



HINDUSTAN FLUOROCARBONS LTD.
[CIN: L25206TG1983PLC004037]
REGISTERED OFFICE: 303, BABUKHAN ESTATE
BASHEERBAGH, HYDERABAD – 500 001
Tel. No. 0484 – 2727342
Website: www.hfl.co.in
E mail: cs@hoclindia.com & hflshareholders@gmail.com

CS/HFL/Sec. Audit/2023-24

19th June, 2023

Inviting Expression of Interest (EOI) for Engagement of
PCS firm/ LLP of Practicing Company Secretaries
for conducting Secretarial Audit of
Hindustan Fluorocarbons Limited [HFL] for FY 2023-24

Hindustan Fluorocarbons Limited [HFL] invites EOI from Practicing Company Secretaries Firm (PCS)/ LLP of Practicing Company Secretaries for engaging as Secretarial Auditor for conducting Secretarial Audit for the financial year 2023-24.

Interested and eligible PCS firm/LLP of PCS may furnish the application with necessary supporting documents in a sealed envelope **on or before 10th July, 2023 by 05:00 PM [IST]**

Sd/-
Company Secretary
Hindustan Fluorocarbons Limited

1. About the Company

Hindustan Fluorocarbons Ltd. (HFL), is a listed Central Public Sector Enterprise (CPSE) under the administrative control of Ministry of Chemicals & Fertilizers, Dept. of Chemicals & Petro-chemicals, Government of India. HFL is a subsidiary company of Hindustan Organic Chemicals Ltd. (HOCL). HFL was incorporated on 14th July, 1983. The registered office of HFL is situated in Hyderabad, India. The Cabinet Committee on Economic Affairs (CCEA), Government of India has directed closure of HFL. Accordingly, HFL is in the process of closure. The company's authorised and paid up share capital is Rs.21.00 crore and Rs.19.61 crore respectively. The equity shares of HFL is listed on Bombay Stock Exchange (BSE).

2. Time-line of EOI

| Sl No. | Particulars | Date & Time |
|--------|--|--------------------------|
| 1. | Date of publication | 19.06.2023 |
| 2. | Last date for submission of EOI in physical form | 10.07.2023 till 05:00 pm |
| 3. | Opening of Technical bid | 11.07.2023 at 03:00 pm |
| 4. | Opening of Price bid | 13.07.2023 at 11:30 am |

- 2.1 The EOI submitted by the parties will be opened in the office of Company Secretary Kochi, Kerala as per the time-line provided above in the presence of parties or their authorized representative(s) who may like to be present. If the party or the authorized representative is not present at the time of opening the bid document, company will be at liberty to proceed further with the assumption that party has no objection in doing so.
- 2.2 Any amendment(s) to EOI will be made available only on the website of HFL.
- 2.3 If the date of opening technical or financial bid happens to be a declared holiday, the EOI will be opened on the next working day at the same time as mentioned in the above in the time.
- 2.4 HFL reserves the right to request the parties to submit any additional documents or clarifications at any stage.
- 2.5 HFL reserves the right to cancel/reject/restrict/enlarge/modify/postpone and/or extend the date of receipt of offer or withdraw the EOI without assigning any reason(s) whatsoever or without any intimation thereof. In such a case, the PCS firms/ LLPs of PCS shall not be entitled to any form of compensation from HFL and no dispute in this regard will be entertained.

3. Scope of Secretarial Audit

As per the provisions of Section 204 of the Companies Act, 2013 read with Rules framed thereunder, HFL is required to have conducted Secretarial Audit by a practicing Company Secretary/ Firm of practicing Company Secretaries. The illustrative (but not exhaustive) Scope of Work under Secretarial Audit is given in **Annexure-I** for understanding and ready reference.

4. Eligibility criteria for submission of EOI for Secretarial Audit

4.1. The Lead Partner of PCS firm/Proprietor/Individual, under whose supervision the Secretarial Audit of HFL will be carried out, should have continuous (without any break) experience of 5 years or more in full time practice. The cut-off date for ascertaining experience will be 31.05.2023;

4.2. The PCS Firm/ LLP of Practicing Company Secretaries should have conducted Secretarial Audit of Listed Companies;

4.3. The PCS Firm/ LLP of Practicing Company Secretaries should have valid Peer Review Certifications.

5. Terms & Conditions

5.1 **Validity of Appointment:** The appointment will be for conducting Secretarial Audit of HFL for the financial year 2023-24 in accordance with the provisions of Companies Act, 2013 and the Rules made thereunder. Thus, the initial appointment is for the financial year 2023-24 which may be renewed every year upto maximum of three (3) financial years at the sole discretion and decision of HFL. It is expressly stated herein that the said term should not be construed as assurance of re-appointment. HFL reserves the right to decide about the re-appointment every year up to maximum of three (3) years.

5.2 The sealed proposals should be submitted in three parts i.e - Annexure II technical criteria proforma, Annexure III financial quote proforma and Annexure IV – proforma for declaration. All the three proforma shall be kept in three separate sealed envelopes and the Annexure number shall be superscribed in each envelop. The three sealed envelopes should be put together in a single sealed envelope and the same should be superscribed as “**HFL Secretarial Audit for the FY 2023-24**”

5.3 All the pages of the proposal shall be signed by the authorized signatory of the PCS Firm/ LLP of Practicing Company Secretaries with seal and date.

5.4 Financial quote of only those parties who qualify in the Technical Bid will be opened. The Secretarial Audit work will be awarded to the party whose financial quote is the lowest among the other parties who are qualified in Technical Bid.

5.5 In the case of tie in the lowest financial quote, the PCS Firm/ LLP of Practicing Company Secretaries with longer experience will be considered. If still there is tie in financial quote, PCS firm which have done more number of Secretarial Audit in listed companies will be considered. Decision of HFL in this regard will be final and binding on all parties.

5.6 The financial quote should be to cover the entire work within the scope of work and no alteration after submission of EOI will be allowed. Any offer beyond the scope of Secretarial Audit assignment will not be considered.

5.7 **Completion of Audit:** The Secretarial Audit shall be completed within 30 days from the date of commencement. The Secretarial Audit report shall be submitted as per the format prescribed pursuant to Section 204(1) of the Companies Act, 2013 read with the Rules made there under including any amendments thereof.

- 5.8 **Place of Audit:** The Secretarial audit work has to be conducted at the Registered Office of the Company or such other place as informed by the company.
- 5.9 The PCS Firm/ LLP of Practicing Company Secretaries shall not sub-contract the Secretarial Audit work.
- 5.10 The PCS Firm/ LLP of Practicing Company Secretaries shall not disclose to any third parties at any time, any information pertaining to HFL gained during the process of Secretarial audit or after the audit, without prior written consent of competent authority of the Company. Disclosure of any such information during or after secretarial audit pertaining to HFL to any third parties without prior written consent of competent authority of the company will be treated as breach of contract and action(s) will be initiated accordingly.
- 5.11 **Payment Terms:** Payment will be released upon submission of bill by the PCS firm/LLP's of PCS after issuance of Secretarial Audit Report to the satisfaction of HFL. No advance payment shall be made for conduct of Secretarial Audit.
- 5.12 Successful PCS firm/LLP of PCS shall intimate their consent/acceptance within 7 days of communication of selection. In the event of failure to communicate the consent/acceptance, HFL reserves right to select the next lowest bidder.
- 5.13 The appointment if any, as Secretarial Auditors of HFL for the financial year 2023-24 is subject to subsequent approval of Board of Directors as per the provision(s) of Companies Act, 2013.
- 5.14 **Dispute:** In case of any dispute arising in connection with carrying out of Secretarial audit or any other matters which limited only in connection to the conduct of secretarial audit, an amicable solution shall be arrived at with discussion and reconciliation. However, in case of any dispute remaining unresolved, decision of Managing Director of HFL will be final and binding on the PCS firm/ LLP's of PCS and the company.
- 5.15 The LLP/Firm satisfying/fulfilling eligibility criteria may submit their sealed offer/proposal as mentioned in SI No.5.2 above along with all supporting documents of eligibility criteria with a covering letter. The sealed envelope should reach us **on or before 10th July, 2023 by 5.00 P.M [IST]** at the following address. Any proposals received after 05:00 pm on 10th July, 2023 will not be considered.

To,
The Company Secretary
Hindustan Organic Chemicals Limited (HOCL)
Ambalamugal PO, Ernakulam
Kerala – 682 302

SCOPE OF WORK – SECRETARIAL AUDIT

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) The Memorandum & Articles of Association of the company
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
- (vi) The SEBI, Act, 1992 and following rules & regulations made there under;
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - (i) The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015;
- (vii) Secretarial Standards, Guidance notes and other publications issued by The Institute of Company Secretaries of India [ICSI]
- (viii) Guidelines on Corporate Governance 2010 applicable for CPSEs issued by the Department of Public Enterprises [DPE] Govt. of India.
- (ix) Corporate Governance Voluntary Guidelines 2009 issued by Ministry of Corporate Affairs (MCA), Govt. of India
- (x) CSR Voluntary Guidelines issued by MCA, Govt. of India
- (ix) Any other relevant laws/regulations as may be applicable specifically to the company.

