

**Stock Holding Corporation of India Limited**

Registered office: 301, Centre Point, Dr. B. Ambedkar Road,  
Parel, Mumbai 400012.

CIN no.U67190MH1986GOI040506

website : stockholding.com

**February 16, 2021**

**Sub : Appointment of Practicing Company Secretary/Firm of Company Secretaries for carrying out Secretarial Audit of StockHolding and its two wholly owned subsidiaries for Financial Year 2021-22.**

Stock Holding Corporation of India Limited (StockHolding), is a Government Company promoted by the public financial institutions such as IFCI Limited, Administrator of the Specified Undertaking of Unit Trust of India (SU-UTI), LIC of India (LIC), General Insurance Corporation (GIC Re), New India Assurance (NIA), National Insurance Company Limited (NICL), The Oriental Insurance Company Ltd (TOICL) and United India Insurance Company (UIC), all leaders in their respective fields of business.

StockHolding is one of the largest Depository Participants, besides being the country's largest premier Custodian in terms of assets under custody, providing post trading and custodial services to institutional investors, mutual funds, banks, insurance companies, etc. StockHolding acts as a Central Record Keeping Agency (CRA) for estamping business operating in 22 State Governments and Union Territories, e-court fee in 13 State Governments and Union Territories and e-registration in 5 State Governments and Union Territories. StockHolding is one of the largest Professional Clearing Member of the country. StockHolding distributes Sovereign Gold Bonds (SGB), Fixed Deposits, Bonds & NCDs of reputed Institutes & Corporates, Mutual Fund Schemes, Initial Public Offers (IPO's) and National Pension System (NPS) etc. StockHolding is a corporate agent registered with IRDA for distribution of insurance products. SHCIL operates through its over 200 retail branches all over India. StockHolding has been a profit making and dividend paying company right from its inception. StockHolding is a zero debt company.

StockHolding has three wholly owned subsidiaries viz.

- (i) SHCIL Services Ltd. (SSL), SSL, the broking arm of StockHolding, is providing stock broking services to retail and institutional clients across the country
- (ii) StockHolding Document Management Services Limited (StockHolding DMS) provides End to End Document Management Solutions.
- (iii) StockHolding Securities IFSC Limited for operations in the International Financial Services Centre at Gujarat International Finance Tec City (GIFT) in Gujarat.

To know more about the Company please visit the website: [www.stockholding.com](http://www.stockholding.com)

StockHolding intends to appoint reputed Practicing Company Secretary (PCS)/Firm of Company Secretaries (Firm) to conduct Secretarial Audit of StockHolding and its two wholly owned subsidiaries viz, SHCIL Services Limited (SSL) and StockHolding Document Management Services Limited (SDMS), for the Financial Year 2021-22.

**1. Scope of Secretarial Audit:**

- The Scope of Secretarial Audit is enclosed as **Annexure-I**.

## 2. **Eligibility Criteria :-**

- a. The Company Secretary in Practice / Firm of Company Secretaries should have his / its Headquarters in Mumbai, Navi Mumbai / Thane.
- b. The Lead Partner/ Proprietor/ Individual should not have any direct/ indirect benefit/ conflict of interest with StockHolding.
- c. No adverse remark/disciplinary proceedings pending/initiated against the firms/any of its partners/proprietor on record on Institute of Company Secretaries of India (ICSI).
- d. The Company Secretary in Practice / Firm of Company Secretaries should have an average turnover of at least Rs.20 Lakhs or more from practice, in last three financial years.
- e. The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of StockHolding will be carried out, should have a minimum post CS qualification experience of at least 10 years, out of which minimum 7 years should be in full time practice.
- f. The Company Secretary in Practice / Firm of Company Secretaries should have conducted Secretarial Audit of at least one government Company having a net-worth of Rs 500 crore, in the last 5 years.
- g. The Company Secretary in Practice / Firm of Company Secretaries should have experience of conducting Secretarial Audit of any regulated business viz, capital market intermediary/Financial Services/ Insurance Company.

