



नेशनल टेक्स्टाइल कारपोरेशन लिमिटेड
(भारत सरकार का उपक्रम)
NATIONAL TEXTILE CORPORATION LIMITED
(A GOVERNMENT OF INDIA UNDERTAKING)

पंजीकृत कार्यालय:
स्कोप काम्पलेक्स, कोर 4,
7-लोधी रोड,
नई दिल्ली-110 003

Registered Office:
SCOPE Complex, Core-IV,
7, Lodhi Road,
New Delhi - 110 003

(CIN No. U74899DL1968GOI004866)

Tender No - NTCL/Head Office/Secretarial/1/24-25/ET/1[SECRETARIAL AUDITOR FY 2022-23]

TENDER DOCUMENT FOR ENGAGEMENT OF SECRETARIAL AUDITORS FOR THE FINANCIAL YEAR 2022-23.

E-tender will be conducted on MSTC portal only. Last date of bidding for e-tender is 29.08.2024, 03:30 P.M. and bids shall be opened on 29.08.2024 at 4:00 P.M.



NATIONAL TEXTILE CORPORATION LIMITED

(A Govt. of India Undertaking)

CIN No: U74899DL1968GOI004866

REGD. OFF: Core IV, SCOPE Complex, 7, Lodhi Road, New Delhi – 110003

Tel. No. 011- 24362632, Fax No. 011- 24361112,

website: www.ntcltd.org

TENDER DOCUMENT

For

**ENGAGEMENT OF SECRETARIAL AUDITORS FOR THE FINANCIAL
YEAR 2022-23.**

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SCHEDULE OF OPEN TENDER

1.	E-TENDER No./EVENT No.	NTCL/Head Office/Secretarial/1/24-25/ET/1[SECRETARIAL AUDITOR FY 2022-23]
2.	MODE OF TENDER	Open and e-Tender System Online submission of Part I – Technical Parameters and Part II Financial Bid through https://www.mstcecommerce.com/eproc The intending bidders are required to submit their offer electronically through this e-tendering portal. No physical tender is acceptable by NTCL.
3.	Date of publication of e-Tender through publication in MSTC websites https://www.mstcecommerce.com/eproc	12.06.2024 at 17:00 hrs.
4.	Date of availability of NIT to the Vendors for downloading from https://www.mstcecommerce.com/eproc And CPPP https://eprocure.gov.in/epublish/app or NTC website www.ntcltd.org	12.06.2024 at 17:00 hrs.
5.	Date of Starting of e-Tender for submission of Online Techno- Commercial & Financial bids at- https://www.mstcecommerce.com/eproc	12.06.2024 at 17:00 hrs.
6.	Date of closing of Online e-tender for submission of Techno-Commercial & Financial bids at https://www.mstcecommerce.com/eproc	12.07.2024 at 17:00 hrs.
7.	Date & time of opening of Part-I Techno-Commercial bids	15.07.2024 at 11:30 hrs.
8.	Date & time of opening of Part-II (Financial bids)	Shall be informed separately

Note: 1. In the event of any unforeseen closure of work / holiday on any of the above days, the same will be opened/held on the next working day without any further notice.

Important instructions for E-procurement

This is an e-procurement event of National Textile Corporation Limited (hereafter referred as **NTCL**). The e-procurement service provider is MSTC Ltd., 225C, A.J.C. Bose Road, Kolkata-700 020.

You are requested to read the terms & conditions of this tender before submitting your online tender.

1	<p>Process of E-tender :</p> <p>(i) Registration: The process involves vendor's registration with NTCL eprocurement portal which is free of cost. Only after registration, the vendor(s) can submit their bids electronically. Electronic Bidding for submission of Technical Bid as well as Commercial Bid will be done over the internet. The Vendor should possess Class III signing type digital certificate. Vendors are to make their own arrangement for bidding from a P.C. connected with Internet. NTCL is not responsible for making such arrangement. (Bids will not be recorded without Digital Signature).</p> <p>NOTE: The technical bid and the commercial bid has to be submitted online at https://www.mstcecommerce.com/eproc</p> <p>1) Vendors are required to register themselves online with https://www.mstcecommerce.com/eproc → e-Procurement → PSU/ Govt depts → Select NTC Logo → Register as Vendor -- Filling up details and creating own user id and password → Submit.</p> <p>2) Vendors will receive a system generated mail confirming their registration in their email which has been provided during filling the registration form. In case of any clarification, please contact NTCL, (before the scheduled time of the e- tender).</p> <p><u>Contact person (Secretarial, NTCL):</u></p> <p>Ms. Meghna Rashmi, Asst. Company Secretary Phone No.:- 011-24362632. Email:- meghna.rashmi@ntcltd.org</p> <p>(ii) System Requirement:</p> <ul style="list-style-type: none">• Windows 7 or above Operating System• IE-7 and above Internet browser.• Signing type digital signature <p>Latest updated JRE 8 (x86 Offline) software to be downloaded and installed in the system. To disable "Protected Mode" for DSC to appear in The signer box following settings may be applied.</p> <ul style="list-style-type: none">• Tools => Internet Options => Security => Disable protected Mode If enabled- i.e, Remove the tick from the tick box mentioning "Enable Protected Mode".
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	<ul style="list-style-type: none"> • Other Settings: Tools => Internet Options => General => Click On Settings under “browsing history/ Delete Browsing History” => Temporary Internet Files => Activate “Every time I Visit the Webpage”. <p>To enable ALL active X controls and disable ‘use pop up blocker’ under Tools→ Internet Options→ custom level (Please run IE settings from the page https://www.mstcecommerce.com/eproc once).</p>
2	The Technical Bid and the Price Bid shall have to be submitted online at https://www.mstcecommerce.com/eproc tenders will be opened electronically on specified date and time as given in the Tender.
3	All entries in the tender should be entered in online and in prescribed Formats without any ambiguity.
4	Special Note towards Transaction fee: As Displayed on the e-Bidding Portal in the link Transaction Fee Payment.
5	Information about tenders /corrigendum uploaded shall be sent by email only during the process till finalization of tender by NTCL Hence the vendors are required to ensure that their corporate email I.D. provided is valid and updated at the time of registration of vendor with MSTC (i.e. Service Provider). Vendors are also requested to ensure validity of their DSC (Digital Signature Certificate).
6	E-tender cannot be accessed after the due date and time mentioned in NIT.
7	<p>Bidding in e-tender :</p> <p>a) Vendor(s) need to submit necessary EMD, Tender fees and Transaction fees (If ANY) to be eligible to bid online in the e-tender. Tender fees and Transaction fees are non-refundable.</p> <p>b) The process involves Electronic Bidding for submission of Technical and Financial Bid.</p> <p>c) In all cases, vendor should use their own ID and Password along with Digital Signature at the time of submission of their bid.</p> <p>d) For all information regarding Bid submission please refer to Annexure ‘VI’.</p> <p>e) During the entire e-tender process, the vendors will remain completely anonymous to one another and also to everybody else.</p> <p>f) The e-tender floor shall remain open from the pre-announced date & time and for as much duration as mentioned above.</p> <p>g) All electronic bids submitted during the e-tender process shall be legally binding on the vendor. Any bid will be considered as the valid bid offered by that vendor and acceptance of the same by the Buyer will form a binding contract between Buyer and the Vendor for execution of supply.</p> <p>h) It is mandatory that all the bids are submitted with digital signature certificate otherwise the same will not be accepted by the system.</p> <p>i) Buyer reserves the right to cancel or reject or accept or withdraw or extend the tender in</p>

	full or part as the case may be without assigning any reason thereof. j) No deviation of the terms and conditions of the tender document is acceptable. Submission of bid in the e-tender floor by any vendor confirms his acceptance of terms & conditions for the tender.
8	Any order resulting from this tender shall be governed by the terms and conditions mentioned therein
9	No deviation to the technical and commercial terms & conditions are allowed.
10	NTCL has the right to cancel this e-tender or extend the due date of receipt of bid(s) without assigning any reason thereof.
11	The online tender should be submitted strictly as per the terms and conditions and procedures laid down in the website https://www.mstcecommerce.com/eproc of NTCL
12	The vendors must upload all the documents required as per terms of tender. Any other document uploaded which is not required as per the terms of the tender shall not be considered.
13	The bid will be evaluated based on the filled-in technical & financial formats.
14	Vendors are requested to read the vendor guide in the page https://www.mstcecommerce.com/eproc to familiarize them with the system before bidding

TERMS & CONDITIONS

Concurrence and remarks for all Commercial Terms & Conditions will be taken Online. Upload supporting documents wherever necessary. No hardcopy for the same needs to be submitted. If required, the Bidder(s) may be asked to produce the Original documents before the Tender Committee for verification purpose only.

REQUIREMENT OF VENDOR :

- PC (Personal Computer) connected with Internet.
- Registration with portal <https://www.mstcecommerce.com/eproc>
- Class 2 or Class 3 digital certificates in the name of the Company of the vendor (in the name of the Company who will be submitting the EMD & General Information). Digital Signature can be procured from any Licensed Certifying Authority. List of Licensed certifying authorities is published by Ministry of Electronics and Information Technology at the website of Comptroller of Certifying Authorities http://cca.gov.in/licensed_ca.html . Bids will not be recorded without Digital Signature.

Note: Please check the Digital Certificate. In case of any clarification please contact MSTC Ltd., before the scheduled time of the e-tender. Refer Page no. 16.

AMENDMENT OF TENDER DOCUMENTS:

- a) At any time prior to the deadline for submission of tenders, NTCL for any reason whether at their own initiative or in response to a clarification required by any prospective Bidders may modify the Tender Documents.
- b) The amendment shall be part of the Tender Documents and will be notified by publication in the <https://www.mstcecommerce.com/eproc>, NTC website www.ntcltd.org and Central Public Procurement Portal <https://eprocure.gov.in/epublish/app> and will be binding on the prospective Bidders.
- c) All the intending Bidders are advised to keep close watch on the website of MSTC, NTC, www.ntcltd.org and CPP Portal <https://eprocure.gov.in/epublish/app> in their own interest.

Section 1: Invitation for Proposal

1.1 Introduction

National Textile Corporation Limited (NTCL) is a schedule “A” Central Public Sector Enterprise under the aegis of Ministry of Textiles, Government of India, established under the Companies Act, 1956 having its Registered Office at SCOPE Complex, Core IV, 7, Lodi Road, New Delhi –110 003. NTC is engaged in production of yarn and fabric through its 23 mills in operation, located pan-India. NTC has also retail network throughout the country with its 92 retail stores. The authorised and paid up capital of the Company is Rs.5000 crores and Rs.3062.16 crores, respectively as on 31.03.2023. The shareholding of the Government of India in the Company is 99.76%.

NTC intends to appoint a Practicing Company Secretary (PCS)/ Firm of Company Secretaries (Firm)/LLP to conduct Secretarial Audit and other works of the Company as per Scope of work as given in Annexure I of tender document, for the Financial Year 2022-23. The assignment is extendable for another two years, on yearly basis on same terms and conditions, with the approval of the Board, subject to satisfactory deliverables.

1.2 Scope of Work

The illustrative list of (but not exhaustive) Scope of Work is given in **Annexure-I**.

1.3 Invitation to Bidders

The invitation is for selection of Practicing Company Secretary Proprietor/Firm/LLP for engagement for Secretarial Audit and other works.

- I. The tender document can be downloaded from MSTC portal (<https://www.mstcecommerce.com/eproc>), NTC website (www.ntcltd.org) and CPP Portal (<https://eprocure.gov.in/epublish/app>).
- II. NTCL may, at its own discretion, extend the date for submission of proposals.

Section 2: Instructions to Bidders

2.1 Conflict of interest

- I. The selected Proprietor/Firm/LLP should provide professional, objective and impartial service and hold NTCL's interest paramount.
- II. Proprietor/Firm/LLP having any partner who has retired from the services of NTCL in the last two years prior to FY 2022-23 shall not be considered for this engagement.
- III. The selected Proprietor/Firm/LLP shall not downstream or outsource any part of the scope of work.
- IV. Non-disclosure of such an association will lead to termination of Proprietor/Firm/LLP.

2.2 Validity of Proposal

The following will be considered for the validity of the proposals deemed submitted:

- I. Proposals shall remain valid for a period of 90 days from the date of opening of Price Bid.
- II. NTCL reserves the right to reject a proposal valid for a shorter period as non-responsive.
- III. In exceptional circumstances NTCL may solicit the Bidder's consent to an extension of the period of validity. The request and the response thereto shall be made in writing.

2.3 Right to Accept or Reject any Proposal

NTCL reserves the right to accept or reject any Bid and to annul the Tender process and reject all proposals 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.

2.4 Fraud & Corruption

It is required that the Bidders submitting Proposal and Proprietor/Firm/LLP selected through this Tender Document must observe the highest standards of ethics during the process of selection and during the performance and execution of the Work Order.

For this purpose, definitions of the terms are set forth as follows:

- I. "Corrupt practice" means the offering, giving, receiving or soliciting of anything of value to influence the action of NTCL or its personnel in Work Order executions.
- II. "Fraudulent practice" means a misrepresentation of facts, in order to influence the selection process or the execution of a Work Order, and includes collusive practice among Bidders (prior to or after Proposal submission) designed to establish Proposal prices at artificially high or non-competitive levels and to deprive NTCL of the benefits of free and open competition.
- III. "Unfair trade practice" means providing of services different from what is ordered on, or change in the Scope of Work.

IV. "Coercive practice" means harming or threatening to harm, directly or indirectly, persons or their property to influence their participation in the selection process or execution of the Work Order.

V. NTCL will reject a proposal for award, if it determines that the Bidder recommended for award, has been determined to having been engaged in corrupt, fraudulent or unfair trade practices.

VI. NTCL will declare a Proprietor/Firm/LLP ineligible, either indefinitely or for a stated period of time, for awarding the Work Order, if it at any time determines that Proprietor/Firm/ LLP has engaged in corrupt, fraudulent and unfair trade practice in competing for or in executing the Work Order.

2.5 Clarifications & Amendments of Tender Document.

I. During the process of evaluation of Proposals, NTCL may, at its discretion, ask Bidders for clarifications on their proposal. The Bidders are required to respond within the prescribed time-frame.

II. The amendment(s) shall be part of the Tender Documents and will be notified by publication in the MSTC/NTC/ CPP Portal and will be binding on the prospective Bidders. All the intending Bidders are advised to keep close watch on the website of MSTC/NTC / CPP Portal in their own interest.

2.6 Earnest Money Deposit (EMD)

- EMD of Rs.5,000.00 (Rupees Five only) may directly be deposited in favor of NTC Account No. 52142903855 of State Bank of India, RTGS/NEFT IFSC Code: SBIN0020511 and receipt/details may be uploaded online in Tender as stated in **Annexure – II** of this Bid Document. No bank guarantee will be accepted in lieu of the EMD.
- Non-submission / Short of EMD OR submission thereof after closure of online bidding time, will make the bidder disqualified and that bid will not be considered and would be rejected summarily. The EMD paid by the Bidder shall not carry any interest.
- EMD of non-successful bidders shall be refunded only after award or cancellation of the Tender. The EMD of unsuccessful Bidders will be refunded through RTGS / NEFT mode only after finalization of the Bid.
- Bidder should provide scanned copy of cancelled cheque for refund of their EMD. In case of successful Bidder, amount of the EMD will be released within one month of completion of final work.
- **As per Gazette of India notification dated 23 March, 2012, Micro & Small Enterprises registered under MSME Act are exempted for the EMD deposit.** Such parties have to submit self-attested copy of Certificates issued by concerned Authorities. The bidders have to specify whether they are Micro or Small Enterprises.
- The Earnest Money Deposit/Security Deposit will be forfeited, if:
 - I. Tenderer withdraws his bid or backs out after acceptance.

- II. Tenderer does not accept assignment after he is selected as L1 and appointment letter is already issued.
- III. Tenderer violates any of the conditions prescribed in the Tender Document.
- IV. Tenderer changes any of the terms, during validity period. If the tenderer neglects or refuses to accept their rates quoted after submission of their tender or to comply with any of the conditions of the tender.

2.7 Preparation of Proposal

The Bidder must comply with the following instructions during preparation of Proposals:

- i. The Bidder is expected to carefully examine all the instructions, guidelines, terms and condition, relevant supporting documents and formats of the Tender Document. Failure to furnish all the necessary information as required by the Tender Document or submission of a proposal not substantially responsive to all the requirements of the Tender Document shall be at Bidder's own risk and may be liable for rejection.
- ii. Proprietor/Firm/LLP should sign and seal relevant annexures wherever their signatures are required.
- iii. The Proposal and all associated correspondence shall be written in English and shall be in a clear and legible language.
- iv. No Bidder is allowed to modify, substitute, or withdraw the Proposal after its submission.

2.8 Technical Particulars

The Technical Particular as prescribed in **Annexure II** must be provided and should be filled up along with all self-attested documents as mentioned in format.

2.9 Scrutiny of Technical Particulars

Technical scrutiny shall be based on the parameters as mentioned in the Technical Particulars format as per the **Annexure 'II'**. Supporting documents as mentioned are also required to be uploaded.

NOTE: The Technical Particulars must not include any financial information regarding the Price which has to be submitted separately, electronically, failing which the Proposal will be rejected.

NTCL may, at its discretion, call for additional information from the Bidder(s). Such information has to be supplied within the set out time-frame, otherwise the Tender Committee shall make its own reasonable assumptions at the total risk and cost of the Bidders and the Proposal is liable to be rejected. Seeking clarifications cannot be treated as acceptance of the proposal.

2.10 Submission of Proposal

Bidders shall submit their Proposals on or before the last date and time for receipt of proposals mentioned in Schedule of Open Tender.

Each page of proposal should be numbered and conformance to the eligibility qualifications should be clearly indicated. The proposals should not contain any irrelevant or superfluous documents.

The Bid will be opened as per the schedule mentioned in the Schedule for Open Tender and tender committee constituted by NTCL will scrutinise the same in detail. Financial bid will be opened electronically of only those bidder(s) who are found to be fulfilling the technical criterion as mentioned in Annexure II and found to be acceptable by NTCL as per terms and conditions of the tender document. Such bidder(s) will be intimated the date of opening of Price bid, through valid email confirmed by them.

2.11 Financial Bid

The financial bid as prescribed in **Annexure 'V'** should be provided *separately and electronically*. Financial Bid of only eligible bidder will be opened.

2.12 Fee:

Fees should be quoted inclusive of miscellaneous and out of pocket expenses and exclusive of applicable Taxes, if any. The fee quote should be indicated clearly both in Figures and in Words. If there is any variation between the fee quoted in Figures and Words then fee quoted in words will be considered for evaluation.

2.13 Engagement for Secretarial Audit and other Assignments

The work shall be awarded to the Proprietor/Firm/LLP who would quote lowest fee on consolidated basis (L-1) at **Annexure-V**.

In case, L-1 fee is quoted by more than one Proprietor/Firm/LLP, the oldest Proprietor/Firm/LLP (based on the date of registration / incorporation) shall be treated as L-1. The engagement is for the financial year 2022-23 and is required to be approved by the Board of Directors of the Corporation. The Corporation reserves its right to cancel the engagement prior to completion of assignment, in case services are not found satisfactory. In this case the next Proprietor/Firm/LLP in the line of L-1 shall be called upon to accept the engagement provided he agrees for L-1 fees.

The tenure of above engagement is extendable for another two financial years, on yearly basis on same terms and conditions, with the approval of the Board, subject to satisfactory deliverables. However, it is expressly stated here that the said extension is not to be construed as assured and the Company reserves the right not to reappoint at its sole discretion without assigning any reason thereof.

2.14 Commencement of Secretarial Audit and other works

Selected Proprietor/Firm/LLP will be issued engagement letter in physical way or electronically. Proprietor/Firm/LLP is required to send their consent via return e-mail within 07 days of receipt of engagement letter. If consent is not received during specified time period then it would be assumed as accepted. Work should commence immediately after the acceptance of engagement.

2.15 Submission of Secretarial Audit and other Reports

Secretarial Audit Reports (MR 3) and Corporate Governance Report along with Certificate should be submitted within one month from the date of issuance of letter of engagement of Secretarial Auditor. Conversion of Annual Accounts into XBRL to be provided within 15 days from the date of submission of relevant information by NTCL. MGT 8 to be provided as and when request is made to the Secretarial Auditor.

2.16 Payment Terms

Secretarial Auditor will raise bill for payment on completion of respective assignment.

2.17 Penalty/Termination

In case of non completion of any assignment within the stipulated period, NTCL management reserves the right to impose penalty @ 0.5% per week subject to maximum 10% of the bidding amount for that assignment. Further, any violation of the terms and condition of the tender document will lead to termination of engagement of Secretarial Auditor and other works with the approval of the Competent Authority.

2.18 Confidentiality clause

The successful bidder must not disclose the confidential information obtained from the corporation to anyone unless required to do so by law and shall maintain confidentiality. The successful bidder to whom the work is allotted shall carry out the job at their own and shall not sub-let this work to any other Agency/Organization.

2.19 Arbitration

In case dispute arising between the NTCL and the Secretarial Auditor, which cannot be settled amicably, an arbitrator with consent of both the parties will be appointed for deciding the dispute(s). The Indian Arbitration and Conciliation Act, 1996 as amended from time to time shall apply to these arbitration proceedings. Arbitration proceedings will be held at Delhi. The decision of the arbitrator shall be final and binding upon both the parties. The expenses of the arbitration as determined by the arbitrator shall be borne by the Secretarial Auditor. However, the expenses incurred by each party in connection with the preparation, presentation shall be borne by the party itself.

2.20 Jurisdiction in case of Disputes

In case of any dispute, jurisdiction of courts at New Delhi shall be final and binding upon the parties.

Annexure –I

Scope of Work

- A. Secretarial Audit** - Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations and guidelines and issue of Secretarial Audit Report in MR 3:-
- (i) The Companies Act, 2013 and the rules made there under;
 - (ii) The Memorandum of Association and the Articles of Association of the Company.
 - (iii) Secretarial Standards issued by “The Institute of Company Secretaries of India.”
 - (iv) Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority.
 - (v) Any other specific activity as may be advised by the Audit Committee/ Board/regulator(s)/Govt./management of NTC etc., from time to time.
- B. MGT-8** Certificate as required under the Companies Act, 2013.
- C. XBRL** conversion of Annual Financial Statements (Standalone & Consolidated), certification and filing of AOC-4.
- D. Corporate Governance Report** and Certificate thereon as required under DPE Guidelines – 2010.

Annexure 'II'

<<To be submitted online on the letter head of the Firm>>

Technical Particulars for Secretarial Auditor**Part-A: General Information**

Sl. No.	Particulars	Details along with supportive Documents
1	Name of the Bidder	
2	Complete Address of the Bidder (Proprietor/Firm/LLP) along with contact details	
3	Particulars of the authorized signatory/signing partner: (i) Name (ii) Designation (iii) Contact Number (iv) Email id	
4	PAN of the Bidder	
5	GST No. of Bidder	
6	Office address of Bidder at New Delhi/NCR.	
7	Details of EMD of Rs. 5,000.00	
8	NEFT / RTGS Details & Date	
9	Bankers Name	

Part-B: Working Experience and others

No.	Particulars	Documentary evidence required
1.	Proprietor/Firm/LLP must have minimum 10 years of establishment/registration.	Certificate of Practice/registration/incorporation in the name of Proprietor/Firm/LLP
2.	The Proprietor/Firm/LLP must have at least 2 qualified assistants.	Name and Certificate of Practice/Membership no. of qualified assistants
3.	Proprietor/Firm/LLP must have 7 years of experience in conducting Secretarial Audit.	Board resolution/Work Order/Secretarial Audit Report of the Companies.
4.	Proprietor/Firm/LLP must have experience in Secretarial Audit assigned in 3 different PSUs.	Board resolution/Work Order/Secretarial Audit Report of the PSUs.
5.	Proprietor/Firm/LLP must have an office in Delhi/NCR.	Address proof as per records of ICSI

Note : Cut off date will be 31.03.2023 for above purpose.

Signature and seal of Bidder:

Name:

Capacity /authority to sign:

Full address:

“Annexure ‘III’

<<To be submitted online on the letter head of the Proprietor/Firm/LLP >>

Format of Undertaking to be submitted along with Technical Particulars

We hereby confirm that all the documents submitted in this tender are authentic, genuine, copies of their originals and have been issued by the issuing authority mentioned above and no part of the document(s) / information is false, forged or fabricated.

We hereby confirm that our proposal complies with the total technical-commercial requirements/terms and conditions of the Tender Document and subsequent addendum/corrigendum (if any), issued by NTC, without any deviation/ exception/ comments/ assumptions.

We hereby confirm that we are not under any 'liquidation', any 'court receivership' or similar proceedings and 'bankruptcy'. We hereby confirm that Proprietor/firm/LLP / any partner has not been convicted in any disciplinary proceedings / criminal case by regulatory authority / court in connection with professional work. We further confirm that, we have not been in negative list / blacklisted by any Public Sector Undertaking / Government Organization / NTC. We also confirm that the contents of this Tender have not been modified or altered by us. We agree that if any noticed in future, our Bid may be rejected / terminated.

We hereby confirm that we have gone through and understood the Tender Document and that our Proposal has been prepared accordingly in compliance with the requirement stipulated in the said documents.

Date: Signature with seal of the Proprietor/Firm/LLP

Place: Name & Full address of the Proprietor/Firm/LLP

“Annexure ‘IV’

<<To be submitted online on the letter head of the Proprietor/Firm/LLP >>

Format of covering Letter

Date: _____

To,

Assistant Company Secretary,
National Textile Corporation Limited,
6th, Floor, Core IV, SCOPE Complex, 7, Lodhi Road,
New Delhi – 110003.

Sub: Proposal for engagement as Secretarial Auditors for FY 2022-23 for undertaking Secretarial Audit and other works of National Textile Corporation Limited.

Dear Madam,

1. We have read and understood all the terms & conditions of the tender and other instructions and hereby undertake to abide by them.
2. We have filled, numbered and signed each page of the tender documents and the same are enclosed here with.

Signature and seal of Bidder:

Name:

Capacity /authority to sign:

“Annexure ‘V’

<<To be submitted only Online and separately as financial bid>>

Proforma for Financial Bid

Tender for engagement as Secretarial Auditors for undertaking Secretarial Audit and other works for the Financial Year 2022-23.

PRICE BID (Schedule of Rates)

Sl No.	Particulars of Works	Amount (Rs.)
1	The Secretarial Audit Report in form MR-3 for FY 2022-23	
2	MGT-8 Certificate for the FY 2022-23 as required under the Companies Act, 2013.	
3	XBRL conversion of Annual Financial Statements (Standalone & Consolidated), certification and filing of AOC-4 for the FY 2022-23.	
4	Corporate Governance Report and Certificate thereon as required under DPE Guidelines – 2010 for the FY 2022-23.	
Consolidated fees (1+2+3+4)		

Fees should be mentioned as whole, not in decimal.

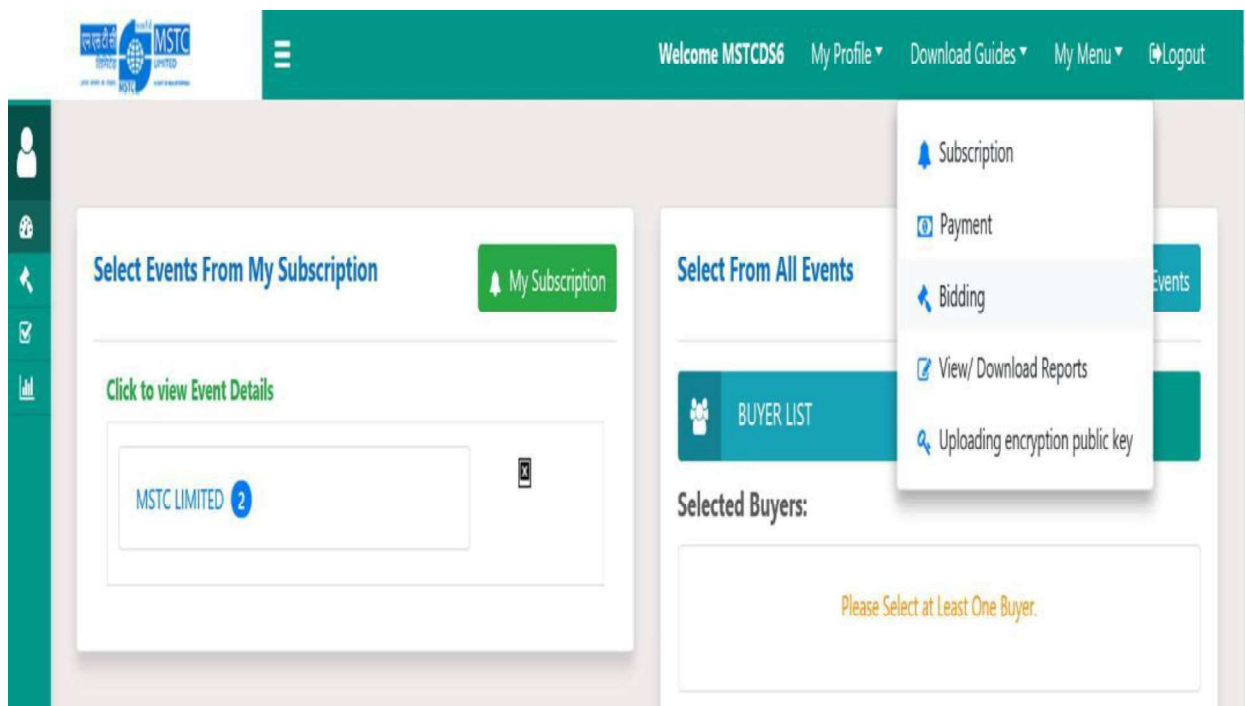
1. The fees quoted above is inclusive of miscellaneous and out of pocket expenses and exclusive of all applicable taxes.
2. Fees will be paid on submission of bill after completion of respective assignment.

We hereby agree with all the terms and conditions of the tender and we hereby undertake to abide by same.

NOTE : Please do not upload this Annexure alongwith technical particulars.

Instructions to Download Bidder's Guide

"Prospective Bidders may login to MSTC e-Procurement site through the link <https://www.mstcecommerce.com/eproc/> and go to Download Guides section in their login to download specific guides (screenshot below). For any help/support bidder's may contact MSTC helpdesk (details available on login page, click need help button)."



For any technical details/clarification, please contact at the following:-

MSTC NRO Help Desk	:	+911123215163
MSTC NRO Help Desk	:	+911123212357
MSTC Helpdesk	:	+911123217850
MSTC HO Help Desk	:	+913322901004

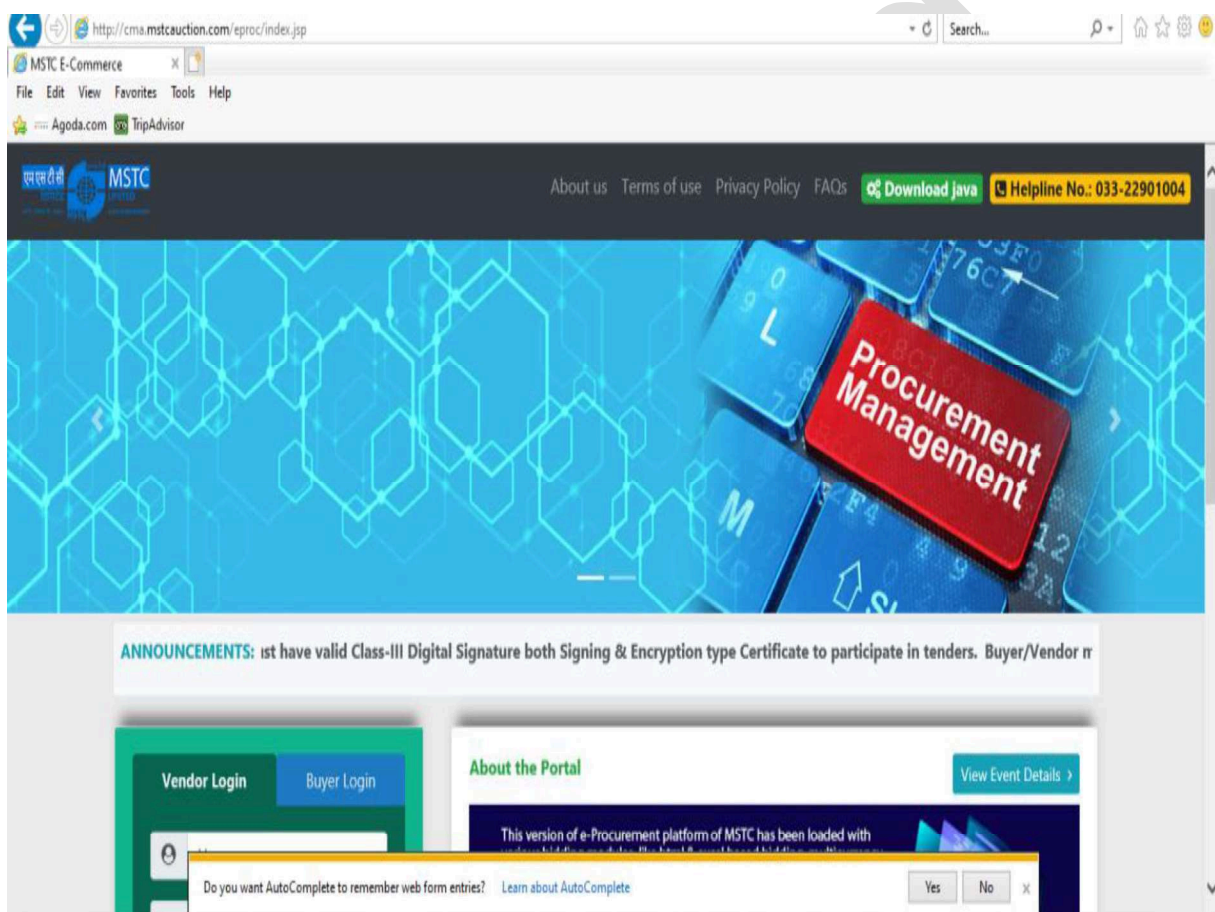
Guide to System Settings for

www.mstcecommerce.com

Disclaimer : The following section is meant only to provide guidance to bidders about the System Settings for the MSTC website . These guidelines are subject to change from time to time. Vendors are advised to keep checking the latest guidelines from the website to keep themselves updated. They may also contact the Helpdesk to seek clarification/s on any point. MSTC shall not be responsible for any mistake committed by any bidder or for any consequent loss to the bidder due to misinterpretation of anything written hereunder.

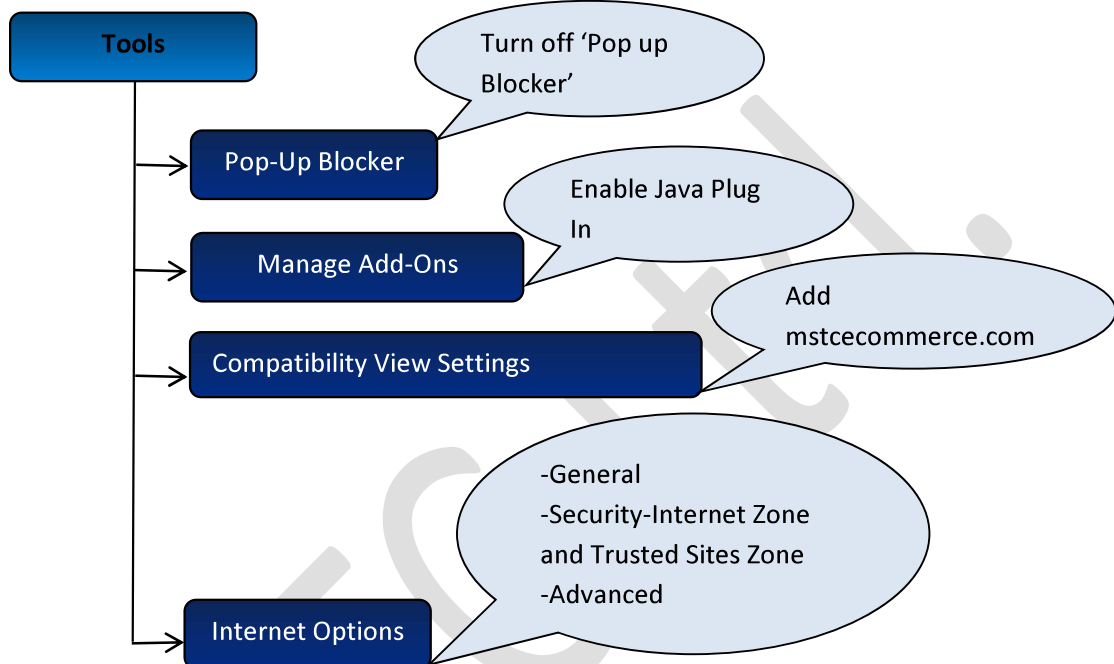
PC/System requirements-Windows 7 and above, IE-version 9 and above, latest Java version (JRE-Windows X86 Offline).

Open the website- www.mstcecommerce.com on the Internet Explorer.



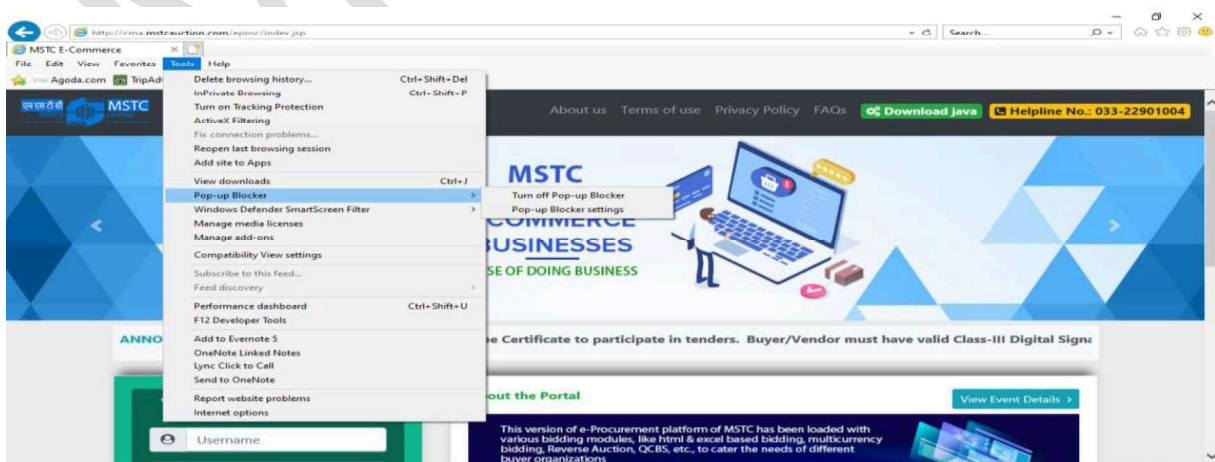
BROWSER SETTINGS

In brief: Please click on 'Tools' from the menu bar of the browser:

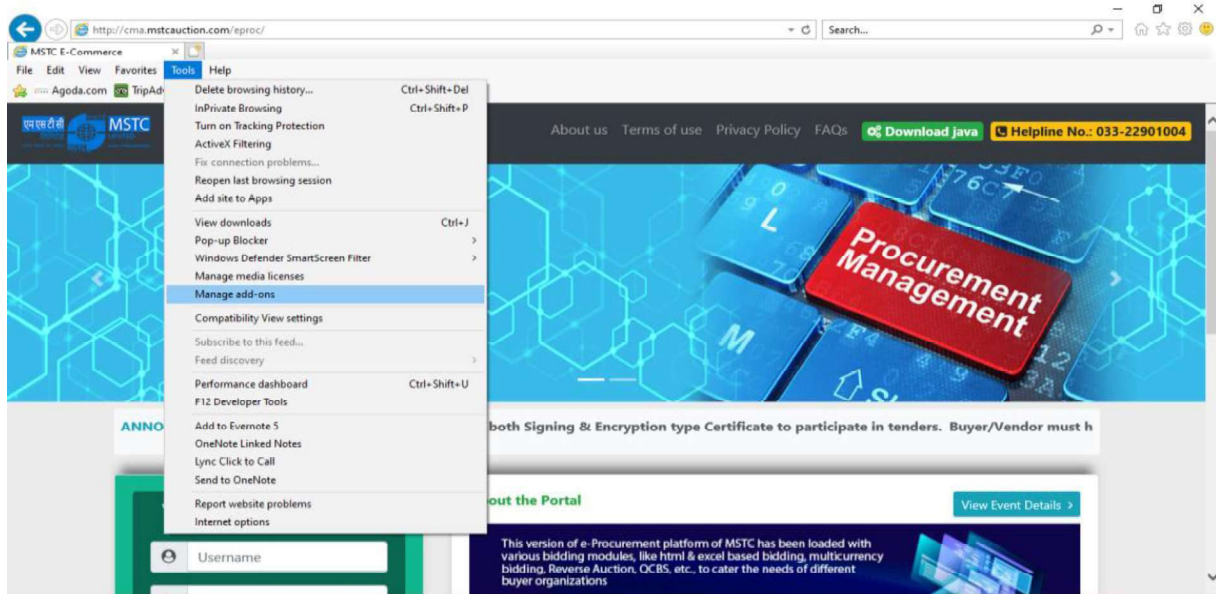


Pop-Up Blocker

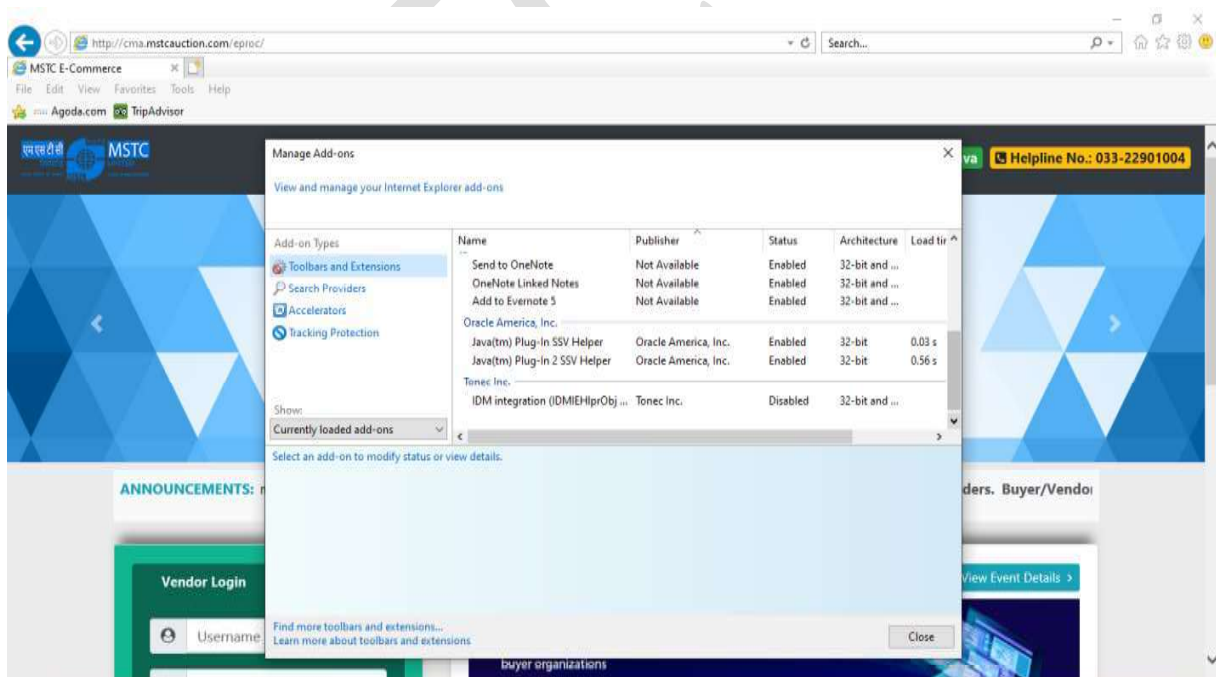
Select 'Pop up Blocker' → select 'Turn off Pop-Up Blocker'.



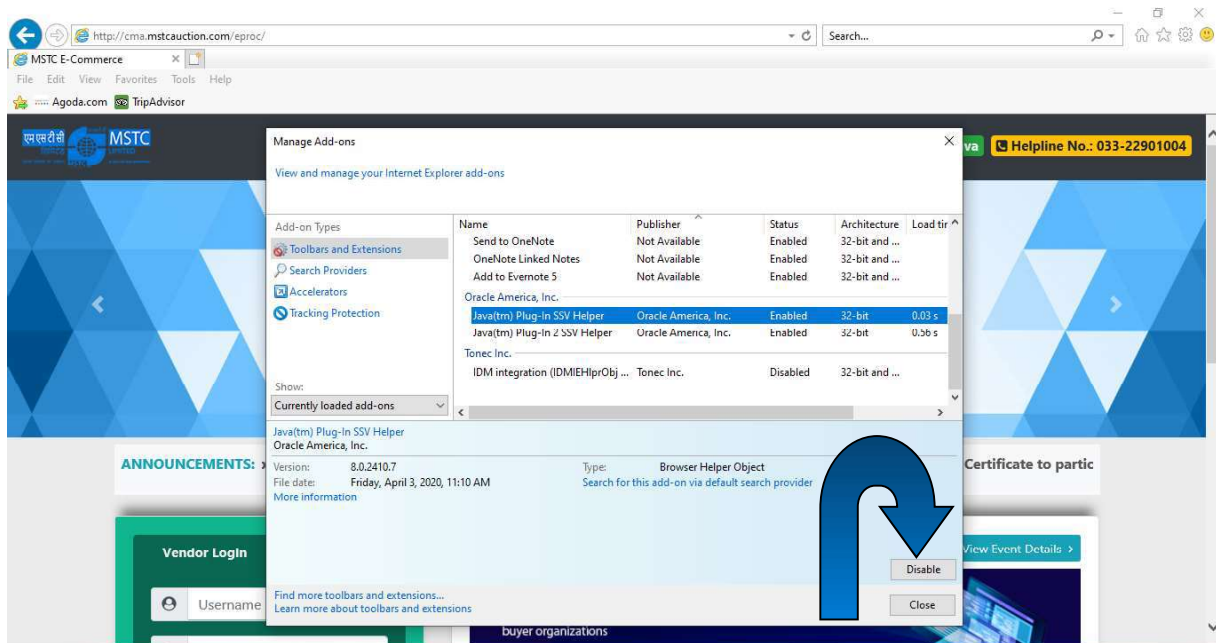
Manage add-ons



Toolbars and Extensions- Check if the Java plug-ins are enabled.

