

NMDC LIMITED
REGD. OFFICE: 10-3-311/A, CASTLE HILLS, MASAB TANK,
HYDERABAD – 500 173.

APPOINTMENT OF PRACTICING COMPANY SECRETARY

NMDC Limited, Hyderabad, a Government Navratna Company is in the process of appointing a Practicing Company Secretary (PCS) based at Hyderabad/Secunderabad or has a branch office with requisite connectivity at Hyderabad/Secunderabad for rendering professional services.

For more details visit NMDC's web site: www.nmdc.co.in

The last date & time for submission of Tenders is upto **3.00 PM on 09.08.2010.**

Kumar Raghavan
Company Secretary &
Executive Director (L&CC)

Place: Hyderabad
Date: 21.07.2010

NMDC Limited

Hyderabad

**APPOINTMENT OF PRACTICING COMPANY SECRETARY
TERMS AND CONDITIONS**

NMDC Limited is in the process of appointing a Practicing Company Secretary (PCS). Being headquartered at Hyderabad, NMDC, through this open tender action, is looking for appointment of a suitable PCS based at Hyderabad/Secunderabad in the interest of effective day-to-day co-ordination and ensuring proper and trouble-free functioning.

1.0 About the Company

- 1.1 NMDC is a Government Navratna company under the administrative control of the Ministry of Steel, Government of India. It has been paying dividend for the last eighteen years.
- 1.2 The company's authorized equity capital is Rs.400 crore, the paid-up equity capital is Rs.396.47 crore, with a face value of Re.1/- per share. The equity shares of the company have been partly disinvested to the extent of 10%, the subscribers being financial institutions, general public and the employees. The balance equity shares of 90% are held by the President of India in physical form. The number of shareholders is about 2.11 lakhs as on 31.03.2010.
- 1.3 The shares of the company are listed on six Stock Exchanges at Bangalore, Chennai, Delhi, Kolkata, Mumbai and National Stock Exchange.
- 1.4 At present the shares of the Company are traded and transferred in electronic as well as physical mode by the Registrar and Share Transfer Agent (STA) is at Hyderabad.

1.5 The present tender is to avail professional services of PCS, required for e-filing of various Returns, Forms under Companies Act, 1956, Secretarial Audit etc., as required under the listing agreement and any other related services as and when required by NMDC.

2.0 Essential Criteria for considering PCS

The following are the essential criteria for consideration to qualify the PCS for the work:

- 2.1 The PCS should be registered with the Institute of Company Secretaries of India (ICSI) continuously for a period of last 5 years.
- 2.2 The PCS should have in-house internet connectivity suitable for e-filing of Returns, Forms etc.
- 2.3 The PCS should have adequate facilities for dealing with concerned offices such as ROC, RD, MCA, Stock Exchanges etc.
- 2.4 Experience in handling the Subsidiaries, Acquisitions/ Mergers, Issue of Bonus/ Preferential Shares, Disinvestment/Private Placements of Shares, handling Debt Instruments, Public Issues etc is highly desirable.
- 2.5 Familiar with practices and procedure relating to Government Companies in the above areas is highly desirable.
- 2.6 Experience of working for Government Companies/ PSUs is essential.
- 2.7 Documentary evidence of the above items should, among others, be attached to the Part-I of your offer, detailed under clause 10 below.

3.0 Earnest Money Deposit

- 3.1 The tenderer is required to submit an Earnest Money Deposit (EMD) of Rs.10,000/- (Rupees Ten thousand only) along with the offer. The EMD may be paid in the form of a Bankers cheque in favour of ‘NMDC Limited’ payable at Hyderabad.
- 3.2 The EMD of unsuccessful tenderers will be refunded, after the acceptance of the offer of the successful tenderer by NMDC.
- 3.3 The EMD of the successful offerer will be converted into Security Deposit and held by NMDC during the contract period and refunded after the satisfactory completion of the contract.
- 3.4 If, however, the services of the PCS are not found to the satisfaction of NMDC, the contract will be terminated and the security deposit forfeited.
- 3.5 EMD of Tenderers, who withdraw/ alter/ vary/ modify, their offers during the validity period of the offer, shall be forfeited.

4.0 Contract period

- 4.1 The contract period will be for two years from the date of the contract that will be issued to the successful parties as determined by NMDC. Depending upon the performance, contract may be renewed for another one year on similar fees and terms & conditions.
- 4.2 The successful party has to execute separate agreement(s) as prescribed by ICSI if any, with the Company for the contract period(s) as the case may be.

5.0 Scope of Work

- 5.1 Certification and filing of Forms and Returns as applicable to listed companies under various statutes.
- 5.2 Maintain the data/record of filing of various forms and returns

- 5.3 Certification and filing of Annual Accounts/Annual Returns/Reports.
- 5.4 Obtaining Digital Signature Certificates (DSC) as and when required by the company.
- 5.5 Obtaining of Director Identification Number (DIN) as and when required.
- 5.6 Providing similar services to Subsidiaries of NMDC Ltd.
- 5.7 Reports/Certificate as required under Listing Agreement and SEBI periodically.
- 5.8 Quarterly Secretarial Audit Reports under Listing Agreement
- 5.9 Periodical Audit of Share Transfer Agent (STA) records/data.
- 5.10. The PCS shall ensure strict compliance with the requirements as laid down by various authorities in this regard.
- 5.11 Submission of periodical data / reports as per the SEBI Regulations, Listing Agreement, other statutes etc, if any.
- 5.12 Any other information / data / reports / returns etc as and when required
- 5.13 Submission of clarifications, rectifications, modifications etc, subsequent to filing, if required.
- 5.14 Providing guidance, Updation of amendments/ modifications in the matters specified above.
- 5.15 The Scope of work given is not exhaustive and the PCS is to take all enable steps/ actions to ensure that the NMDC's requirements with regard to certification and professional services whether on electronic or physical mode, which take place in terms of the relevant Laws, Rules and Regulations in force from time to time.

