



MUMBAI METRO RAIL CORPORATION LTD
(MMRC)

E-TENDER

REQUEST FOR PROPOSAL FOR
APPOINTMENT OF SECRETARIAL AUDITOR FOR
FY 2015-16
TO MEET THE COMPLIANCE OF SECRETARIAL AUDIT
U/S 204 OF THE COMPANIES ACT, 2013
FOR
MUMBAI METRO RAIL CORPORATION RELATING TO FY 2015-16
(A 50:50 JOINT VENTURE OF GOVT. OF INDIA & GOVT. OF MAHARASHTRA)

MAY 2016

**MUMBAI METRO RAIL CORPORATION LTD (MMRC),
1stFloor, NAMTTRI Building, E-Block, Plot No.R-13,
Bandra-Kurla Complex,
Bandra (East)
Mumbai- 400 051**



MUMBAI METRO RAIL CORPORATION LIMITED

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Appointment of Secretarial Auditor:

1. Letter of Invitation :

The Mumbai Metro Rail Corporation Limited invites applicants from the Practicing Company Secretaries / Firm of Practicing Company Secretaries **based in Mumbai** and having a minimum experience of 10 years in providing advisory/ attestation / certification services to public companies (both listed and unlisted) on corporate matters and who have conducted Secretarial Audit of large limited companies, banks, public sector infrastructure companies, for conducting Secretarial Audit of the Company for the year 2015-16.

The Audit is to be conducted to comply with the requirements mentioned in Section 204 of The Companies Act 2013 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 as amended. (Annexure I).

The Scope of Audit is as per Annexure II .The firm should submit its report in proper format of Secretarial Audit Report as prescribed in Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as per Annexure III.

Information to Company Secretaries / Firm of Company Secretaries regarding.

A. Timeline

Sr.no	Event	Schedule Date / Time
	Tender no MMRDA/MMRC/000497	
1.	Date of issue of RFP	2 nd May 2016
2.	Last date of bid submission	9 th May, 2016
3.	Online Control Transfer of Bid	9 th May, 2016 (18:01 Hrs.) TO 11 th May, 2016 (18:00 Hrs)
4.	Opening of technical Bid	12 th May 2016
5.	Opening of Financial (Price) Bid of Qualified Bidders	To be displayed on website in due course.

DISCLAIMER:

This document is not an agreement or offer by Mumbai Metro Rail Corporation Ltd (hereinafter referred to as MMRC) to the prospective bidders or any other party. The purpose of this document is to provide interested parties with information to assist the formulation of their bid and proposal. This document and the information contained therein are to be used only by the person to whom it is issued. The terms and conditions and details stated in this document are subject to change by the Management at any time and in any manner, as it may deem fit, without any further or prior intimation to the applicants or parties concerned in any manner. This document does not create any obligation on MMRC in respect of this appointment or any persons who reply to this advertisement in any form or manner. While this document has been prepared in good faith, neither MMRC nor its employees or any person associated makes any representation or warranty express or implied as to the accuracy, reliability or completeness of the information contained therein. Further, any change in the nature of requirements, criteria or timeline shall be applicable to this document, without any further intimation.

Chapter – I

Detailed Notice

Request for proposal for conducting Secretarial Audit of the Company “Mumbai Metro Rail Corporation Ltd” for Financial Year 2015-16

Applications are invited for conducting Secretarial Audit of the Company, “Mumbai Metro Rail Corporation Limited” for the Financial Year 2015-2016 by eligible Practicing Company Secretaries/Firms of Company Secretaries in Mumbai.

The Scope of the Audit shall be as per **Annexure I** to this Letter and shall be in the Format as specified in Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 thereon and as applicable from time to time.

The applicants are requested to confirm their eligibility as stated in **Annexure II** to this Letter prior to submission of bids. Any bids from ineligible firms shall immediately stand cancelled.

The terms and conditions for the PCS Firms and the selection procedure are as stated this Letter. The process for submission of the bids is stated in **Annexure III** to this Letter.

It shall be the responsibility of the PCS Firm to determine their eligibility, completeness and accuracy of their bid documents. No modifications, revisions, discussions or any form of communications in this respect will be entertained, in any manner.

You are requested to submit the completed proposal, duly signed and sealed envelopes before the last date to:

Ms. Ritu Deb
The Company Secretary
Mumbai Metro Rail Corporation Limited
NaMTTRI Building, 1st Floor,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Email: ritu.deb@mmrcl.com

For, Mumbai Metro Rail Corporation Ltd

Sd/-

Ritu Deb
Company Secretary

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter -II

Guidelines for Submission of Proposal for Secretarial Audit

1. Applications are invited for conducting Secretarial Audit under Section 204 of the Companies Act, 2013 read with Rule 9 of Companies (Appointment and Remuneration of Managerial Remuneration) Rules, 2014, and as amended and applicable from time to time for the Financial Year 2015-16. The firm must submit its report in the proper format of Form MR-3 or any other applicable format, as applicable thereto.

The scope of work for the Audit is attached as **Annexure I**.

2. **Timeline Information for Practicing Company Secretaries:**

Event	Scheduled Date
Date of Issue of Application/ RFP	2 nd May 2016
Last Date for receipt of applications from PCS	9 th May, 2016 (17:00 Hrs.)
Online Control Transfer of Bid	9 th May, 2016 (18:01 Hrs.) TO 11 th May, 2016 (18:00 Hrs)
Opening of Bids received and scrutiny thereon	12 th May, 2016 (11:00 Hrs)
Awarding of contract	Will be displayed on website in due course

3. **Place of Audit:**

The Audit shall be conducted at the Corporate Office of the Company in Mumbai, as per the address mentioned below:

Mumbai Metro Rail Corporation Limited
NaMTTRI Building, 1st Floor,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

4. **Payment:**

The payment shall be released within 60 days of submission of bill after the issue of the signed Secretarial Audit Report. No advance shall be paid for the assignment.

5. **Periodicity of Audit:**

The applications are invited for Financial Year 2015-16 and shall be on an annual basis. The Audit Report shall be required to be submitted at the earliest, with time being the essence of the contract. The Board of Directors/Management may alter or revise the period of Audit at its discretion. The periodicity of Audit may be extended depending on the decision of the Audit Committee/Management.

6. **Dispute:**

In case of any dispute arising during the execution of the contract, an amicable solution may be arrived at with discussion and reconciliation. However, in case of the dispute remaining unresolved, decision of the Managing Director of MMRC shall be final and binding on both parties of the contract.

7. Terms and Conditions – General

- i. MMRC reserves the right to cancel the request partly or fully at its sole discretion at any stage without assigning any reason to any of the participating bidders.
- ii. MMRC deserves the right to cancel or reject any or all the bids without assigning any reasons thereon
- iii. MMRC also reserves the right to modify the terms and conditions and also to cancel the bid process at any stage without assigning any reasons
- iv. The last date for submission of bids is 9th May 2016 at 17:00 Hrs
- v. Bidders have the option to send the proposal by **hand delivery** only so as to reach MMRC before the bid deadline.
- vi. The firms will be shortlisted on the basis of assessment of their eligibility and experience and their financial bid.
- vii. MMRC shall not undertake any correspondence with the bidders in any way, except to issue clarifications if any, as necessary. All details and information required must be submitted in writing to the Company Secretary, MMRC for a response within 3 days from the date of the Issue of Application/ EOI. The replies/clarifications issued shall be at the discretion of the management.
- viii. The bid shall be valid for a period of 180 days from the date of submission of the bid.
- ix. MMRC takes no responsibility for misplacement of bids by the Company, if the same are not closed properly or delivered to the correct authority.
- x. The bidders shall be responsible for all the costs associated with preparation, submission and delivery of bids, including any clarifications thereon. MMRC shall not be applicable irrespective of the conduct or outcome of the bid process. There is no document fee.
- xi. All pages of the bid document must be signed by the PCS or an Authorised Representative.
- xii. Any financial quotation received in response to this RFP which is linked to assets/turnover of MMRC or MMRC revenue would disqualify the bidder.
- xiii. The bidders should note that they shall abide (in true intent and spirit) by the terms and conditions of this letter. If the responses contain any extraneous conditions, put in by the bidders, such responses will be disqualified and not considered for selection process.
- xiv. MMRC reserves the right to amend/modify the attachments partly/fully at its sole discretions at any stage without assigning any reason to any participating bidders.
- xv. PCS/Firm shall nominate Nodal Officer, immediately on the award of the work/contract for timely and smooth interaction.

xvi. 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 in separate select envelopes super scribed as ‘ Technical Bid’ and ‘ Financial Bid’ for offer for conduction Secretarial Audit and should reach by **hand delivery** only , on or before 9th May2016 by 17.00 hrs at the following Address.

Ms. Ritu Deb,
Company Secretary,
Mumbai Metro Rail Corporation Limited,
Plot no. R-13, E- Block, NaMTTRI Building, 1st floor
BKC, Bandra (E), Mumbai – 400 051.

xvii. Opening of Technical Bid: Technical Bids will be opened 12th May at 11 hrs at office of the Company Secretary in Bandra (E) in the presence of applicants, who desire to be present there. The Technical Bids received after the specified date/ time, incomplete / unsigned open envelope or by fax, email etc. will not be considered and be rejected.

xviii. Opening of Financial Bid: After evaluation of technical bids on predetermined criteria Financial Bids of only qualified bidders will be opened in the presence of applicants who desire to be present there. The scheduled date will be intimated later on. In case of any clarification required in this regard the same can be sent to email id – ritu.deb@mmrcl.com

xix. Mumbai Metro Rail Corporation Ltd reserve the right to cancel/ restrict/ enlarge/ postpone and/ or extend the date of receipt / opening of Bid or withdraw the RFP notice without assigning any reasons. Whatsoever in such case the bidders shall not be entitled to any form of compensation from the Company.

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - III

Annexure I: Scope of Secretarial Audit:

1. The Secretarial Audit shall be conducted as per the provisions of Section 204 of the Companies Act, 2013 along with the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014 as amended and applicable from time to time.
2. The PCS Firm/ CS shall be co-ordinating with the Company Secretary of the Company.
3. The Companies Act, 2013 (the Act) and the rules made there-under;
4. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there-under; as applicable
5. The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under; as applicable
6. Foreign Exchange Management Act, 1999 and the rules and regulations made there-under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; as applicable
7. Secretarial Standards issued by The Institute of Company Secretaries of India.
8. Other laws as may be applicable **specifically** to the company
9. The format of the Secretarial Audit Report shall be as per the **F- MR-3** or such other format as may be prescribed by the Ministry of Corporate Affairs in this regard.

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter – IV

Annexure II: Eligibility of PCS Firms for submission of bids

Minimum Eligibility Requirements:

1. The PCS/CS Firm must have an Office in Mumbai
2. The PCS/CS Firm must have conducted Secretarial Audit for a Maharashtra State Government Company or a Government Company in Mumbai in FY 2014-15.
3. The PCS/CS Firm or its Lead Partner must have ***minimum*** 10 years post qualification experience in Practice. In the event of the PCS Firm having more than 1 partner, every partner must *preferably* have more than 3 years in practice, with the lead partner having over 10 years post qualification experience. Further, such experience must be without any break i.e. continuous.
4. Firms associated with State Government Companies in Maharashtra or where all partners have experience of providing services for Government Companies shall be given preference.

Disqualifications:

Bids and bidders which fall under the following categories will get disqualified:

1. Incomplete bids and bids not in attached formats
2. Bids not received before due date and time
3. Bidder shall have to attach all type of relevant documents duly signed along with the submission. Any additional documents will not be accepted after submission of bids.
4. Bidder makes any misrepresentation i.e. there are any material information or makes a wrong statement or misrepresents fact or makes a misleading statement in its bid in any manner whatsoever in order to create circumstances for MMRC to accept the bid
5. Any bidder or firm which solicits or reaches out to MMRC or any representatives or employees for creating circumstances for MMRC to accept the bid
6. Any financial quotation received in response to this EOI which is linked to assets/turnover of MMRC or MMRC revenue would disqualify the bidder.
7. Any other condition as may determine by MMRC

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - V

Annexure III: Process of submission of bids

- The applicants will be required to submit the bids in the following formats in separate sealed envelopes marked “Technical Bids – MMRC – Secretarial Audit” and “Financial Bids – MMRC – Secretarial Audit” and super-scribed “Secretarial Audit – MMRCL” respectively and must reach the concerned authority, in a single envelope prior to the last date for submission of bids.
- The last date for submission of bids is 9thday, May at 17:00 Hrs
- The bid must be accompanied by all the relevant documents mentioned therein. MMRC shall not be responsible for any missing documents or information.
- Both parts of the Bid must be under the letter head of the Company and duly signed and stamped by authorised signatory.
- The bids must be sent by **“Hand delivery”** only marked to:

Ms. Ritu Deb

The Company Secretary

Mumbai Metro Rail Corporation Limited

NaMTTRI Building, 1stFloor,

Bandra Kurla Complex, Bandra (East)

Mumbai 400 051

- All these documents shall be required to be under the letter head of the applicant and duly signed by the Authorised Signatory.

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - VI

Under the letterhead of the PCS/ Firm

PART 1 – TECHNICAL BID

FOR SECRETARIAL AUDIT OF MUMBAI METRO RAIL CORPORATION LTD

The Company Secretary

Mumbai Metro Rail Corporation Limited
NaMTTRI Building, 2nd Floor,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

1	Name of the Practicing Company Secretary (PCS)/ Firm of Company Secretaries (Firm):	
2	Type of Entity (Sole Proprietor/Partnership):	
3	Name of the Authorised Signatory/ Lead Partner:	
4	Date of Commencement of Practice by Lead Partner:	
5	Date of Commencement of Firm:	
6	Certificate of Practice Number (COP)/ Membership Number. (Please attach documentary evidence)	
7	Details of Office(s): Address: Telephone No: E-Mail: Website: (Please give all addresses, if more than one)	
8	Post Qualification Experience of the Proprietor/Partners of the Firm	
9	PAN Number	
10	Service Tax Number	
11	Details of Secretarial Audit of State Government/ Central Government/ Semi-Government Company with copy of appointment letter	
12	Details of other Companies for which Secretarial Audit undertaken	
13	Annual Turnover (in Rs.) along with documentary evidence	
DECLARATION		
1	All information provided by me/us herein above is correct, true and free from any misstatement or misinformation.	
2	I/We have read all the terms and conditions of this bid and the instructions and accept them in total on all fronts.	

Signature: _____

Name and Designation of Authorised Signatory: _____

Stamp of PCS/Firm: _____

Date: _____

Place: _____

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - VII

Under the letterhead of the PCS/ Firm

PART 2 – FINANCIAL BID

FOR SECRETARIAL AUDIT OF MUMBAI METRO RAIL CORPORATION LTD

The Company Secretary

Mumbai Metro Rail Corporation Limited
NaMTTRI Building, 1st Floor,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

PRICE BID

SCHEDULE OF RATES

Description Lump Sum Price (Rs.):	Fixed Amount (including all charges, out of pocket expenses, etc.) per annum. Exclusions: All taxes, duties and cess as applicable to the Firm
Total Amount for Secretarial Audit	Rs.:
Amount in Words:	Rupees:
Note: The above quoted amount is exclusive of all taxes and duties and remains firm during the period of contract.	

Signature: _____

Name and Designation of Authorised Signatory: _____

Stamp of PCS/Firm: _____

Date: _____

Place: _____

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - VIII

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 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 Authorised Signatory: _____

Stamp of the PCS/Firm: _____

Date: _____

Place: _____

PRACTICING COMPANY SECRETARY

COMPANY SECRETARY

Chapter - IX

Annexure IV: DRAFT- AGREEMENT

(To be executed after issue of Letter of Award on Stamp Paper of appropriate value)

This Agreement (hereinafter together withAppendices attached hereto called Agreement) is made onthis day of.....2016 between Mumbai Metro Rail Corporation Limited on the one part thereinafter called MMRCL) and M/s.(hereinafter called Secretarial Audit Firm/ Proprietorship) on the other part (Notwithstanding such association , the Firm will be represented hereunder at all times by.....which will retain full and undivided responsibility for the performance of the obligations hereunder and for satisfactory completion of the Secretarial Auditing services to be performed hereunder).

Whereas a RFP datedApril 2016 was issued for appointment of Secretarial Auditor for FY 2015-16 through competitive bidding process to meet the compliance of Secretarial Audit u/s. 204 of the Companies Act, 2013 and whereas M/s.has been declared as a successful bidder and is required to execute an agreement to provide the service of secretarial audit in terms and reference and conditions set forth herein.

NOW THIS AGREEMENT WITNESSETH as follows:

1. In this agreement words and expression shall have the same meaning as are respectively assigned to them in the RFP Document hereinafter referred to.
2. The following document shall be deemed to form and be read and construed as part of this Agreement viz.
 - a. The RFP Document for Appointment of Audit firm for conducting secretarial audit as issued by MMRCL.

- b. All amendments to the RFP Document for appointment of audit firm for conducting secretarial audit as issued by MMRCL prior to submission of proposal, queries, if any.
 - c. Letter of Award issued by MMRCL vide no:.....datedand all correspondence exchanged between MMRCL and the Secretarial Audit firm up to the date of the Letter of Award as specifically referred to in the said Letter of Award
3. In consideration of the payment to be made by MMRCL to the Secretarial Audit firm as herein after mentioned the Secretarial Audit Firm hereby covenants with MMRCL to execute and complete the works in conformity with in all respect with the provisions of the agreement.
 4. MMRCL hereby covenants to pay the Audit firm in consideration of the completion of the works the counterpart charges in the manner prescribed in the proposal document and accepted by the Audit firm.

CONFIDENTIALITY

The bidder must undertake that they shall hold in trust any information received by them, under the Contract /Agreement and the strictest of confidence shall be maintained in respect of such information. The Audit firm has also to agree:

- To maintain and use the information only for the purpose of the Contract/Agreement and only as permitted by MMRCL;
- To only make copies as specifically authorised by the prior written consent of MMRCL and with the same confidential or proprietary notices as may be printed or displayed on the original;

- To restrict access and disclosure of information to such of their employees, agents, strictly on a “need to know” basis to maintain confidentiality of the information disclosed to them in a Confidential Information.
- T treat all information as Confidential Information.

RENEWAL OF ASSIGNMENT:

MMRCL may at its option, renew the contract every year for further two financial years i.e. for FY 2016-17 and FY 2017-18 subject to annual performance review and confirmation of the PCS Firm to continue with the assignment on mutually agreed terms and conditions.

JURISDICTION:

The Courts of India at Mumbai have exclusive jurisdiction to determine any proceeding in relation to this Agreement.

IN WITNESS WHEREOF the parties hereto have caused their respective common seals to be hereunto affixed (or have hereunto set their respective hands and seals) the day and year first above written.

Binding Signature of
Mumbai Metro rail Corporation Ltd.

Binding Signature of
Audit Firm

(COMPANY SECRETARY)

(PRACTICING COMPANY SECRETARY)

Witness:

Witness:

1.

1.

2.

2.

E-Tendering Guidelines for MMRDA/MMRC

1. Bidders should have valid class 2 or 3 Digital Signature Certificate (DSC) having both Signing and Encryption Certificates obtained from any Certifying Authorities empanelled by Controller of Certifying Authorities India. In case of requirement of DSC, Bidders should goto <https://etendermmrda.maharashtra.gov.in/files/mmrda/misc/Digital%20Certificate.rar> and follow the procedure mentioned in the document Procedure for Digital Certificate.
2. Bidders should do Online Control Transfer of Bid as per Schedule given in Tender Document any bidder failing to complete this Step will not be considered for Bid Opening.
3. Bidders who are participating in e-tendering for the first time will have to register and obtain User ID & Password from the above mentioned portal.
4. In case of any queries, Bidders may contact MMRDA's e-tendering service desk at etendersupport@mailmmrda.maharashtra.gov.in on any working day from 10am to 5.30pm.(Phone No. 022-26597445)
5. The tenders shall be received online on above mentioned MMRDA official E-Tendering portal and opened by the Chief Engineer on scheduled date and time.
6. If there is any amendment in the tender, the same shall be published on following MMRDA's official e-Tender portals / website :

MMRDA e-Tender Portal: <https://etendermmrda.maharashtra.gov.in>

MMRDA Website: <https://mmrda.maharashtra.gov.in>

7. The detailed e -Tender notice along with the subsequent corrigendum, addendum etc. shall form part of the tender document.
8. The acceptance of tender will be intimated by email or otherwise by the authority competent to accept the tender or by the higher Authority of MMRDA, to the contractor, which shall be deemed to be an intimation of the tender given by the Authority Competent to accept the tender.
9. Bid shall be submitted online on the e-tendering portal in 'three electronic envelopes system' within prescribed schedule.

a. e-Envelope 'A'

- i) Bidder shall quote his offer on Lump Sum basis at the prescribed space in e-Envelope C. The amount quoted by the Bidder shall be calculated by the system.
- ii) Upload the Technical Documents and Price Bid Quotation in company's Letter head **Under Price Bid Supporting Letter Section.**