# BID for EngagingPCS Firmfor the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25

**No.NMDFC/PCS/2024-25/**1034
**Dated: 09.01.2024**

By

NMDFC
Development with Dignity

National Minorities Development and Finance Corporation
(A Govt. of India Undertaking under Ministry of Minority Affairs, GOI)

## Corporate Office

NMDFC, Core – I, 1st Floor, Scope Minar, Laxmi Nagar, Delhi - 92

*Description of task, qualification required, Bid submission format and procedure are available on NMDFC website (www.nmdfc.org) and Central Public Procurement Portal (www.eprocure.gov.in)*

NATIONAL MINORITIES DEVELOPMENT & FINANCE CORPORATION

## INDEX

## SECTION-I BID INFORMATION

**Name of the assignment:** BID for EngagingPCS Firmfor the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25

### Important information

| Sr. No. | Event | Information to the agencies |
|---|---|---|
| 1 | Department Name | National Minorities Development & Finance Corporation (NMDFC) |
| 2 | Address | NMDFC, 1$^{st}$Floor, Core-I, Scope Minar, Laxmi Nagar, Delhi – 110092 Phone 011-22441438 |
| 3 | Bid document downloading start date | 09.01.2024 |
| 4 | Bid document downloading end date | 16.01.2024 at 18.00 Hrs. |
| 5 | Last date and time of submission of Bid | 17 .01.2024 at 14.00 Hrs. |
| 6 | Date and Time of Tender Opening | For opening of Financial Bid all eligible Firms shall be intimated through email. |
| 7 | BID document | The details can be downloaded from the websites www.nmdfc.org (NMDFC) & www.eprocure.gov.in (CPP Portal) |
| 8 | Bid Processing Fees (Non- refundable) | Rs. 590/- in the form of Demand Draft in favour of National Minorities Development and Finance Corporation (NMDFC), payable at New Delhi. **This is mandatory for all bidders.** |
| 9 | Bid validity period | 90 days from opening of price bid. |
| 10 | Contact Person | Sh. Nixon Mathur, Company Secretary<br>Email- nmdfccs@gmail.com |
| 11 | Remarks | Financial Bids of only those Bidders will be opened who are found eligible during Technical Evaluation as per the eligibility criteria. The final date & time would however be intimated by NMDFC separately. Representatives of bidders shall be invited to attend the Financial Bid Opening Meeting. |

## SECTION – II PREFACE

National Minorities Development & Finance Corporation (NMDFC) has completed 29 years of its existence on 30th September 2023. It is a Company not for profit registered under the section 25 of the Companies Act, 1956, set up by the Government of India, currently operating under the administrative control of the Ministry of Minority Affairs, to provide a special focus to the economic development of Minorities. The persons belonging to six communities i.e. Muslims, Christians, Sikhs, Buddhists, Jains and Parsis have been notified as the National Minorities under the National Commission of Minorities ACT, 1992. The prime mandate of NMDFC is to provide concessional finance to the Minorities for self-employment activities. The Authorised Share Capital of NMDFC is Rs. 3000 Crore. It is a joint venture of the Central Government and the State Governments.

2. The company intends to engage a Practising Company Secretary (PCS) Firmfor the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25. The Firms are therefore requested to send their Proposal as per the Terms of Reference described in this tender document.

## SECTION-III SCOPE

1. The PCS Firmwould require to work relating Company Secretariat Section of NMDFC in accordance with the government standards / procedures. The **detailed scope of work for PCS Firm for the remaining period of Financial Year 2023-24 and Financial Year 2024-25 is enclosed at Annexure - A.**

2. The PCS Firm should be executed by a competent Practising Company Secretary (PCS) professionals having at least 4 years of experience who has strong exposure & experience who will oversee the PCS Firm and attend all meetings with the Top Management / PCS Firm Committee, when required.

3. PCS professional designated by the engaged PCS Firm is required to visit **four** (4) days in a month(Once every week) NMDFC office as and when required as per scope of work.

4. Further, The PCS shall also attend the Board Meetings if required and requested by the management.

5. Management reserve the right to terminate the contract at any stage, if the work done by engaged PCS firm is not found satisfactory and as per the Scope of Work.

## SECTION-IV INSTRUCTIONS

### 1. PRICE BASIS AND PAYMENTS

The proposal should include all-inclusive lump sum price (including TA/DA and other out of pocket expenses, etc.) for the entire scope of work covered under the Terms of Reference on a Firm price basis (with no escalation provision for reason whatsoever) valid till the complete execution of the assignment as per the format at **Annexure – B**in a separate envelope sealed properly. The Contract price and the scope of work also include any services, etc. which is not specifically identified butare required for completion of the assignment. GST,if any,will be paid extra at the applicable rates and is not to be quoted in the price. **It may please be noted that price bid must not be placed in the Technical Bid envelope**. The proposal would be rejected summarily if price bid is found placed in Technical Bid document envelop.

### 2. TERMS OF PAYMENT

a) The PCS Firmshall raise invoices on Quarterly basis after successful completion of tasks assigned during the quarter/period as per the work order and in accordance with the scope of work enclosed as **Annexure-A**. NMDFC shall make paymenton receiptof such invoice in duplicate. No Price variation would be allowed during the contract period. The financial price quoted by the contracting Firm shall be final.

b) The fees/charges payable to MCA will be reimbursed by NMDFC on production of valid challans by PCS Firm.

c) If there is any penalty/ additional fees due to delay in filing on account of PCS firm shall be borne by PCS firm itself and not payable by NMDFC.

### 3. TAXES AND DUTIES

NMDFC shall be entitled to deduct applicable tax (if any) at source as per Indian Laws.

### 4. OWNER'S RIGHT TO ACCEPT/ REJECT THE PROPOSAL

NMDFC reserves the right to accept or reject the proposal at any time prior to award of Contract, without thereby incurring any liability to the PCS Firmconcerned or any obligation to inform the PCS Firm concerned of the grounds for the action.

### 5. CONFIDENTIAL

The PCS Firmshall notdisclose the documented management records / Secrets / systems or any other information pertaining to NMDFC toany third party including their internal department.

### 6. SUB-CONTRACTING

PCS Firmto whom work is awarded is not allowed to sub contract the work to any other parties either in part or full.

### 7. TENDERING PROCESS

The Technical and Financial bids are to be submitted in two separate envelopes which may be super scribed as "Technical Proposal" and "Financial Proposal" respectively. The said two separate envelops (Technical proposal and Financial Proposal) should be kept inside a third envelop, super scribed as "Quotation for Engagement of PCS Firmfor for the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25". In case, Financial Quote is found in the Technical Bid, the offer will stands rejected. **Selection of PCS Firmor will be through two Part Bidding process viz., Technical & Financial Bidding.**

*Envelop-1 consists: (*Technical Proposal as per Annexure – C)

*Envelop-2 consists:* (Financial Proposal as per Annexure – B)

### 8. BID VALIDITY

a) Bid submitted by Bidder shall remain valid for a minimum period of three months from the date of opening of Technical Bid (Part-I). Bidders shall not be entitled during the said period of three months or extended period to revoke or cancel their Bid or to vary the Bid given or any term & conditions thereof. In case the bidder changes terms & conditions, his bid would be rejected.

b) NMDFC may solicit the Bidders consent for extension of the period of validity of bid. The request and the responses there to shall be made in writing. However, Bidders agreeing to the request for extension of validity of bid will not be permitted to modify the bid.

**9. PRE-QUALIFYING REQUIREMENTS**

To become eligible the PCS Firmshould meet the following criteria: -

a) The Firm should have registered office in East Delhi.
b) The Bidder should possess Company Secretary Qualification along with minimum required experience and having a valid Registration Certificate of Practice from ICSI.
c) The Bidder should have experience of minimum 04 years from the date of registration of the Firm. (Copy of ICSI Certificate to be attached).
d) The Bidder must have experience of successfully execution ofPCS related work / Consultancyassignment in previous Financial Year under CentralGovt./State Govt./PSU/Autonomous Bodies.

**10. GENERAL TERMS & CONDITIONS**

a) Bidder shall not be under liquidation, court receivership or similar proceedings.
b) Bidding documents shall at all times remain the exclusive property of the NMDFC.
c) NMDFC shall not be responsible for any expense incurred by bidders in connection with the preparation and delivery of their bids, site visit, participating in the discussion and other expenses incurred during the bidding process.
d) NMDFC reserves the right to accept or reject any Bid and to annul the Bidding process and reject all Bids at any time prior to award of contract without assigning any reason whatsoever, without thereby incurring any liability to the affected Bidder or Bidders or without any obligation to inform the affected Bidder or Bidders of the grounds or the reasons for the said action.
e) Canvassing in any form by the bidder or by any other agency on their behalf may lead to disqualification of their bid.
f) The Initial contract shall be for one year which may be extended for another two yearson mutual consent but upon satisfactory performance of work.
g) In case, any bidder is found to be involved in cartel formation, its bid will not be considered for evaluation / placement of order. Such Bidder will be debarred from bidding in future.
h) The Bidder shall quote in Indian Rupees.
k) The Bidder is expected to examine the Bidding Document. Failure to furnish all information required as per the Bidding Document may result in the rejection of the Bid.
l) Clarification, if any, in respect of this tender can be obtained through email: nmdfccs@gmail.com up to 16/01/2024. The responses to Bidder's queries/ clarifications raised will be furnished as expeditiously as possible. Any modification of the Bidding Document, which may become necessary as a result of the Bidders query, shall be uploaded in NMDFC official website i.e. **https://www.nmdfc.org/** through the issue of an Addendum/ Amendment. This will form part of the tender conditions.
J) The Bidder should provide proof of registration for:
   a) PAN
   b) Certificate of Practice from ICSI
   c) Certificate of Registration of PCS Firm