6.0 Payment terms

- 6.1 Payment will be made by NMDC in terms of the accepted quotation on monthly basis upon receipt of Monthly /Quarterly Reports etc along with a monthly bill for the period along with documentary evidence of filing / completion of the job after making statutory deduction like TDS etc.

7.0 Penalty

7.1 The PCS shall adhere to the time limits prescribed by the Companies Act, 1956 and other statutes as applicable. If any additional fee, penalty etc., payable by the Company on account of and / or attributable to PCS shall be borne by the PCS and NMDC will not reimburse the same.

8.0 Validity of offer

8.1 Your offer shall be kept valid for a period of six months from 9th August, (month) 2010, the last date prescribed for receipt of offers.

9.0 Offers

9.1 If you are interested in working for NMDC, satisfy the essential criteria given above, and are willing to be bound by the conditions laid down herein, you may submit your offer as described below:

10.0 Part-I: Technical Bid

10.1 You may submit the Part-I (Technical Bid) of your offer, giving the following details/documents, in a sealed envelope, duly superscribed: “TECHNICAL BID”:

- a. EMD as per clause 3.
- b. A profile of your firm / company.
- c. Documentary evidence of the items mentioned under clause 2 above.
- b. Give details of connectivity / facilities in the office at Hyderabad / Secunderabad.
- e. Please specify whether you were or have been disqualified /debarred by ICSI or any other statutory body from undertaking the type of works mentioned herein.

11.0 Part-II: PRICE BID

- 11.1 You are required to submit the Part-II of your offer in the prescribed format, in a separate sealed envelope, duly super-scribed: PRICE BID.
- 11.2 The charges should be quoted in the proforma given and should be inclusive of all expenses like phone/fax, etc. Reimbursement of expenses on postage with prior approvals on each occasion will be made at actual against submission of relevant bills / documents. Service Tax, as applicable will be paid extra.
- 11.3 Rates quoted shall be firm and fixed during the contract period.
- 11.4 Your offer, containing part-I and part-II, is to be submitted in another sealed envelope, duly subscribed: **“Offer for Appointment of Practicing Company Secretary”**.

12.0 Submission of offers

- 12.1 Your offer, containing Part-I and Part-II, may please be sent to the following address:

The Company Secretary
NMDC Limited
Khanij Bhavan
Masab Tank
Hyderabad – 500 173

13.0 Last date for submission of offers

- 13.1 Your offer should be submitted upto 3.00 pm on 09.08.2010.

14.0 Opening of offers

- 14.1 Part-I of the offers received will be opened at 3.30 pm on 09.08 2010. You may be present, if you so desire, at the time of opening of the offers.
- 14.2 After short-listing the parties that meet our requirement, the price bids of such shortlisted parties will be opened with notice to such parties.

15.0 Dispute resolution

15.1 Any dispute(s) arising out of this contract will have to be sorted out through mutual discussions. If, however, any dispute survives, it will be referred to one of the non-official Directors of NMDC by the Chairman-cum-Managing Director of NMDC for settlement. After hearing both the parties, the Director so assigned with the reference will decide the dispute and his decision shall be final and binding on both the parties.

16.0 Rights reserved

16.1 NMDC reserves its right not to go ahead with this tender action at any time, and the tenders shall have no right to any claims whatsoever in this regard.

17.0 *Submission of your offer is tantamount to your agreeing to the terms and conditions laid down herein.*

Kumar Raghavan
Company Secretary &
Executive Director (L&CC)

Annexure-II

(To be submitted in a separate sealed cover super-scribing thereon 'PRICE BID')

**NMDC LIMITED
APPOINTMENT OF PRACTICING COMPANY SECRETARY
FORMAT FOR PRICE BLD**

Sl. No	Scope of Work	quoted (in Rs.)*	
		In figures	In words
1.	Certification and filing of Forms and Returns as applicable to listing companies under various statutes including maintenance of data/record of filing of various forms and returns;		
2.	Certification and filing of Annual Accounts/Annual reports/Reports;		
3.	Certification and filing of Annual Returns;		
4.	Obtaining of Digital Signature Certificate (DSC)		
5.	Obtaining of Director Identification Number (DIN)		
6.	Reports/certificate as required under Listing Agreement and SEBI periodically;		
7.	Quarterly Secretarial Audit Report under Listing Agreement;		
8.	Certification fee for any other document if any. (The PCS shall ensure strict compliance with the requirements as laid down by various authorities in this regard; submission of monthly / quarterly reports on activities undertaken during that period; submission of periodical data / reports as per the SEBI Regulations and Listing Agreement enter the Stock Exchanges if any, any other information / data / reports / returns etc as and when required the NMDC and the Scope of work given is not exhausted and the PCS is to take all enable steps/ actions to ensure that the NMDC's requirements with regard to certification and profession services whether on electronic or physical mode, take place in terms of the relevant Laws and Rules and Regulations in force from time to time, as detailed at clause 5 of terms and conditions of Annexure-I.)		

*** Important Note: 1. The charges quoted should be inclusive of out of pocket expenses, Stationery, mailing charges, phone / fax, etc, and excluding Taxes.
2. Rates quoted shall be firm & fixed during the contract period.**

Authorized signatory:.....

Name:

Designation:

Seal:

Date:

