



Hassan Mangalore Rail Development Company Limited

(A Joint Venture of Ministry of Railways & Govt. of Karnataka)

Regd. Office : MSIL House, 7th Floor, # 36, Cunningham Road, Bangalore-560 052.

Tel: +91-80-2237 0581, Fax: +91-80-2237 0582, Website: www.hmrdc.com

CIN No. U45203KA2003PLC032183, E-mail : ceohmrdc@gmail.com

HMRDC/ Sec Audit/2017-18

22nd November 2017

To,

Dear Sir / Madam,

Sub: Notice inviting Expression of Interest (EOI) by Practising Company Secretaries for selection and appointment as Secretarial Auditors of HMRDC for the year 2017-18 onwards

Please find attached notice inviting Expression of Interest (EOI) by Practising Company Secretaries for selection and appointment as Secretarial Auditors of HMRDC for the year 2017-18 onwards.

A brief background note of the Company has also been attached. You are requested to send the details of your firm/company in the format as per Annexure – 1 and also send your proposals as per Annexure – 2 enclosed.

The last date for submission of your proposal is 04.12.2017 at 3.00 p.m.

Thanking you,

Yours faithfully,

For Hassan Mangalore Rail Development Company Limited

S. N. SRINIVASA
Company Secretary

Encl: as above.

NOTICE INVITING EXPRESSION OF INTEREST (EOI) BY PRACTISING COMPANY SECRETARIES FOR SELECTION AND APPOINTMENT AS SECRETARIAL AUDITORS FOR THE YEARS 2017-18

1. BACK GROUND OF THE COMPANY:

HMRDC is a joint venture SPV with equal equity participation by the Ministry of Railways and Government of Karnataka with the objective of development, financing, designing, construction, operation and maintenance of the broad gauge rail link connectivity between Hassan and Mangalore (referred to as 'Project Railway'). The Shareholder's Agreement was signed by the Company with the Ministry of Railways, Government of Karnataka and Rail Infrastructure Development company (Karnataka) Limited on 23rd October 2003. M/s. New Mangalore Port Trust and M/s. Mineral Enterprises Limited have become strategic partners by contributing Rs.10.00 Crores each towards equity share capital constituting 18% of the total equity share capital of the company.

For the purposes of implementing the Project Railway, Ministry of Railways (MoR) has granted concession rights to the Company for the above activities vide Concession Agreement dated 18th March 2004. The concession is for a period of 32 years from the date of the Agreement. The Company has been given leasehold rights on the assets, which already existed in the Project Area as part of the earlier railway network up to 23.8.1996 including land (existing & acquired subsequently) for development of the leased assets during the concession period.

In order to fulfil its construction obligations, the Company had entered into a Construction Agreement dated 18th March 2004 with South Western Railway (SWR), whereby SWR were appointed as the Engineering, Procurement and construction (EPC) Agents for the Project Railway. The capital expenditure incurred by the Railways on the Project Railway up to 31st March 2002 was converted and treated as subordinated/unsecured debt payable by the Company to Ministry of Railways.

The Company has entered into an Operations & Maintenance Agreement with South Western Railway on 18th March 2004 whereby SWR has been appointed as the operations and maintenance agency to operate the goods train services on the line and undertake maintenance of project assets till the end of the concession period.

The railway line was commissioned for Operation of freight services in May 2006 after completion of gauge conversion of the Project Railway.

The Company has an annual total income of about Rs.139 crores as on 31.3.2017. The Company does not expect any significant operational transactions during the year 2017-18. Full details and annual report of the company may be seen from its website : www.hmrdc.com

2. OBJECTIVE:

To comply with compliance of Companies Act, 2013 and rules made there under in connection with Secretarial Audit and provide guidance on compliance with various other laws applicable to the Company from time to time.



3. SCOPE OF WORK:

The broad scope of Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations and guidelines:-

- i) The Companies Act, 2013 and the rules made there under;
- ii) Secretarial Standards issued by "The Institute of Company Secretaries of India" and
- iii) Any other Act/Laws/Regulations as may be applicable.
- iv) Carry out Secretarial Audit as per the requirements of the Companies Act, 2013 and provide Secretarial Audit Report in time to be annexed with the Directors' Report.

HMRDC is not a listed Company and therefore, listing agreement, SEBI Act, 1992 and their laws, rules, regulations, guidelines, standards are not applicable.

Advise the Company on all matters of Secretarial, legal and Corporate laws as and when required and guide in the right direction from time to time.

4. COVERAGE OF THE AUDIT:

The audit will cover the period from 1st April 2017 to 31st March 2018.

5. TIMELINE:

The Auditor will submit his reports before June 2018.

6. ELIGIBILITY AND SELECTION:

(A) Eligibility

- i) Any interested Practising Company Secretary/Firm of Practising Company Secretaries shall be eligible to apply for the assignment, subject to meeting the following eligibility criteria.
- ii) Registered with the Institute of Company Secretaries of India, New Delhi as a Practising Company Secretary and having a valid COP of not less than 10 years as on the date of application.
- iii) Should have the experience of audit of PSU of Central/State Govt.
- iv) The office of Practising Company Secretary must be located in Bangalore.