**11. SELECTION CRITERIA OF THE FIRM:**

Financial bids of only technically qualified Firms would be opened by the committee and assignmentshall be awarded to the L-1 bidder.

**Annexure-A**

## SCOPE OF SERVICES FOR PCS Firm

a. PCS Firm is required to visit NMDFC office as and when required as per scope of work.

b. Preparation, certification and submission of all forms/information/returns with ROC/ MCA.

c. Certification under the Companies Act, 2013.

d. Preparing the Annual Filing Documents & Certificates and submit to Company.

e. Conversion of Annual Accounts into XBRL format, and certification and filing of prescribed form as per the Companies Act 2013.

f. Half-yearly due diligence of Secretarial compliances of the Company and submission of report thereof.

g. Sending compliance check list routine or event based at least 10 days before they are due. (Reminders through SMS / registered email).

h. Provide opinion / advise as and when required (Routine matter).

i. Maintenance of various registers as required under Companies Act, 2013

j. Provide assistant for a specific number of days when volume of work increases phenomenally (e.g Annual Reports, BM, AGM, Issue of shares, etc.). The PCS shall be expected to attend and assist Company Secretary in BM & AGM.

k. The bidder shall nominate a Nodal Officer for being the single point of contact for NMDFC and solely responsible for providing deliverables, services, support etc. The Nodal Officer should be a Member of ICSI.

l. Legal Opinions as per the Companies Act, if any.

m. The PCS shall have to visit NMDFC office **four** (4) days in a month. (Once every week) and as and when required based on exigency of work.

n. Further, The PCS shall also attend the Board Meetings if required and requested by the management.

o. Compliances applicable on NMDFC as per the Companies Act, 2013 and any other guidelines/orders/instructions issued by Government of India from time to time.

## MANDATORY COMPLIANCES TO BE FOLLOWED BY NMDFC IN A FINANCIAL YEAR

| S. No. | Event | Section & Rules | Particular of Compliance | |
|---|---|---|---|---|
| 1. | Receipt of MBP-1 | 184(1) | Form MBP- 1 | Every director of the company in first meeting of the board of director in each financial year will disclose his interest in other entities. |
| | | | | Every director is required to submit with the company fresh mbp-1 whenever there is change in his interest from the earlier given MBP-1. |
| 2. | Receipt of DIR-8 | 164(2) | Form DIR – 8 | Every director of the company in each financial year will file with the company disclosure of non-disqualification. |
| 3. | E- Forms Filing Requirements | 92 | Form MGT-7 | **Annual Return:** Every company will file its annual return within 60 days of holding of annual general meeting. Annual Return will be for the period 1st April to 31st March. |
| 4. | | 137 | Form AOC-4 | **Financial Statement:** Company is required to file its Balance Sheet along with Statement of Profit and Loss Account and director report in this form. |
| | | | | **Attachment:** Balance Sheet, Statement of Profit & Loss Account (including Consolidated Financial Statement), Directors' Report, Auditors' Report, CashFlow Statement and Notice of AGM. |
| 5. | | 92 | Form MGT-8& MGT-9 | **Private Company:** Having paid up share capital of 10 Crore or more or turnover of Rs. 50 crore or more shall be certified by a company Secretary in practice. |
| 6. | Directors' Report | 134 | Directors' Report will be prepared by mention of all the information required under Section 134.<br>It should be signed by the "Chairperson" authorized by the Board, where he is not so authorized by at least 2 Directors. | |
| 7. | Circulation of Financial Statement & other relevant Documents | 136 | Company will send to the members of the Company approved Financial Statement (including consolidated Financial Statement), Cash Flow Statement, Directors' Report and Auditors' Report at least 21 clear days before the Annual General Meeting.<br>(Except in case of AGM is called on Shorter Notice). | |
| 8. | Notice of AGM | 101 & SS-II | Every notice of annual general meeting will be prepared as per section 101 of Companies Act, 2013 and Secretarial Standard – II. | |

| | | | |
|---|---|---|---|
| **9.** | Sending of Notice of AGM | 101 & SS | Notice of annual general meeting will be sent to following:<br>• All directors, members, statutory auditor<br>• Secretarial Auditor (if any)<br><br>Preparation of annual reports and annual accounts including balance sheet, profit and loss account, income and expenditure statement, auditors report, directors' report, statement on corporate governance, compliance certificate,<br>directors, chairman's statement etc. |
| **10.** | Board Meetings | 173 & SS-I | Every company shall hold a minimum number of four meetings of its board of directors every year in such a manner that maximum gap between two meetings should not be more than 120 (one hundred twenty) days. Company should hold at least 1 (one) board meeting every quarter of calendar year.<br><br>Procedures relating to board meetings, general meetings including the pre and post meeting formalities such as notice for the meetings, preparing resolutions etc. |
| **11.** | Appointment of Auditor | 139 | Form ADT-1 — Auditor will be appointed for the 5 (five) year and form ADT-1 will be filed for 5-year appointment. |
| **12.** | Maintenance of Registers | 88 | Company will maintain the following mandatory Registers:<br>• Register of Director, Director Shareholding and Members. |

Note:- The above list of compliances are indicative in nature and not exhaustive.

**ANNEXURE"B"**

**On Firm 's Letter Head**

**Financial Proposal**

To
Company Secretary
1st Floor, Core – I,
Scope Minar,
Laxmi Nagar,
Delhi – 92

**Sub: Engaging PCS Firm for the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25**

**Table for Quoting Fee for the Assignment in terms of the Tender**

**(To be kept in a separate Envelope sealed properly while sending the proposal)**

| S. No. | Particulars | Fee in INR (excluding GST) Price bid shall be quoted | |
|---|---|---|---|
| | | In Figure | In words |
| 1. | All-inclusive Lump sum fee (including TA/DA and other out of pocket expenses, etc.) for the entire scope of work covered under the Terms of Reference on a Firm price basis(with no escalation provision for whatever reason) valid till the complete execution of the assignment. | | |

Please Note: GST, if any, will be paid extra at the applicable rates and is not to be quoted above. In case of any discrepancy in Fee between figures and the amount mentioned in Words, the Fee mentioned in Words shall be taken into cognizance.

Date: Signature
Place: Full name
Designation/ Firm Name
Address
Phone
Mobile No
E-Mail
Seal

ANNEXURE"C"

**On Firm 's Letter Head**

**Technical Proposal**

To
Company Secretary,
1st Floor, Core – I,
Scope Minar,
Laxmi Nagar,
Delhi – 92

**Sub:** **Engaging PCS Firm for the work relating to Company Secretariat Section of NMDFC for the remaining period of FY 2023-24 & FY 2024-25**

**Checklist for the Pre-Qualifying Requirements as per Tender Document**
**(To be kept in a separate Envelope sealed properly while sending the proposal)**

| S.No. | Particulars | Details | Page no. |
|---|---|---|---|
| 1. | The Firm has registered office in East Delhi. (Mention Address) | | |
| 2. | Membership Number & COP Number | | |
| 3. | Date of registration of the PCS Firm with ICSI | | |
| 4. | The PCS should have experience of minimum 04 years from the date of registration of the Firm.<br>Please mention Total Experience as on 31/12/2023 (in months)<br>(Copy of ICSI Certificate to be attached). | | |
| 5. | The PCS must have experience of successfully execution of Company Secretarial work / Consultancy assignment in previous Financial Year under Central Govt./State Govt./PSU/Autonomous Bodies.<br>Please mention Total Experience of working with Govt. / Public Sector as on 31/12/2023 (in months)<br>(Copy of Work Orders must be attached) | | |
| 6. | The Bidder should provide proof of registration for:<br>a) PAN<br>b) Certificate of Practice from ICSI<br>c) Certificate of Registration of the PCS firm<br>(Copy to be attached) | | |

Date:
Place:

(Signature)
Full name
Designation/ Firm Name
Address
Phone
Mobile No
E-Mail
Seal

**Annexure - D**

**Bid Security Declaration**
**(On Letter Head of the Bidding Firm )**

This is to inform you that M/s_______________________________________(Firm Name) shall not withdraw or modify its Bid till the validity period of 90 days mentioned in the Tender Notice bearing no.___________

We may be barred from being considered / to participate in future, for a period of 2 years from the last date of submission of this Bid, in any Tender Notice / Assignment to be issued by NMDFC during the said period, in following circumstances:

(a) Withdraw the Bid during the period of Bid validity of 90 days.

(b) Do not respond to requests for clarification of the Bid submitted by us.

(c) Fail to co-Operate in the Bid evaluation process, and

(d) In case of being a successful Bidder, fails to sign the Agreement in time or fail to furnish Performance Guarantee.

(Signature)
Full name
Designation/ Firm Name
Address
Phone
Mobile No
E-Mail
Seal