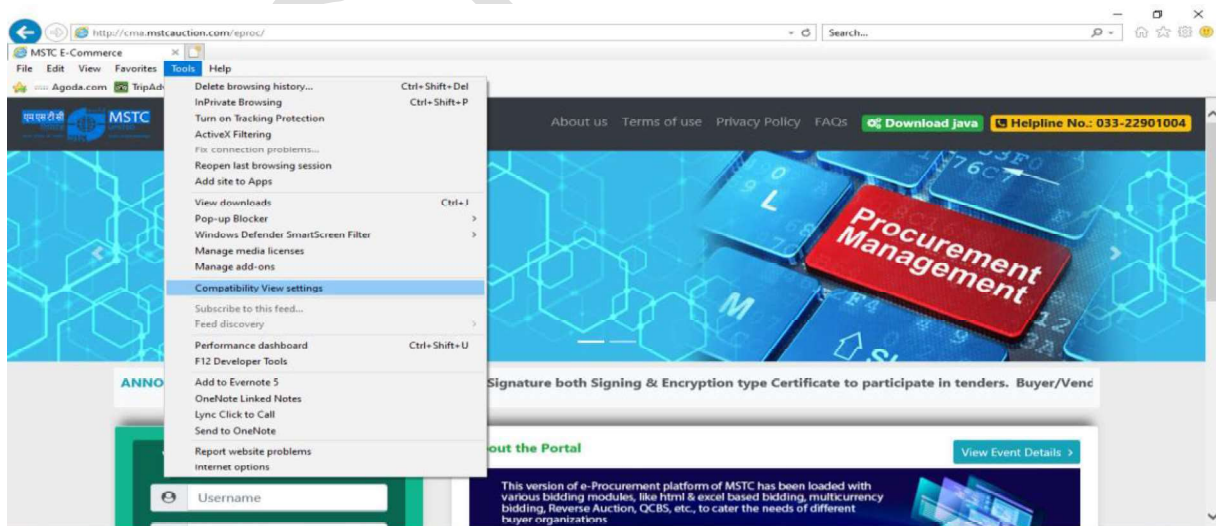


In case they are disabled, click on each options under 'Oracle America.inc', and click on 'Enable' (as the JAVA plugins are enabled, the button is showing 'Disable')

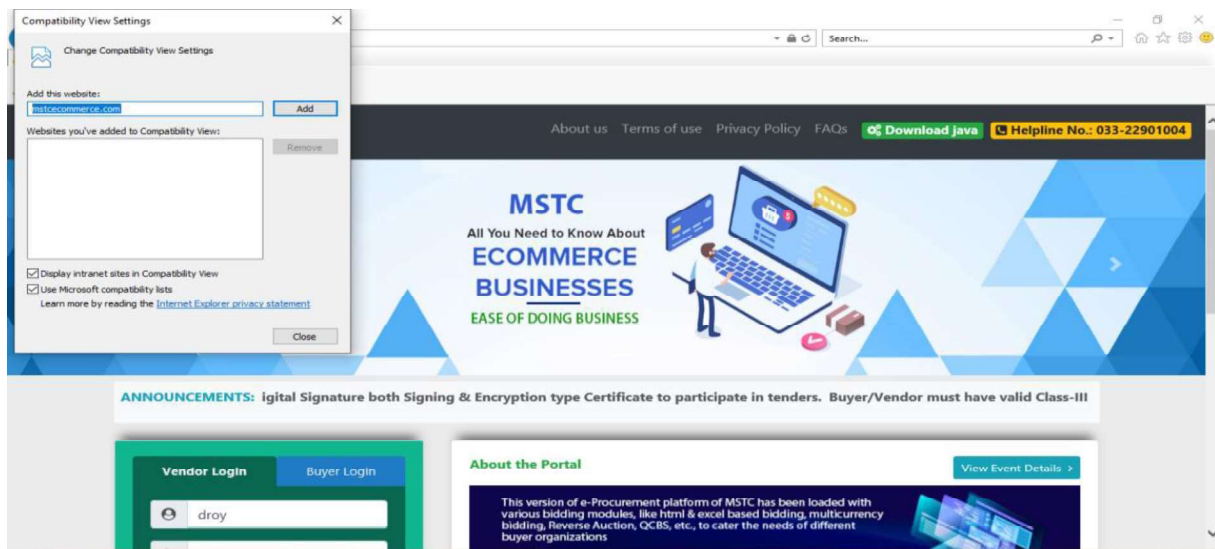


Compatibility View Settings

Click on 'Compatibility View Settings'.



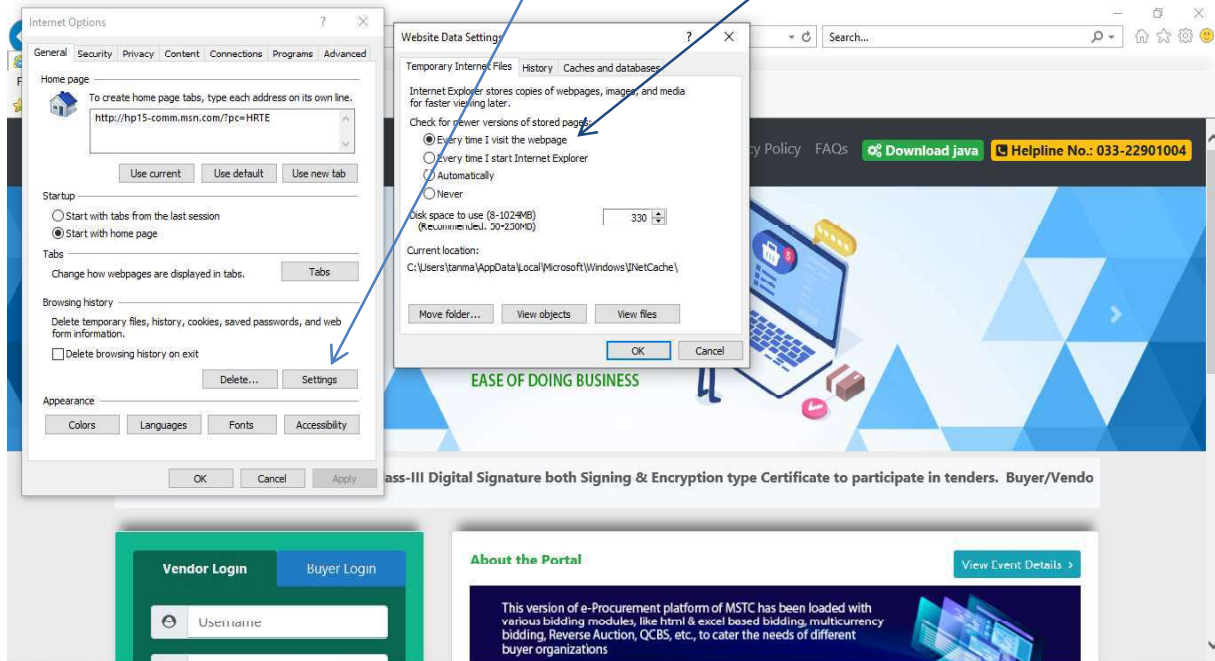
When the website 'www.mstcecommerce.com' appears on the text box, please click on 'Add' button and close the box.



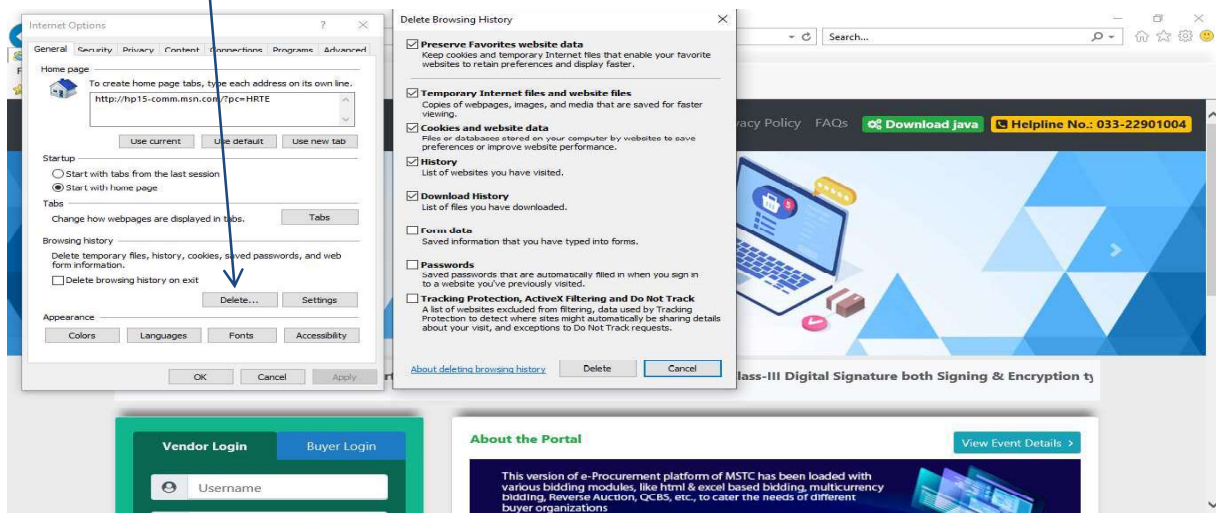
Under the '**Internet Options**', the following tabs will open and to be set as explained below:

General

Tools→Internet Options→ '**General**' Tab followed by '**Settings**', the option '**Every time I visit the webpage**' has to be selected.

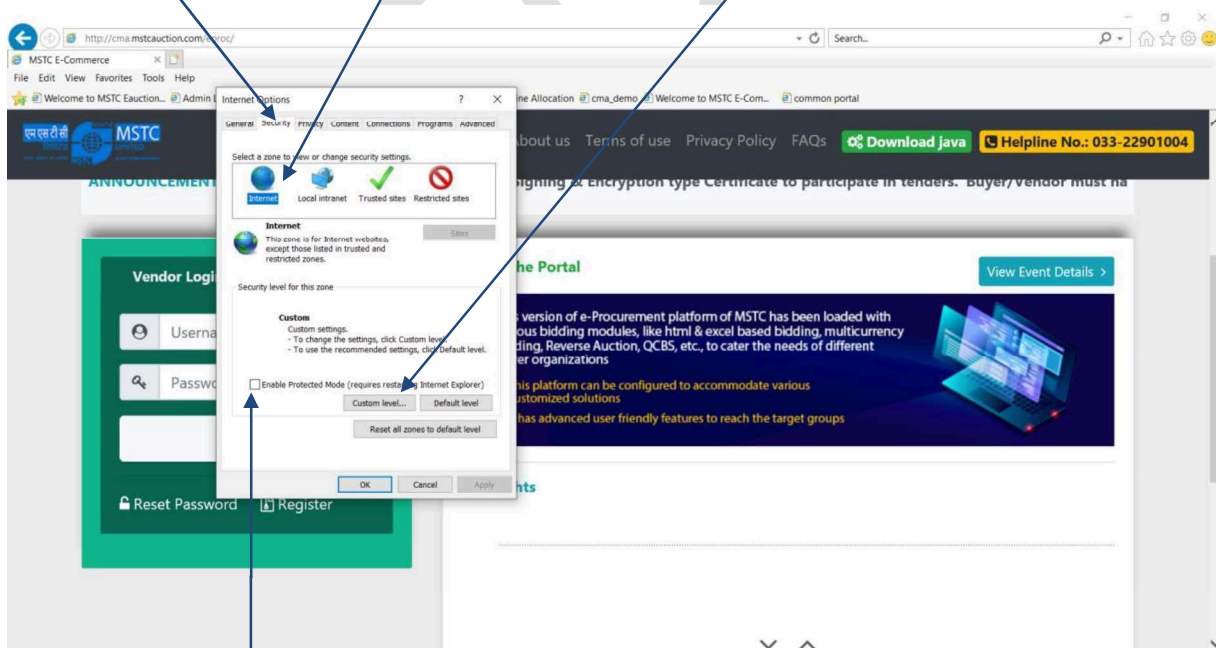


On clicking 'Delete' of the 'General' Tab, mark the check boxes as shown in the screenshot below and click on 'Delete'.



Security-Internet Zone

Under 'Security' tab select 'Internet' and then click on 'Custom level'

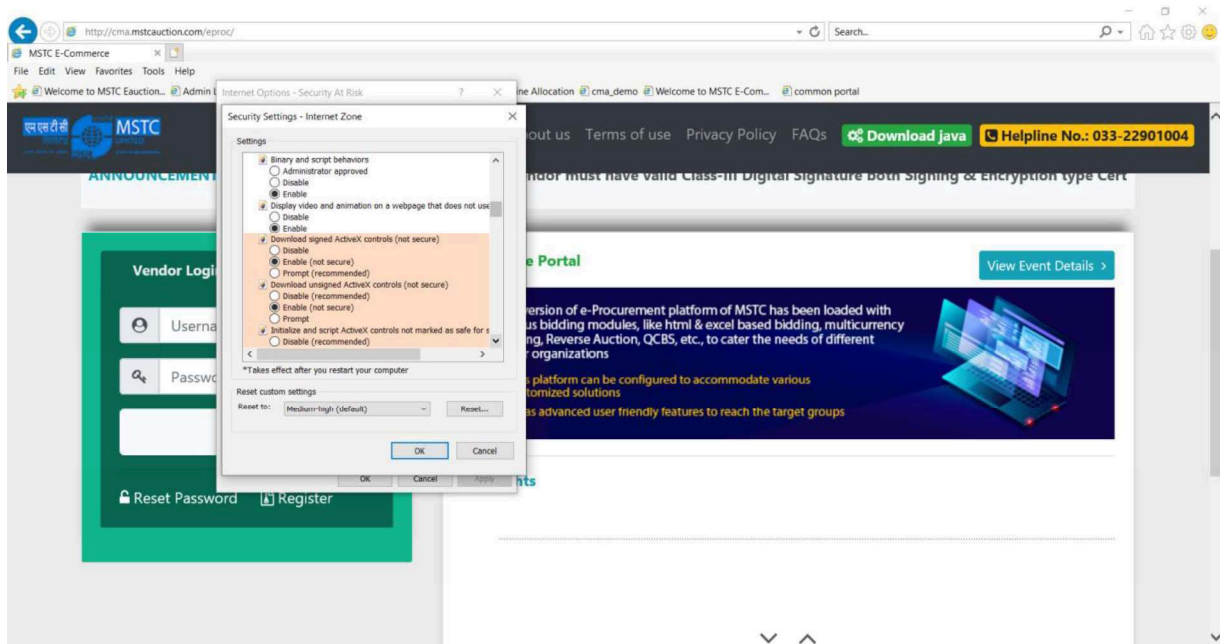
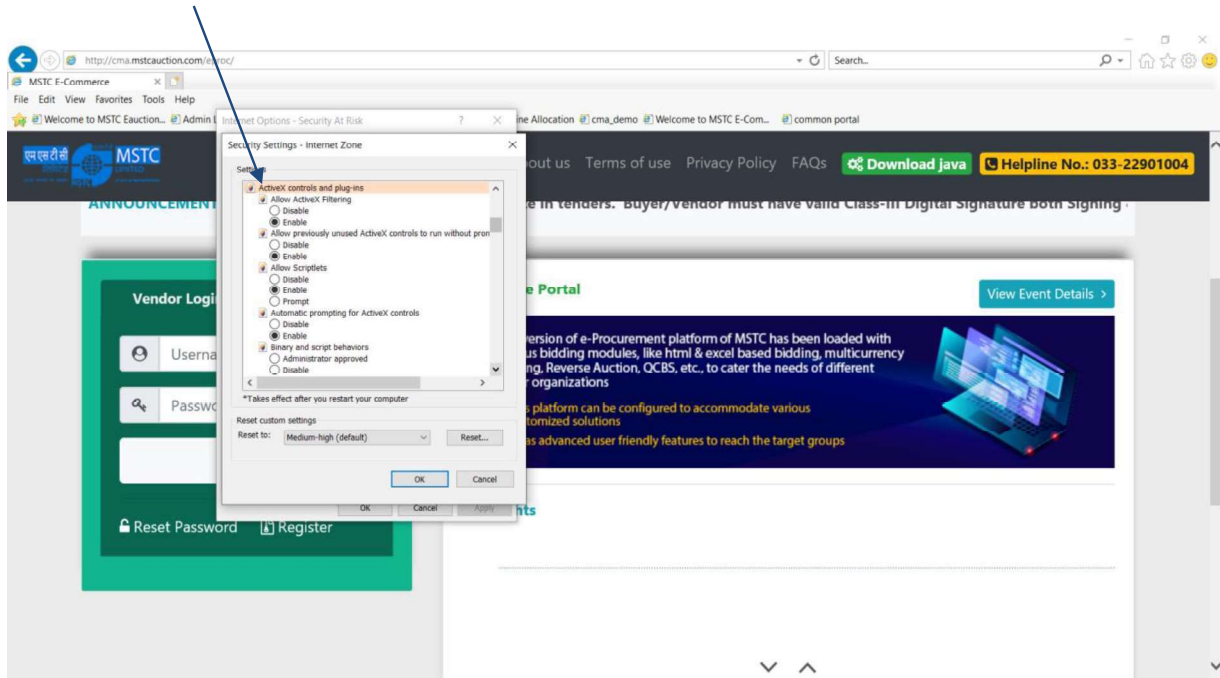


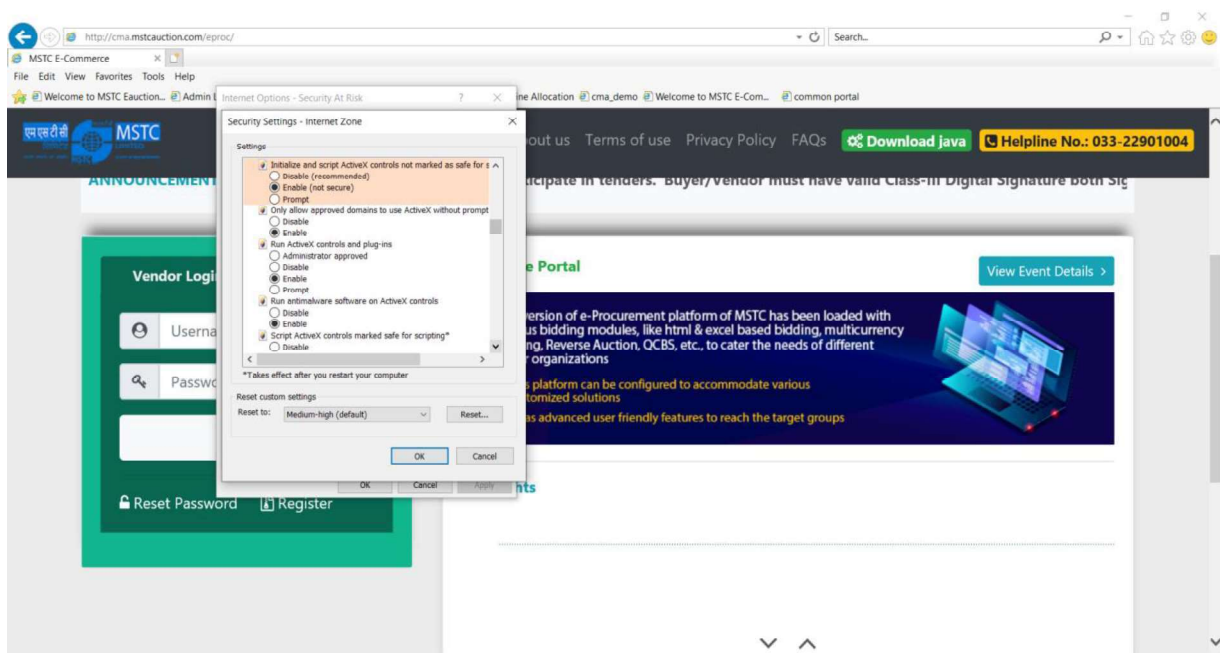
Uncheck the Enable Protected Mode

The 'Enable Protected Mode' has to be unchecked.

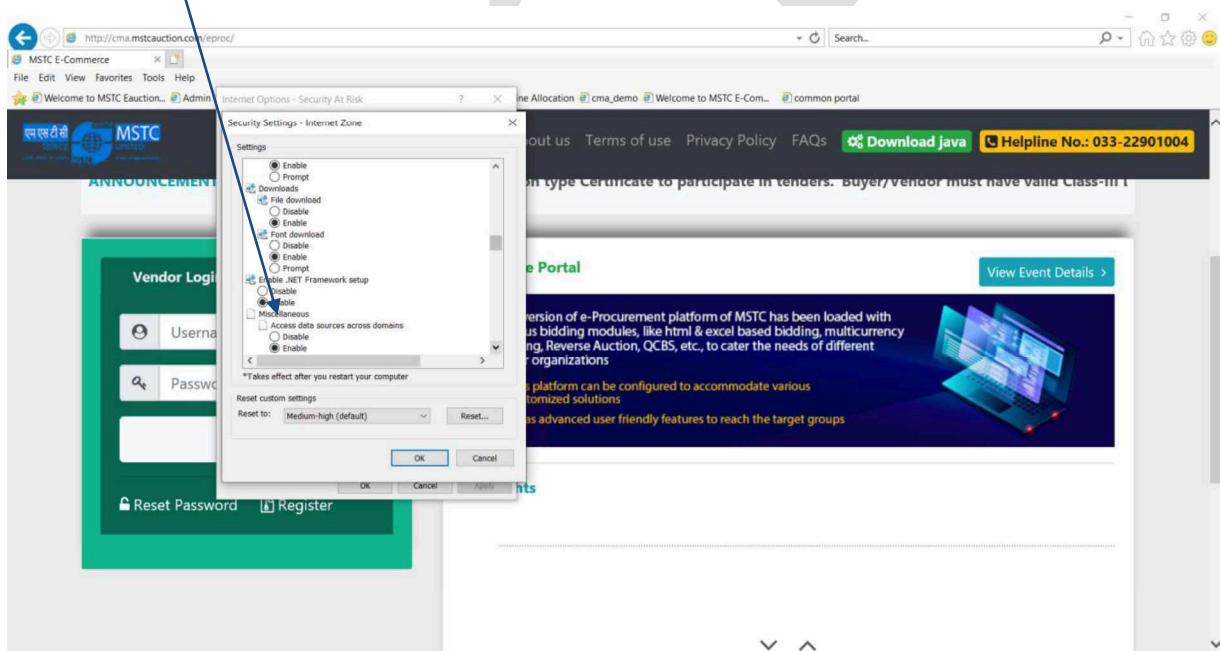
Enable ActiveX Controls

Enable all the ActiveX Controls and plug-ins as provided in the screenshots below



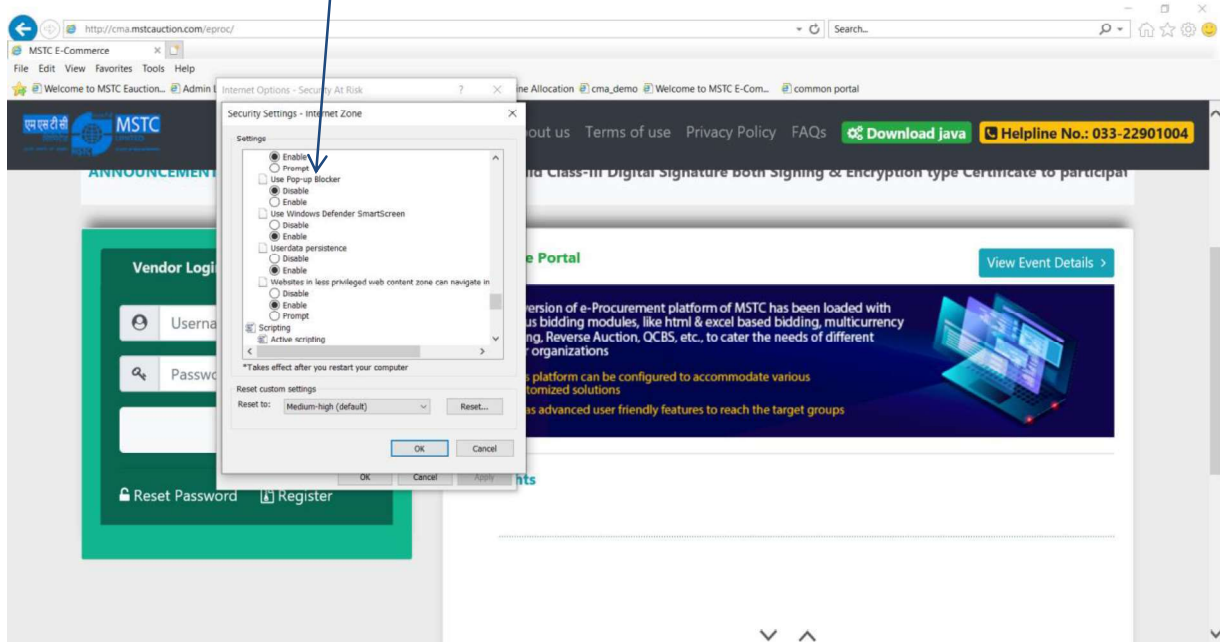


Enable 'Access data source across domains'

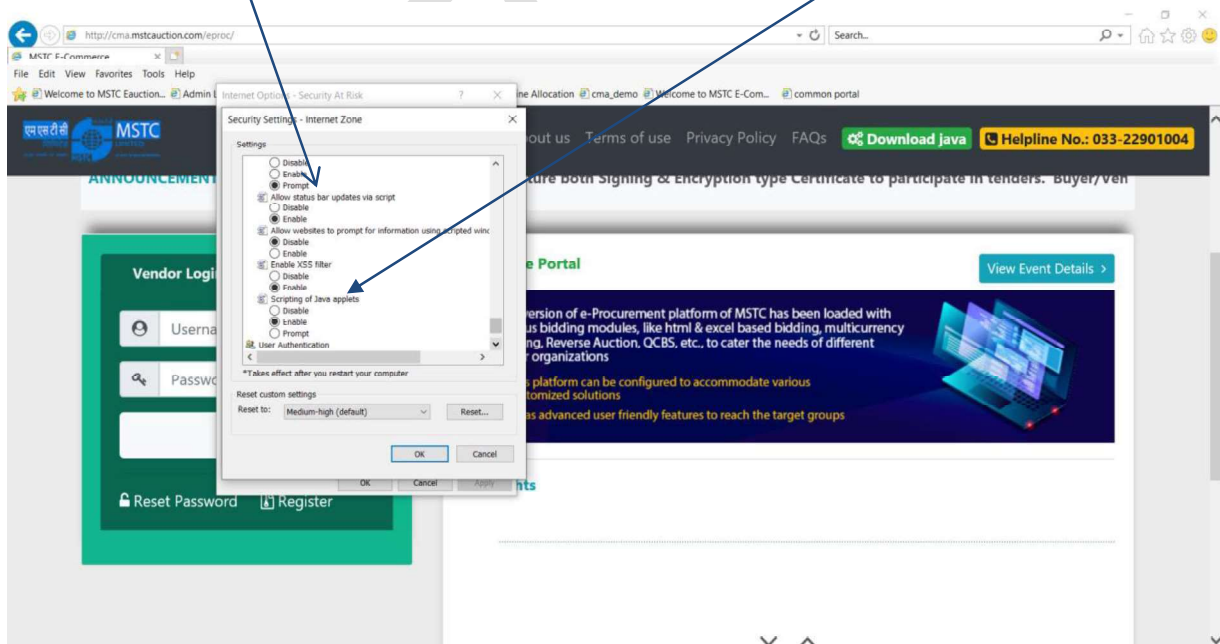


Click on 'OK'.

Please select 'Disable' for 'Use Pop up Blocker'.



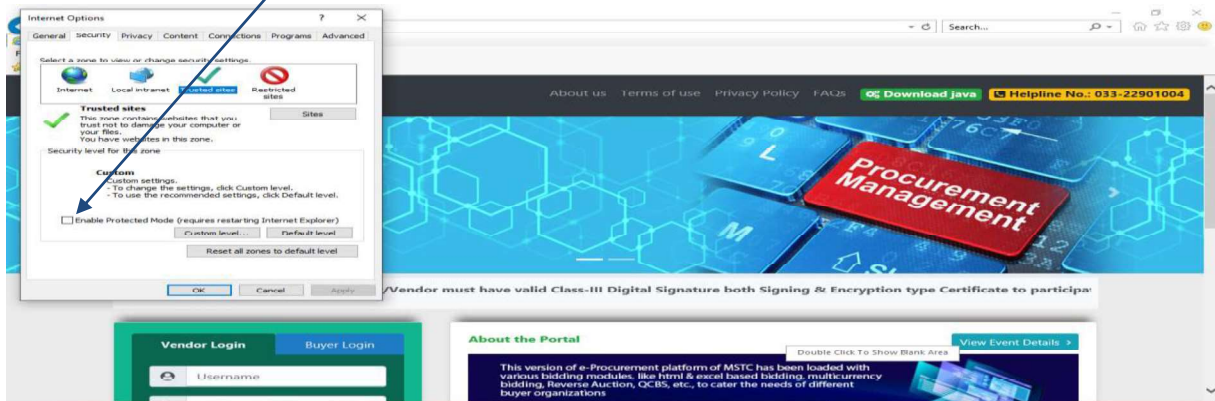
Please select 'Enable' for 'Allow status bar for updates via script' and 'Scripting of JAVA applets'.



Security-Trusted Sites Zone

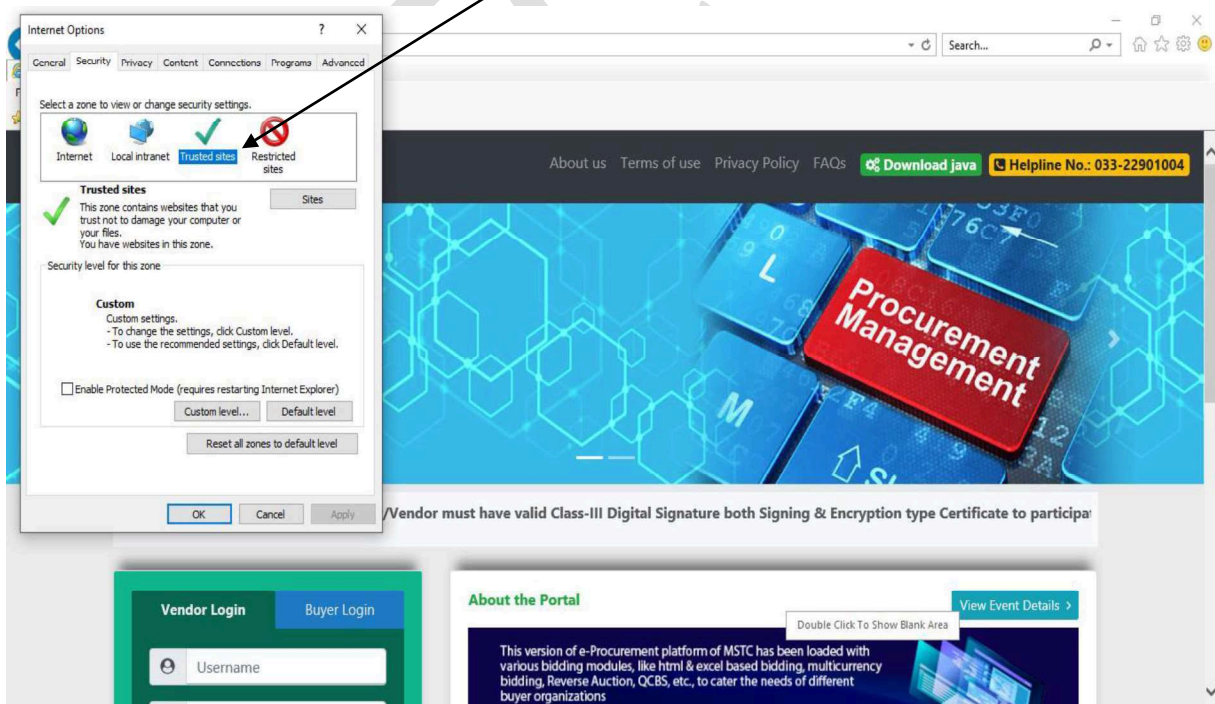
Uncheck the 'Enable Protected Mode'.

The 'Enable Protected Mode' has to be unchecked.

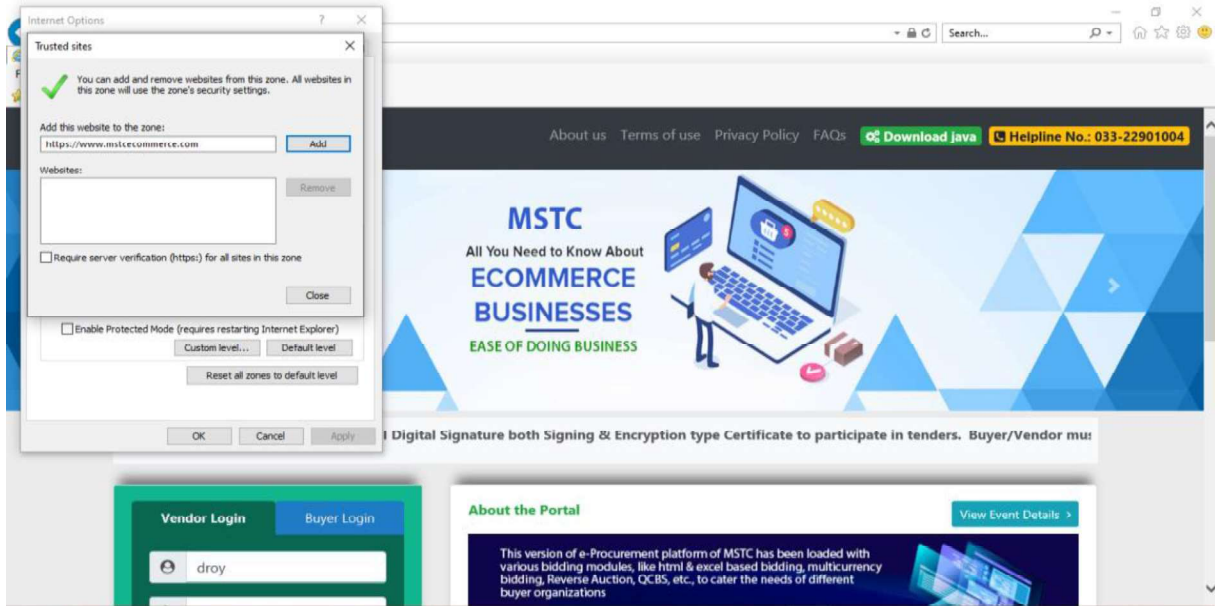


Add the website in Trusted Sites

Please click on tab 'Security' and select 'Trusted Sites' followed by 'Sites'.

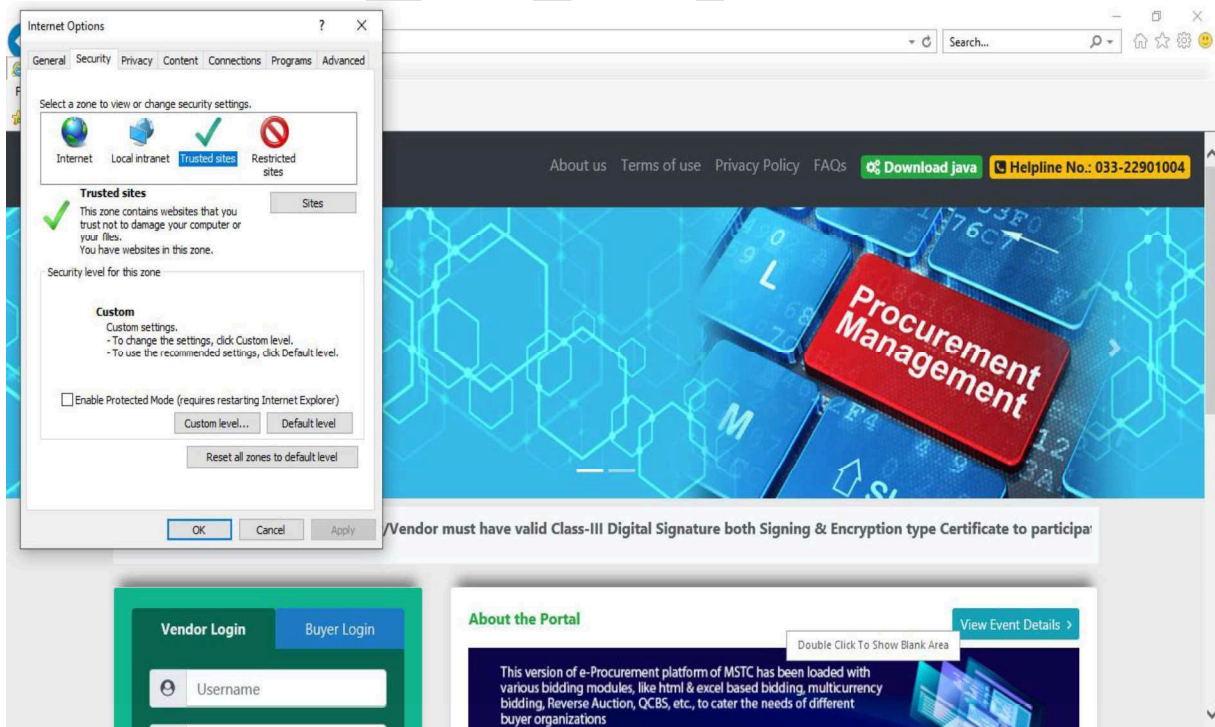


Please add <https://www.mstcecommerce.com> by clicking button 'Add'. Please ensure the check box 'Require server verification (https:) for all sites in this zone' is unchecked. Please close the box.



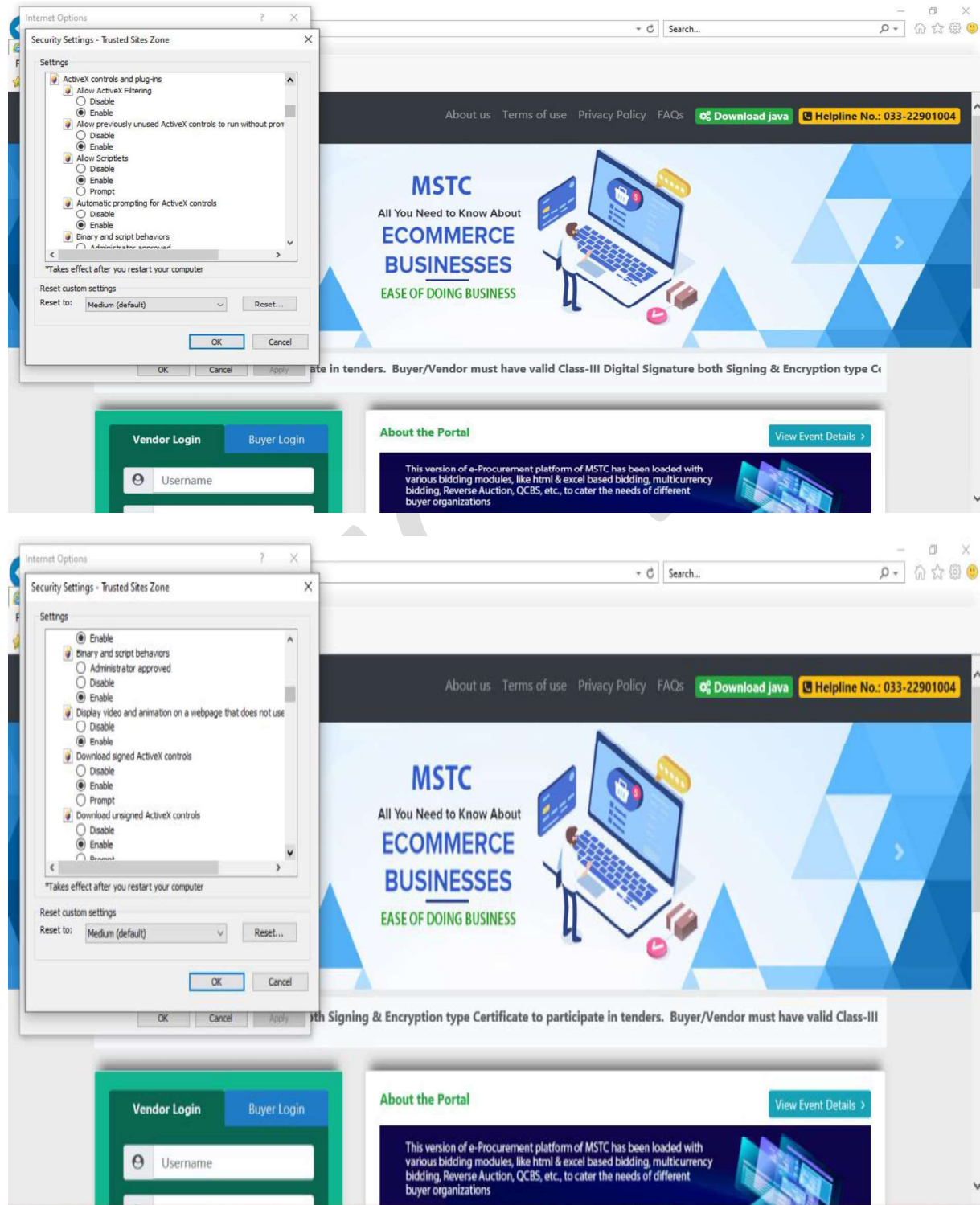
Uncheck the 'Enable Protected Mode'.