## 3. **Other Terms and Conditions :-**

- i Validity of appointment will initially be for one year starting from financial year 2021-22 for conducting Secretarial Audit. The Company at its sole discretion may extend the contract based on the performance with the approval of Competent Authority.
- ii Place of Audit: The audit work has to be conducted at the registered office of StockHolding and its subsidiaries which are as under-

### **StockHolding**

301, Centre Point, Dr. B. Ambedkar Road, Parel, Mumbai 400012

### **SSL and SDMS**

SHCIL House, Plot No. P-51, T.T.C. Industrial Area, MIDC, Mahape, Navi Mumbai-400710

- iii Format for submission of Technical quotation: The Company Secretary in Practice/ Firm satisfying/ fulfilling the above minimum eligibility criteria should submit the Declaration in the prescribed format in a separate sealed envelope as per ***Annexure II***.
- iv Format for submission of financial quotation: The Company Secretary in Practice/ Firm satisfying/ fulfilling the above minimum eligibility criteria should submit sealed financial quotations in a separate envelope as per ***Annexure III***.
- v Date of Submission and Opening of quotation: **The sealed envelopes superscribed as 'Application for carrying out Secretarial Audit of StockHolding and its two wholly owned subsidiaries for Financial Year 2021-22' should reach StockHolding's Registered Office at 301, Centre Point, Dr. B. Ambedkar Road,**

**Parel, Mumbai 400012** addressed to **Mr. Shashikant L. Nayak, Company Secretary** on or before the time lines mentioned below.

Date of Submission of quotations (Technical and Financial)	<b>March 12, 2021 upto 05:00 P.M.</b>
Date of Opening of Technical quotations	<b>March 16, 2021 at 11:00 A.M.</b>
Date of Opening of Financial quotations	<b>March 16, 2021 at 2:00 P.M.</b>

- iv. The Technical quotations shall be opened first and evaluated for the bidder's eligibility criteria. Thereafter, only the technically qualified bidder's financial quotations will be opened and evaluated by StockHolding's internal committee comprising of Company Secretary of StockHolding and Company Secretaries of its subsidiaries (SHCIL Services Limited and StockHolding Document Management Services Limited) to finalise the successful bidder for award of the contract.
- v. StockHolding reserves the right to cancel/ restrict/ enlarge/ modify/ postpone and/or extend the date of receipt/ opening of quotations.

Shashikant L. Nayak  
Company Secretary

**Annexure-I**

**Scope of Secretarial Audit**

**Annual basis – MR3**

The broad purpose of the Secretarial Audit is in line with MR-3 which covers the under-mentioned acts/regulations, identification and verification of the compliances under the various enactments, rules, regulations and guidelines as may be applicable on the Company. On the basis of the audit, the Auditor will give a report on the compliances with regard to the followings, among other things:

1. The Companies Act, 2013 / Companies Amendment Act 2020, and the Rules made there-under, including any amendment thereof, wherever applicable;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA'), and the Rules made there-under including any amendment thereof, wherever applicable;
3. The Depositories Act, 1996, and the Regulations and Bye-laws framed there-under including any amendment thereof, wherever applicable;
4. The 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 including any amendment thereof, wherever applicable;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 including any amendment thereof, wherever applicable;
  - 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, 2015;
  - 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 clients;
  - 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; and
6. The Auditor shall also examine the compliance of Secretarial Standards issued by The Institute of Company Secretaries of India and as approved by the Central Government from time to time and any other Laws/Regulations/Guidelines as may

be applicable specifically to the company and subsidiary companies from time to time. The indicative list of regulations / acts, etc., are as under :

- (i) SEBI (Intermediaries) Regulations, 2008
- (ii) SEBI (Depositories and Depositories Participants) Regulations, 2020
- (iii) SEBI (Research Analysts) Regulations, 2014
- (iv) SEBI (Custodian of Securities) Regulations 1996
- (v) Byelaws, Rules, Regulations and Circulars issued by Stock Exchanges
- (vi) Byelaws, Rules, Regulations and Circulars issued by Depositories
- (vii) Code of Conduct for Mutual Fund Advisor as per the requirement of AMFI
- (viii) Guidelines for Operational Activities – to be followed by Point of Presence (PoP) issued by Pension Fund Regulatory and Development Authority
- (ix) Pension Fund Regulatory and Development Authority (Custodian of Securities) Regulations 2014
- (x) Pension Fund Regulatory & Development Authority (Retirement Adviser) Regulations, 2016
- (xi) IRDA (Registration of Corporate Agents) Regulations, 2015
- (xii) Guidelines issued by RBI with respect to distribution of GOI Relief Bonds.
- (xiii) Prevention of Money laundering Act, 2002

7. Apart from the above, the Auditor shall also

- verify the books, papers, minutes books, forms and returns filed and other secretarial records maintained.
- verify if that there are adequate systems and processes to monitor and ensure compliance in the Company which is commensurate with the size and operations

**Quarterly Basis:**

8. Apart from Secretarial Audit report in MR-3 format on annual basis, the Secretarial Auditor will also submit the quarterly secretarial audit report on secretarial compliances for placing it to the Audit Committee of the Board covering the following-

- Audit of the records and documents maintained by the Company under the provisions of the Companies Act, 2013.
- Secretarial Standards and all related laws, regulations and guidelines issued by the Ministry of Corporate Affairs from time to time and applicable to the Company.
- Inspection of all the Statutory Records, Registers and Books maintained by the Company under the Act, Regulations and Rules under the Act,

**Certifications & Filing / Upload :**

9. Certifications of statutory forms to be e-filed with Registrar of Companies (RoC) including the annual returns to be filed with RoC and filing / upload of the said forms.

**Annexure II****(On the Letterhead of the Company)**

To  
**Shri Shashikant L. Nayak**  
**Company Secretary**  
**Stock Holding Corporation of India Limited**  
301, Centre Point,  
Dr. B. Ambedkar Road,  
Parel, Mumbai 400012

Dear Sir,

**Re : Declaration w.r.t. Eligibility Criteria**

I/We \_\_\_\_\_ Practicing Company Secretary/ Firm of  
Company Secretaries do hereby confirm that

1. Our firm is having its Headquarters at Mumbai / Navi Mumbai / Thane.
2. The Lead Partner/ Proprietor/ Individual do not have any direct/ indirect benefit/ conflict of interest with StockHolding.
3. No adverse remark/disciplinary proceedings are pending/initiated against the firm/any of its partners/proprietor on record on Institute of Company Secretaries of India (ICSI).
4. We have an average turnover of at least Rs.20 Lakhs or more from practice, in last three financial years, proof in this respect is enclosed at **Annexure '1'**
5. Secretarial Audit of StockHolding & its subsidiaries will be carried out by a qualified Company Secretary with an experience of at least 10 years, out of which minimum 7 years is in full time practice, experience certificate enclosed at **Annexure '2'**.
6. We have conducted Secretarial Audit of the following Government Companies having a net-worth of Rs.500 crore, in the last 5 years.
  - a.
  - b.
  - c.
7. We have experience of 3 years in conducting Secretarial Audit of regulated business viz, capital market intermediary/Financial Services/ Insurance Company.

Signature of Authorised Signatory

Date:  
Place:

Name:  
Designation:  
Stamp

**Annexure III**

**(On the Letterhead of the Company)  
Format for Financial quotes**

To  
**Shri Shashikant L. Nayak**  
**Company Secretary**  
**Stock Holding Corporation of India Limited**  
301, Centre Point,  
Dr. B. Ambedkar Road,  
Parel, Mumbai 400012

Dear Sir,

**Re : Quotation for carrying out Secretarial audit of Stock Holding and its two wholly owned Subsidiaries (SHCIL Services Limited and Stock Holding Document Management Services Limited) for F.Y. 2021-22.**

I/We \_\_\_\_\_ Practicing Company Secretary/ Firm of Company Secretaries are pleased to submit our commercials for the assignment/scope of work as mentioned in the document.

I am / We are enclosing a brief profile of the firm at **Annexure-1** along with the declarations / proof w.r.t. the eligibility criteria in the prescribed format.

Our fee exclusive of applicable taxes for F.Y. 2021-22 are as under

Particulars	Stock Holding Corporation of India Limited	SHCIL Services Limited	Stock Holding Document Management Services Limited
	Amount in Rs.		
Professional fee (includes Annual and quarterly audits & reports thereon)			
i. Certification fee per e-form inclusive of upload of e-forms on MCA portal & ii. Certifications for Exchanges with UDIN (as per requirement from time to time) (Quote considering an approximate 25 e-filings in a year each for Stock Holding and its subsidiaries)			
Fee for filing Annual Returns			
<b>Total</b>			
<b>Grand Total</b>			

Declarations

- We confirm that all the information provided by me/us here above is correct to the best of my/our knowledge & belief.
- We confirm that we meet all the eligibility criteria mentioned on the contract.

Signature of Authorised Signatory

Date:  
Place:

Name:  
Designation:  
Stamp