(B) Submission of Proposal:

Interested eligible Practising Company Secretaries shall apply for the assignment in the format along with required information and documents as per the format given in Annexure 1 & 2 below within the due date and time for submission i.e. on 04.12.2017 at 3.00 P.M. The proposal can be submitted either through courier or registered post only to the following address.

Mailing Address:

The Chief Executive Officer
Hassan Mangalore Rail Development Company Ltd.,
Regd. Office, MSIL House, 7th Floor,
No.36, Cunningham Road,
Bangalore 560052



(C) Evaluation of Proposal:

The technical proposal of the eligible applicants firms shall be evaluated on the basis of empanelment status, work experience and technical capacity on the basis of the following criteria as per the parameter-score matrix.

PARAMETER-SCORE MATRIX

| Sl. No. | Parameters | Value /Nos. | Score | Scoring Criteria | Max Score |
|---------|---|-------------|-------|---|-----------|
| 1 | Years of existence of Firm/Members in practise. | | | 6 points for every year (Counted from the date of CoP) | 60 |
| 2 | No. of Partners | | | 5 points each for each partner. | 15 |
| 3 | Full time CS/LLB Employee | | | 2 point for each CS/LLB | 10 |
| 4 | Experience of Secretarial Audit of Central PSU/State PSU. | | | 2 points for each such audit period per company (falling within 3 financial years ending 2016-17) | 10 |
| 5 | Experience in handling Government Assignments if any. | | | 2 points for each such work/assignment (falling within 3 financial years ending 2016-17) | 5 |

Based on the above technical evaluation firms/persons securing highest scores shall be selected for the assignment.

7. FEES:

Rs.30,000/- plus GST for each year's assignment.

Tenure. The selected firms would be given an offer for carrying out assignments initially for a period of one year i.e. for the FY 2017-18. Management keeps the right to extend the tenure for further two years on yearly basis i.e., 2018-19 and 2019-20 depending upon the performance of the Practising Company Secretary. Management also keeps the right for pre-mature termination of the appointment.

8. DETAILS OF THE FIRM:

The Practising Company Secretaries Firm shall provide the following information as per the proforma given below:



ANNEXURE - 1
APPLICATION FORMAT

1. Name of PCS/Firm :
2. Status of Firm(LLP/Company etc.,)
(Firm composition certificate to be attached).
3. Registration No.
4. Date of Establishment/Registration:
5. Name and Address of Principal Office & Branch Office (s):

| Office type (HO/Reg. Office/Branch) | Address | Year of Establishment | Contact details: In-charge Name, Tel, Fax, Email. |
|---|---------|--------------------------|---|
| | | | |

6.Particulars of Partners:

| Sl. No. | Name | CS Membership No. & Status(F/A) | Date of joining firm as partner & branch office attached to | Additional Qualification | Other qualifications job/specialisation & experience |
|---------|------|---------------------------------|---|--------------------------|--|
| | | | | | |

7.Particulars of qualified assistants :(Attached to Bangalore office):

| Sl. No. | Name | CS Membership No. & Status(F/A) | Date of joining firm | Additional Qualification | Other qualifications job/specialisation & experience |
|---------|------|---------------------------------|----------------------|--------------------------|--|
| | | | | | |

8.Details of semi-qualified/non-qualified assistants (attached to Bangalore Office):

| Sl. No. | Name of the Assistant | Qualification (CS Inter, LLB etc.,) | Other qualifications job/specification & experience |
|---------|-----------------------|--------------------------------------|---|
| | | | |

(Enclose all supporting copies of documents as per the Enquiry letter).

Date:
Place:



Signature of Authorised Signatory of the Firm along with seal of the firm.

(to be typed on the letterhead of the firm)

To
The CEO/HMRDC

Dear Sir,

Sub: Submission of proposal for appointment of Secretarial Auditor of M/s.HMRDC.

We have carefully examined the entire Terms of Reference and have obtained all the requisite information about the assignment. We do hereby propose to provide the desired professional service as detailed in your enquiry letter.

We do hereby accept the fees mentioned in your enquiry letter.

We further state that the professional fee shall be inclusive of all expenses incidental and necessary to carry out the audit assignment. You have to provide transport and other facilities for outstation visits. The GST shall be claimed separately as per the prevailing rates.

Undertaking:

I/We do hereby declare that the above-mentioned information are true and correct and I/We also undertake to abide by the terms and conditions of the contract and would make compliance of terms laid-down in the contract if executed by us with M/s. HMRDC.

Following information is also furnished as sought for.

| Sl. No. | Parameters | Details |
|---------|---|---|
| 1 | Years of existence of Firm | |
| 2 | No. of Partners | |
| 3 | Full time CS/LLB Employee | |
| 4 | Experience of Secretarial Audit of Central PSU/State PSU. | Name of the PSU, and Financial years from & to is to be specified. |
| 5 | Experience in handling Government Assignments if any. | Name of the Govt. Companies, Depts. and Financial years from & to is to be specified. |

Annexure - 1 (Application Format) is enclosed herewith.

Yours faithfully,
For



Signature of Authorised Signatory of the Firm along with seal of the firm.

Date:

Place: