lower New Colony, Shillong – 793 003, Meghalaya on any working day (Monday to Friday) between 10:00 AM and 5:00 PM.

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(xi) Last date for submission of Bids

The Technical Bid (along with all other supporting documents) are to be signed by the Authorised Signatory on each and every page of bid document, along with duly filled in format enclosed as **Annexure-B**.

The Financial Bid for the year **2017-18** with duly filled in format enclosed as **Annexure-C** shall be signed by the Authorised Signatory.

The formats prescribed for both Technical & Financial Bid are to be strictly followed.

The Technical Bid and the Financial Bid should be submitted in separate envelopes sealed and super-scribed as Technical Bid / Financial Bid for 'Empanelment of PCS / Firm for conduct of Secretarial Audit', and shall reach NEEPCO's Corporate Office on or before **1st May, 2018** latest by **4:00 PM** at the following address:

To,
The Company Secretary-cum-Legal Advisor
North Eastern Electric Power Corporation Ltd. (NEEPCO)
Brookland Compound,
Lower New Colony
Shillong – 793 003
Meghalaya

(xii) Opening of Technical Bid

Technical Bids will be opened on **3rd May, 2018** at **3:00 PM** 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 therefore will be rejected.

(xiii) Opening of Financial Bid

Financial Bids will be opened on **7th May, 2018** at **3:00 PM** in the presence of applicants, who desires to be present there. The Financial Bids received after the specified date / time, incomplete / unsigned, in open envelope or by fax will not be considered and therefore will be rejected.

In case of any clarification required in this regard, the undersigned could be contacted at phone no.0364-2228652. NEEPCO 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.

Yours faithfully

Sd/-
(Chiranjeeb Sharma)
Company Secretary-cum-LA

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SCOPE OF WORK

A) SECRETARIAL AUDIT

The broad scope of Secretarial Audit comprises verification of the compliances as required in terms of section 204 of the Companies Act, 2013 read with the Rules framed thereunder and also the compliances required under the following enactments, rules, regulations and guidelines:

- (i) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 issued by DPE and as may be modified / replaced from time to time.
- (ii) The Memorandum of Association and the Articles of Association of the Company.
- (iii) Other Corporate Laws as may be applicable to NEEPCO.

B) CERTIFICATION OF THE ANNUAL RETURN

Certification of the Annual Return of the Company as per section 92(2) of the Companies Act, 2013.

(On the letter head of the Practicing Company Secretary / Firm of Company Secretaries)**PROFORMA FOR TECHNICAL BID
(For conducting Secretarial Audit of NEEPCO)**

To
 The Company Secretary-cum-Legal Advisor
 North Eastern Electric Power Corp. Ltd. (NEEPCO)
 Brookland Compound,
 Lower New Colony
 Shillong – 793 003
 Meghalaya

Sl. No.	Particulars	Reply
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 Contact person(s) and the Contact details	
2	Year of Commencement of Practice as PCS / Firm	
	Certificate of Practice No.(CP No.) / Registration No.	
	Attach Documentary evidence: 1. Copy of Certificate of Practice or Certificate from ICSI regarding date of Commencement of Practice as CS and / or 2. Copy of approval letter from ICSI in respect of Firm's name.	
3	Details of Headquarter & Branch Office(s)	
	Address	
	Telephone Nos.	
	Fax No.	
	E-mail Id	
	Website	
4	Post CS Qualification Experience of Lead Partner / Proprietor / Individual including Service / Practice under whose supervision the Secretarial Audit of NEEPCO will be conducted - Total Post Qualification Experience (minimum 10 years) - Experience in Practice (minimum 7 years)	
5	PAN (attach documentary evidence)	
	GST Tax Registration No. (attach documentary evidence)	
6	Total no. of Secretarial Audits conducted	

	Experience of Secretarial Audits conducted	Name of the Company	Financial Year for which Secretarial Audit conducted
	i) Experience in power sector CPSEs		
	ii) Experience in CPSEs other than power sector		
	iii) Experience in Companies having Paid-up Capital of ₹ 100 crores or more or Net Worth of ₹ 300 crores or more other than (i) & (ii) above.		
	iv) Other companies apart from (i), (ii) or (iii) above		
7	No. of years of experience of the Lead Partner / Proprietor as a Practicing Company Secretary		
8	No. of active Partners in the Firms		
9	Average Annual Turnover of the PCS / Firm in the last 3 financial years based on ITR / Balance Sheet (attach Documentary evidence)		
10	Any other relevant information		

Declaration

1. All the information provided by me / us here above is correct to the best of my/ our knowledge & 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 read all the terms & conditions of the bid and the instructions and these are acceptable to me / us.

Signature
Name & Designation of the Authorised Signatory
Stamp of the PCS / Firm

Note : Signature with stamp of the Practicing Company Secretary/ Firm of Company Secretaries is required in each and every page.

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

**PROFORMA FOR FINANCIAL BID
(For conducting Secretarial Audit of NEEPCO)**

To
The Company Secretary-cum-Legal Advisor
North Eastern Electric Power Corp. Ltd. (NEEPCO)
Brookland Compound,
Lower New Colony
Shillong – 793 003
Meghalaya

Name of the Practicing Company Secretary (PCS) / Firm of Company Secretaries (Firm)			
Sl. No.	Particulars	Amount (in Rs.) IN FIGURES	Amount (in Rs.) IN WORDS
A	Financial Bid Value for conducting Secretarial Audit for one year		
B	Financial Bid Value for certification of Annual Return for one year		
C	Tax		
D	Total Bid Value excluding Tax (A+B)		

Note: The Bid quoted above shall be inclusive of all out of pocket expenditures, conveyance etc.

Declaration:

I / we have read all the terms & conditions of the notice inviting bids / financial bids including all the instructions and these are acceptable to me / us.

Signature
Name & Designation of the Authorised Signatory
Stamp of the PCS / CS Firm

EVALUATION CRITERIA – TOTAL 100 MARKS**PART I: TECHNICAL BIDS – 100 MARKS (MINIMUM QUALIFYING MARKS – 60)****a) Experience of the Lead Partner / Proprietor as PCS – Total 50 Marks**

Criteria	No. of years	Marks allocated
No. of years of experience of the Lead Partner / Proprietor as a Practicing Company Secretary	≥ 15 years	50
	≥ 10 years but < 15 years	40
	≥ 7 years but < 10 years	30

b) Experience of Secretarial Audits conducted – Total 50 Marks

Criteria	Marks Allocated
i) Experience in power sector CPSEs	50
ii) Experience in CPSEs other than power sector	40
iii) Experience in Companies having Paid-up Capital of ₹ 100 crores or more or Net Worth of ₹ 300 crores or more other than (i) & (ii) above.	30
iv) Other companies apart from (i), (ii) or (iii) above	20

PART II: FINANCIAL BIDS

PCS/ Firm qualifying as per the Technical criteria shall be empanelled for a period of 3 (three) years. Financial Bids shall be invited and opened and final evaluation shall be made as under:

- (i) Weightage for **Part I** i.e. Technical Bids shall be 70% (Seventy percent).
Final score of a Technical qualified bidder for this part shall be $(70/100) \times A$,
where A = score of the Technically qualified bidder under Part I.
- (ii) Weightage for **Part II** i.e. Financial Bids shall be 30% (Thirty percent) -
i.e. final scoring for the Price Bids shall be as follows:

Lowest Bidder shall be entitled to secure 30 (Thirty) marks.
Each of the other Technical qualified bidder shall score $(X/Y) \times 30$,
Where X = Evaluated lowest bid value
and Y = Evaluated bid value of the other Technical qualified bidder.

Final score shall be = [(i) + (ii)]

The bid with the highest total final score shall be the best received and eligible bid for consideration for award of the work.