Annexure-II

PROFORMA FOR TECHNICAL CRITERIA
For conducting Secretarial Audit of HFL for the FY 2023-24)
(on the letter head of PCS firm)

To
Company Secretary
Hindustan Fluorocarbons Limited
Subsidiary company of HOCL
Ambalamugal PO, Ernakulam District
Kerala – 682 302

With reference to the notice inviting EOI No.CS/HFL/Sec.Audit/2023-24 dated 19.06.2023, I/We_____ am/are submitting herewith my/our Expression of Interest (EOI) for being appointed as Secretarial Auditors to conduct the Secretarial Audit of HFL for the FY 2023-24.

| Sl No. | Particulars | Response | Instructions |
|--------|---|----------|--|
| 1. | Name of Party | | If applicant is PCS firm, please give name of firm |
| 2. | Name of partners as on date of submission of EOI | | Proof shall be submitted |
| 3. | Number of active partners as on date of submission of EOI | | |
| 4. | Number of CS qualified employees (who are not partners) as on date of submission of EOI | | |
| 5. | Membership No. & Year of all active partners | | |
| 6. | Address of the party | | Copy of proof shall be attached |
| 7. | Whether PCS firm/LLP | | |
| 8. | Firm/LLP registration No. & year of registration | | Copy of registration certificate shall be provided |
| 9. | Telephone No., E-mail ID of all partners | | |
| 10. | Income Tax PAN No. | | Copy of PAN card shall be provided |
| 11. | GSTIN (if any) | | Copy shall be provided |
| 12. | Date of commencement of PCS firm/LLP | | Proof to be attached |
| 13. | Date of approval of name of firm from ICSI | | |

| | | | |
|-----|---|--|--|
| 14. | Certificate of practice (COP) No. & year/ Registration No. & year | | |
| 15. | Latest Peer review certificate | | |
| 16. | Secretarial audit work done during last five (5) years | | Proof should be submitted |
| 17. | Secretarial Audit done for listed companies during last five (5) years | | |
| 18. | Name and experience details of PCS partner under whose supervision the audit work will be done and who will be signing the Audit Report | | Copy of COP issued by ICSI shall be attached |
| 19. | Whether the PCS firm/LLP or any of his partner ever disqualified from doing Secretarial Audit? If so, furnish the details | | |

I/ We_____ hereby certify that the above information furnished is true and correct to the best of my/our knowledge and belief. I/ We will abide by the terms and conditions set by HFL for the EOI.

Signature of authorized official of PCS firm/LLP with stamp

Place:

Date:

Annexure-III

PROFORMA FOR FINANCIAL QUOTE
(For conducting Secretarial Audit of HFL for the FY 2023-24)
(on the letter head of PCS firm)

To
Company Secretary
Hindustan Fluorocarbons Limited
Subsidiary company of HOCL
Ambalamugal PO, Ernakulam District
Kerala – 682 302

| S.No. | Description | Lump sum Price (Rs.) |
|-------|------------------------------|----------------------|
| A. | Audit Fee | |
| B. | GST | |
| C. | Total Amount (including GST) | |
| | Amount in Words | |

Note: 1. The above quoted amount shall remain firm during the period of the contract.

Signature.....

Name & Designation of the Authorized Signatory-----

Stamp of the PCS Firm/LLP-----

Date:

Place:

PROFORMA FOR DECLARATION
(For conducting Secretarial Audit of HFL for the FY 2023-24)
(on the letter head of PCS firm)

DECLARATION

I _____ S/o Shri _____ working as _____ in _____ (name of PCS firm with complete address) hereby solemnly affirm and declare that I have been authorized by the firm to sign and submit EOI for conducting Secretarial Audit of Hindustan Fluorocarbons Limited (HFL) for the financial year 2023-24.

I further declare and certify on behalf of our firm that I am accepting all the terms and conditions mentioned in the EOI document and I shall abide by all the terms and conditions of EOI.

Date: _____ Signature of authorized official of PCS firm/LLP with stamp

Place: _____