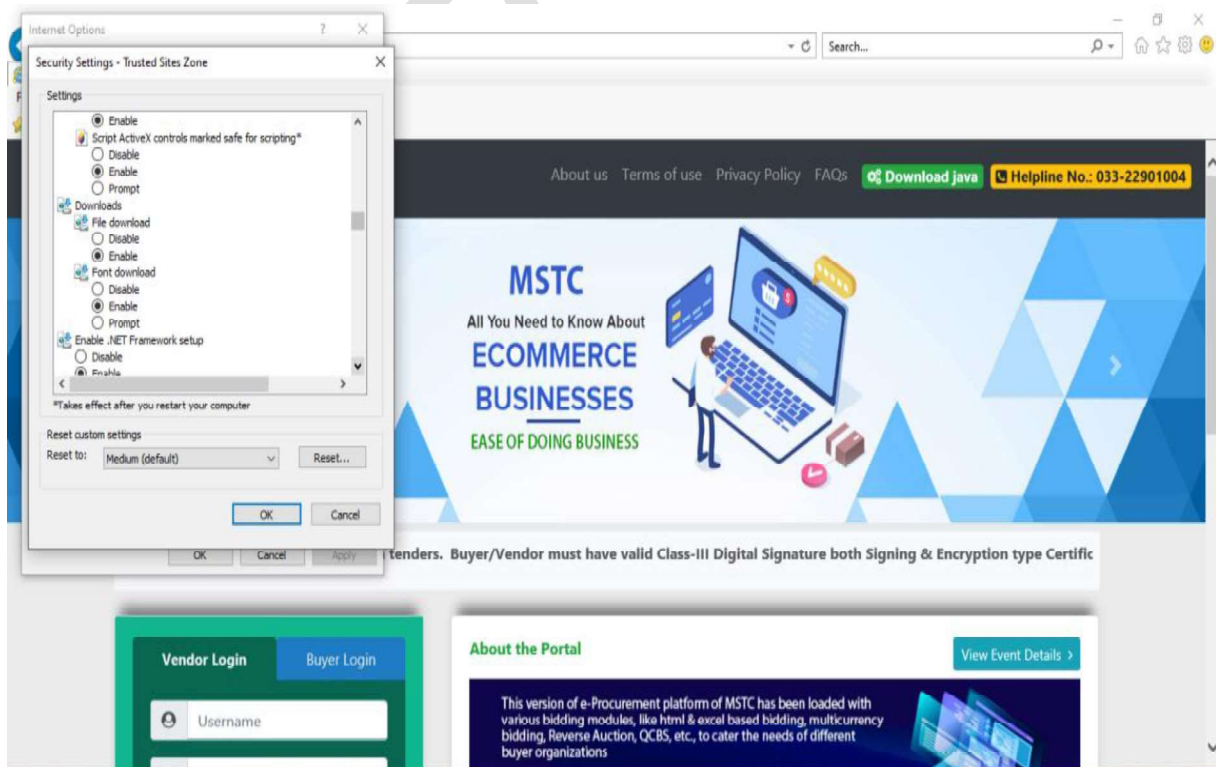
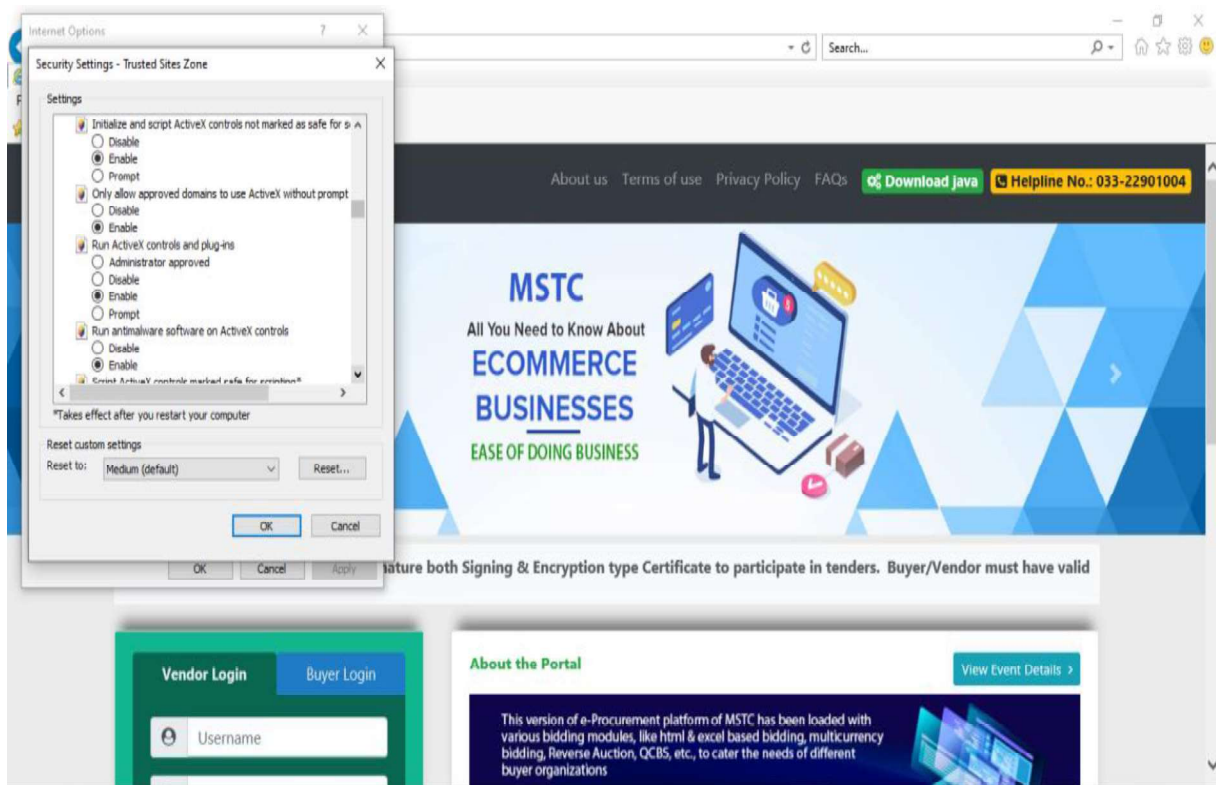
The check box against 'Enable Protected Mode' has to be removed.



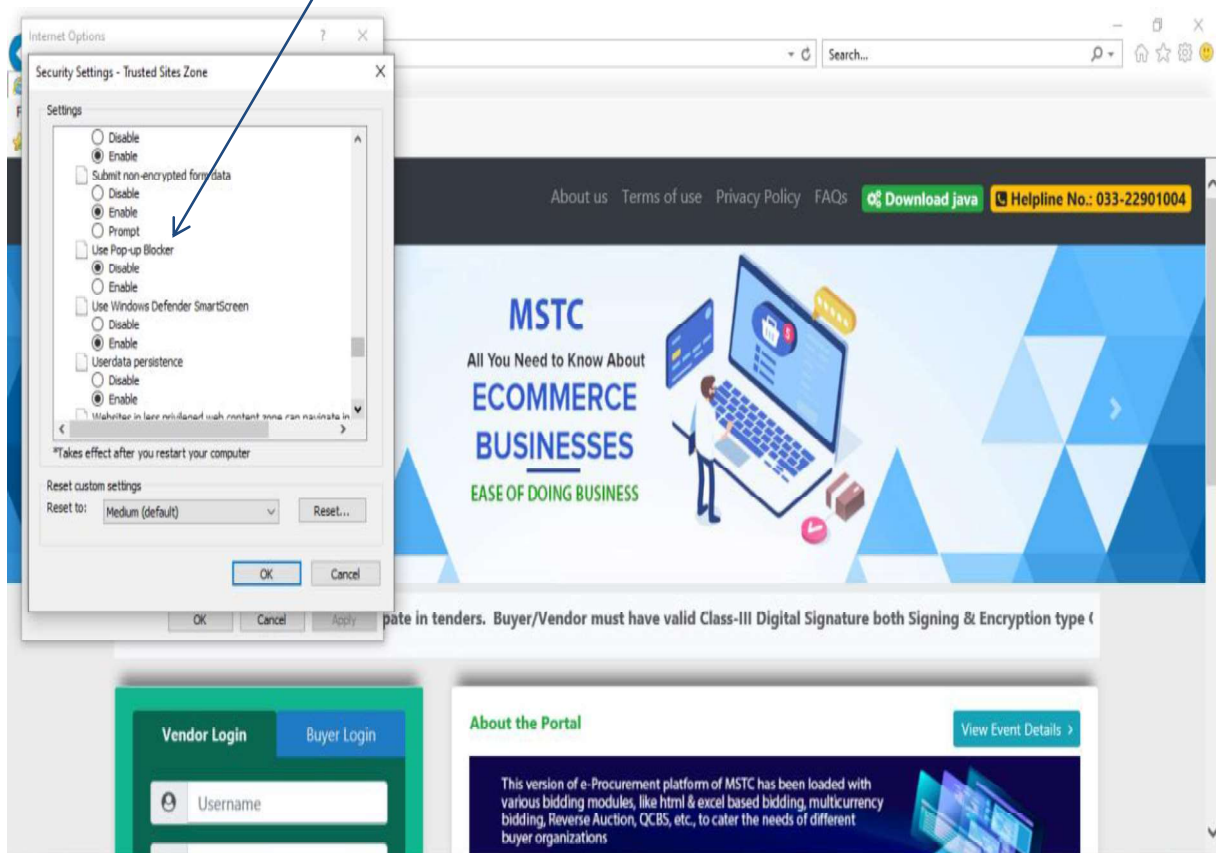
Enable the ActiveX Control

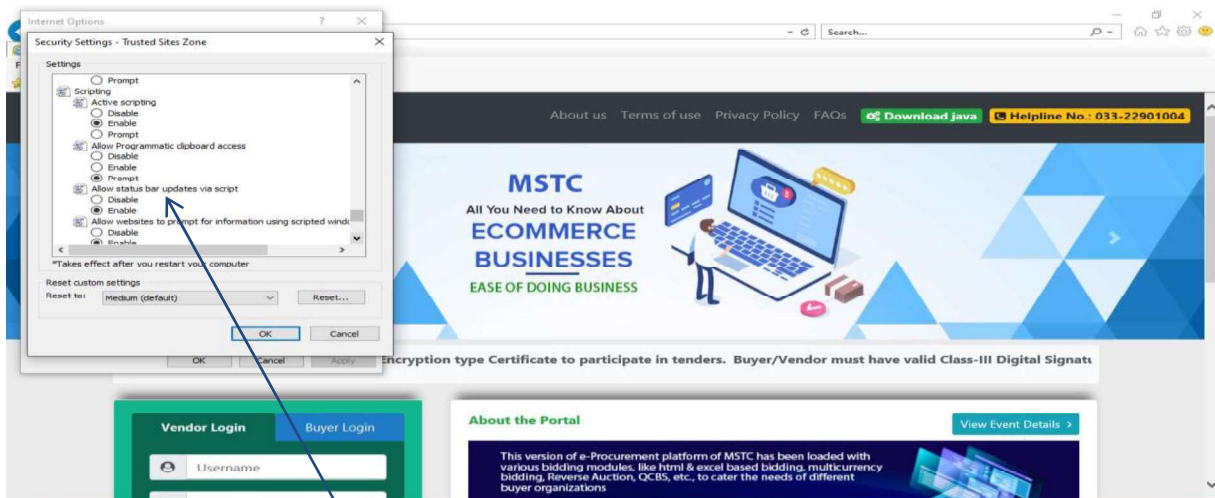
Please enable all the ActiveX Controls and plug-ins as provided in the screenshots below.



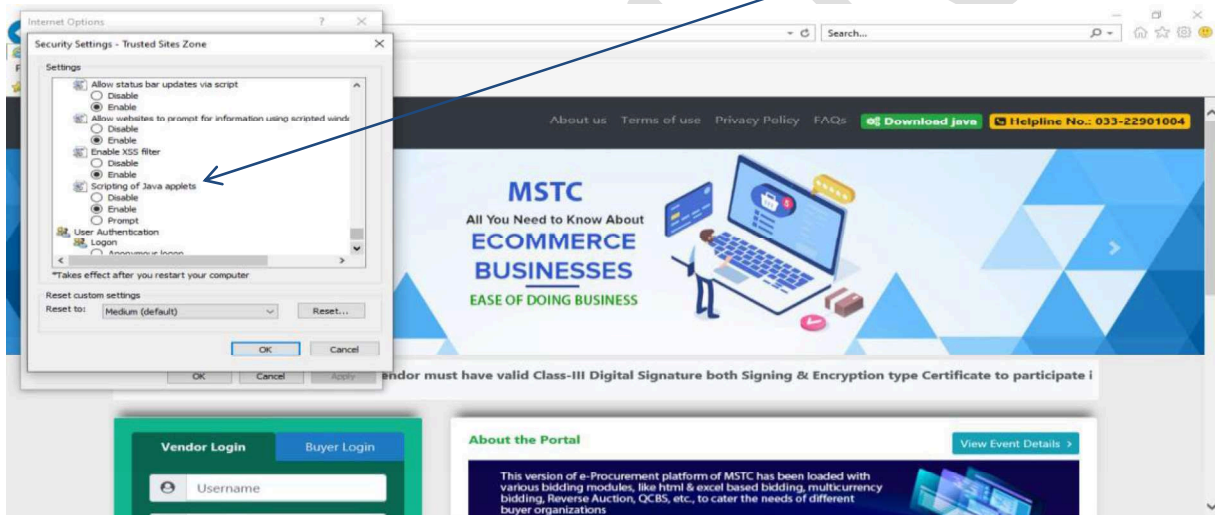


Please select 'Disable' for 'Use Pop up Blocker'.





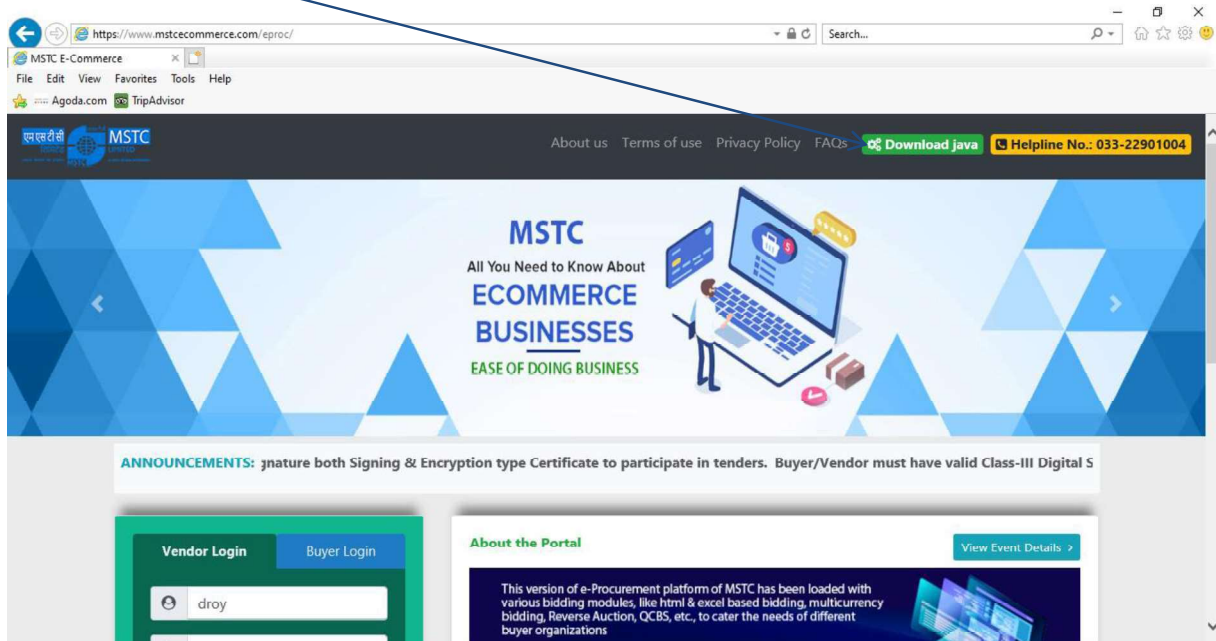
Please select 'Enable' for 'Allow status bar for updates via script' and 'Scripting of JAVA applets'.



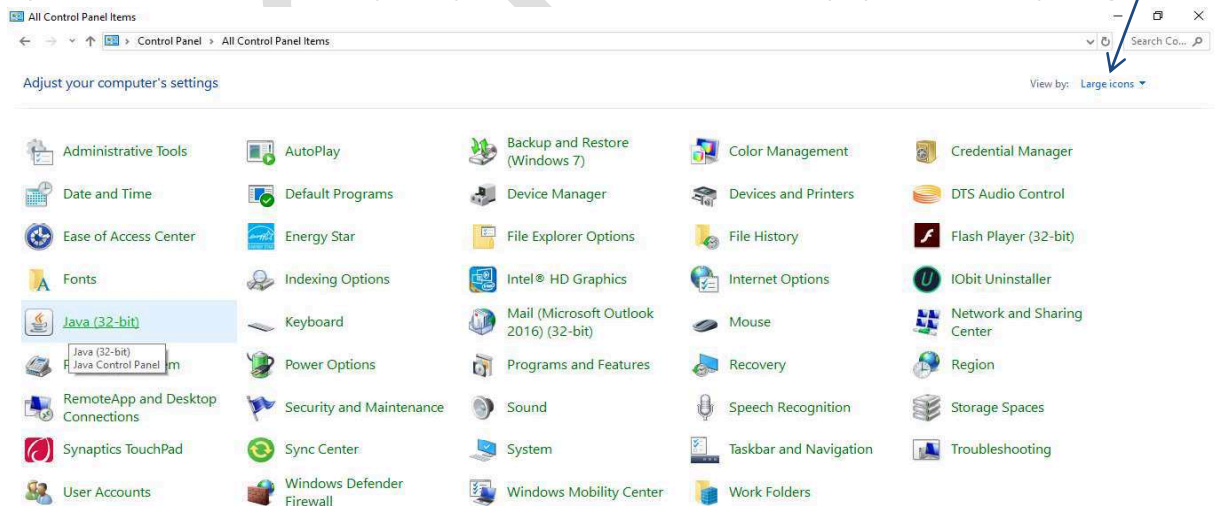
Once the settings are done, please click on 'Apply' followed by 'Ok' and close the browser.

JAVA DOWNLOAD & SETTINGS

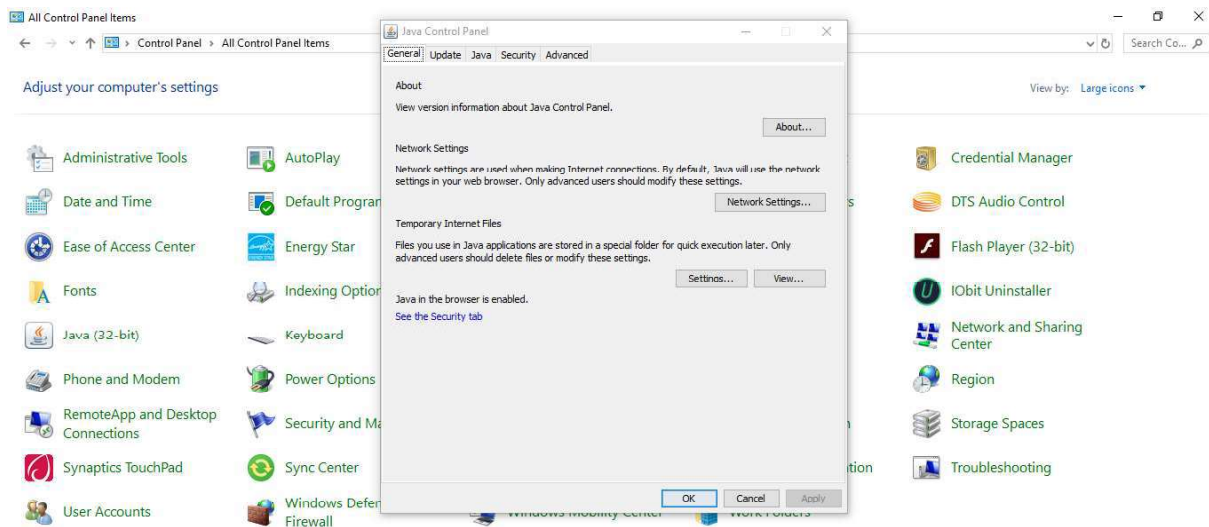
Click on 'JAVA Download' link and download 'Windows X86 Offline' file of latest JRE.



Open the 'Control Panel' of your system and make sure the display is viewed by 'Large Icons'.

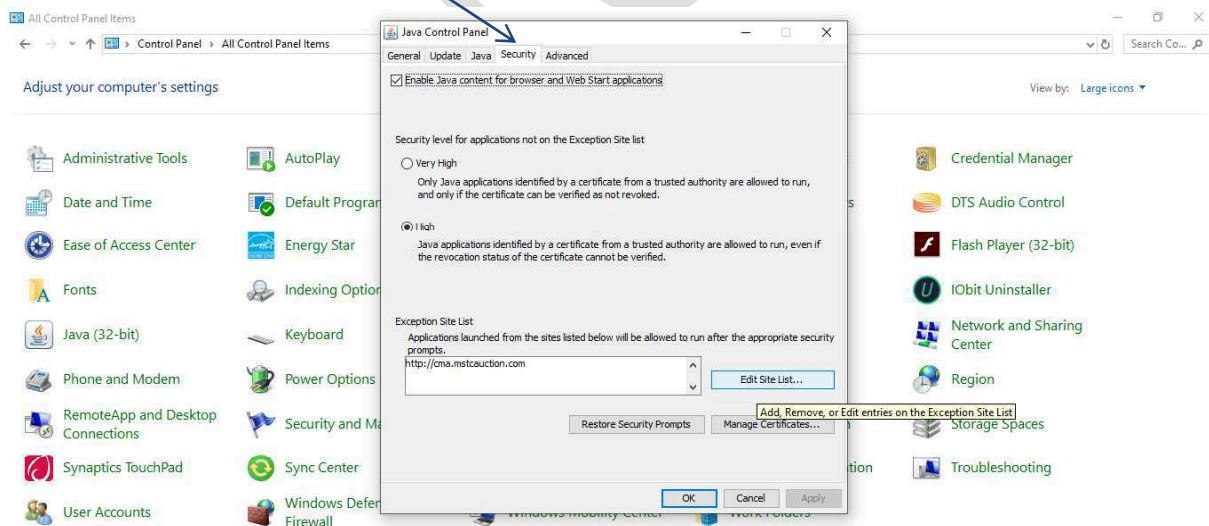


Click on 'JAVA (32 bit)'.

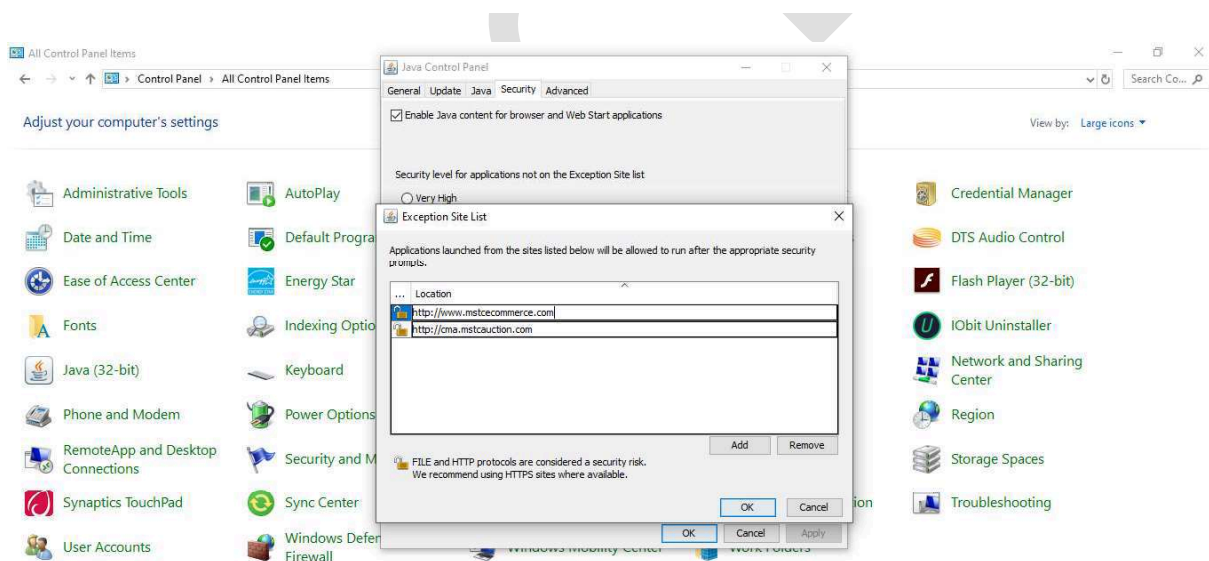
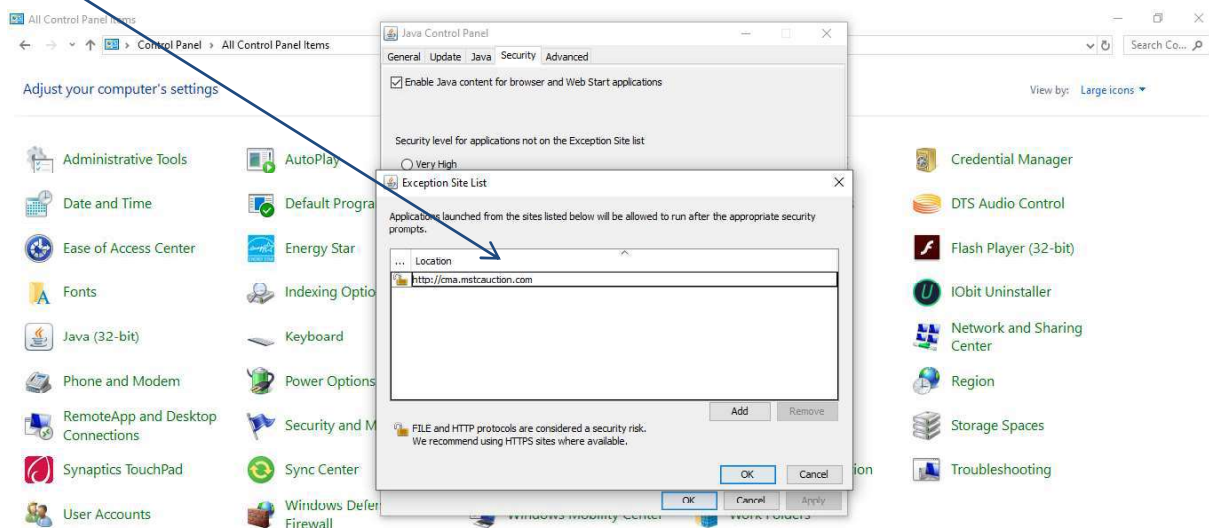


Click on the tab 'Security',

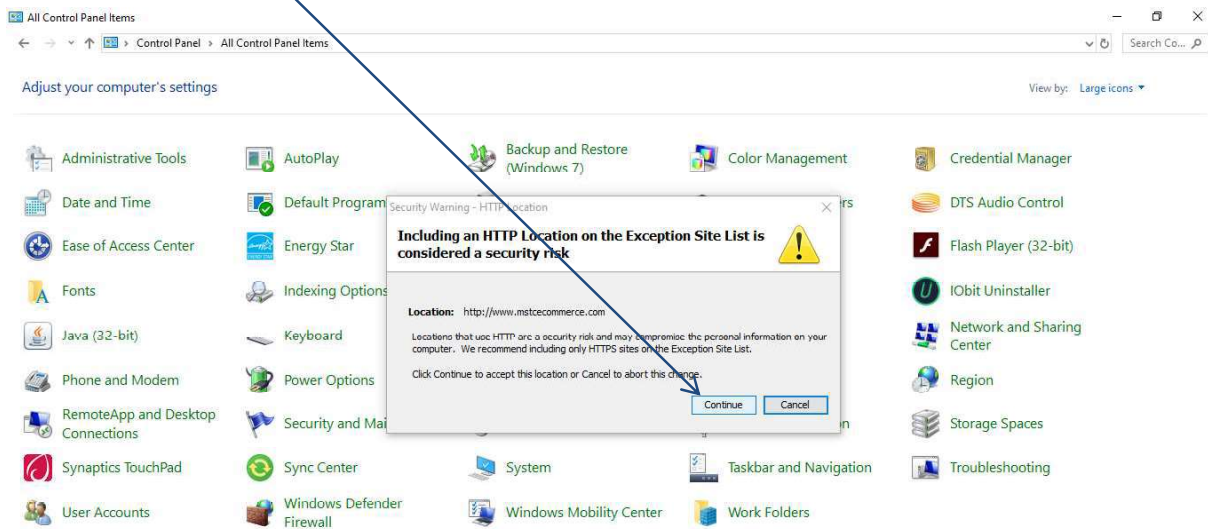
Please ensure the JAVA content is enabled for browser by checking the box. The security level for the application to be kept 'High'.



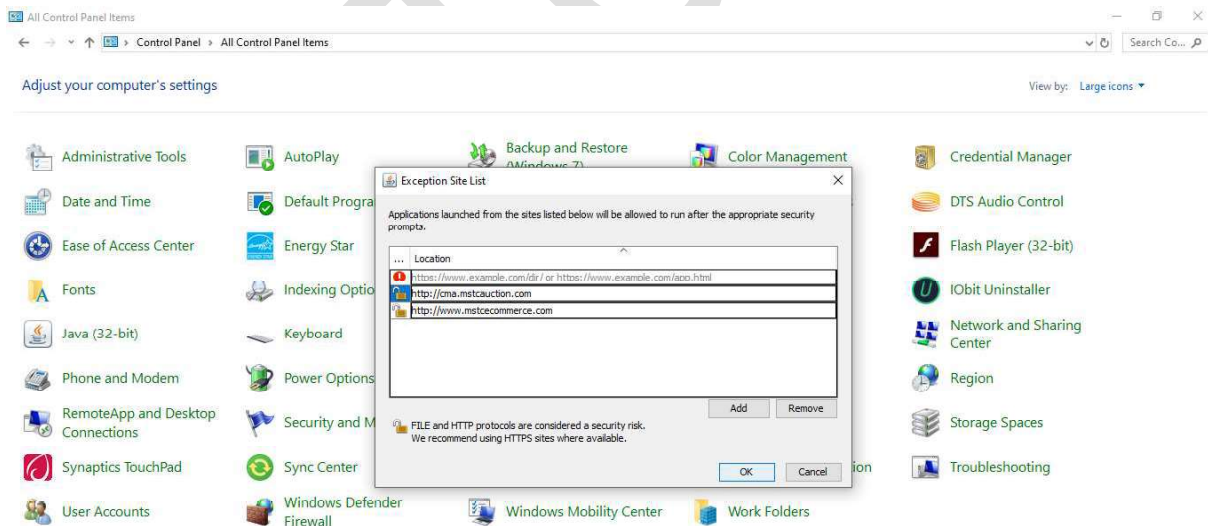
Add the website <https://www.mstcecommerce.com> by clicking on 'Add' and enter the URL in the location box.



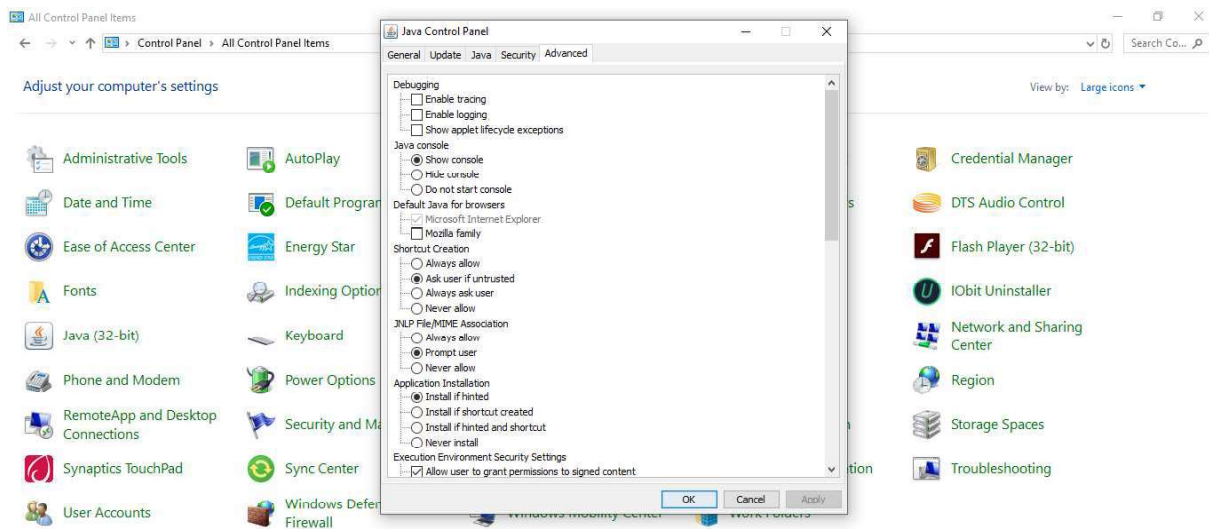
Click on 'Continue'.



Once the URL is added, please close the box.



Go to the tab 'Advanced' and JAVA Console as 'Show Console'.



Enable the check boxes for all TLS and uncheck the SSL 2.0.

