



HINDUSTAN ORGANIC CHEMICALS LTD.  
[CIN: L99999MH1960GOI011895]  
AMBALAMUGAL PO  
ERNAKULAM, KERALA – 682 302  
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CS/HOCL/PCS/2023/24

30<sup>th</sup> June, 2023

**Proposal for engagement of Practicing Company Secretary (PCS) firm(s) to  
render professional service(s) to HOCL from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June  
2024**

Hindustan Organic Chemicals Limited [HOCL] invites proposal for engagement of Practicing Company Secretary (PCS) firm(s) to render various professional service(s) to HOCL from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2024.

Interested Practicing Company Secretaries firm(s) may furnish the proposal with necessary supporting documents in a sealed envelope **on or before 15<sup>th</sup> July, 2023 by 05:00 PM [IST]** to the Company Secretary, Hindustan Organic Chemicals Limited (HOCL), Ambalamugal PO, Ernakulam, Kerala – 682 302

**Sd/-**  
**Company Secretary**  
**Hindustan Organic Chemicals Limited**

## **1. About the Company**

Hindustan Organic Chemicals Ltd. (HOCL), 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. HOCL was incorporated on 12<sup>th</sup> December, 1960. The registered office of HOCL is situated in Ernakulam, Kerala. The equity shares of HOCL is listed on Bombay Stock Exchange (BSE).

## **2. Scope of Professional Service(s)**

As per various provisions of Companies Act, 2013, SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODRR), Corporate Governance guidelines issued by Department of Public Enterprises [DPE] and such other enactments, rules, regulations etc. applicable to the company from time to time, service of a Practicing Company Secretary (PCS) is required for obtaining certain certificates to be submitted to Stock Exchange, pre-certification of e-forms/returns to be submitted with the Ministry of Corporate Affairs (MCA) etc. The Scope of Professional Service(s) is given below.

- 2.1 Quarterly Compliance Certificates, returns reports etc. under SEBI LODRR & other regulations, rules, acts, statutes etc. applicable to HOCL.
- 2.2 Annual Secretarial Compliance Report pursuant to Reg 24A of SEBI LODRR. [For FY 2023-24]
- 2.3 Annual certification under Reg 34(3) read with Schedule V of SEBI LODRR. [For FY 2023-24]
- 2.4 Annual certification under Reg 40(9) of SEBI LODRR. [For FY 2023-24]
- 2.5 Annual Compliance Certificate of Corporate Governance guidelines issued by Department of Public Enterprises [DPE]. [For FY 2023-24]
- 2.6 Annual Compliance Certificate of Corporate Governance as per Reg 34(3) read with Schedule V (E) under SEBI LODRR. [For FY 2023-24]
- 2.7 PCS Certification for various E-Forms to be filed with Ministry of Corporate Affairs [MCA]. *(Please note that e-form will be filed by the company, only pre-certification of applicable e-forms to be done by PCS)*
- 2.8 Preparation of XBRL Testimony for HOCL audited Annual Accounts for the FY 2022-23 (both standalone & consolidation) and certification of e-form AOC 4 XBRL for the FY 2022-23 as per Companies Act, 2013 read with rules framed thereunder.
- 2.9 Issuance of MGT 8 to be attached in the annual return (e-form MGT 7) of HOCL for the FY 2022-23 as per Companies Act, 2013 read with rules framed thereunder.
- 2.10 Signing of Annual return in e-form MGT 7 for the FY 2022-23, only if required.
- 2.11 To act as scrutinizer and to submit report for Postal Ballot, AGM or EGM of HOCL in accordance with Companies Act, 2013 read with Rules framed thereunder during 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2024.

2.12 Such other services including any other certification works, e-form precertification etc. whether quarterly/annual (other than quarterly & annual certifications/filings etc. mentioned above) as the case may be required based on any amendments/notifications/circulars etc. issued by any regulatory bodies including Ministry of Corporate Affairs, SEBI, DPE etc. applicable to the company from time to time. *(Professional charges/fee will be decided on mutually agreed basis)*

### **3. Terms & Conditions**

- 3.1 **Validity of Appointment:** The engagement of Practicing Company Secretary firm(s) to render various services to HOCL as mentioned in Sl No. 2 i.e 'Scope of Professional Service(s)' is from 1<sup>st</sup> July 2023 to 30<sup>th</sup> June 2024.
- 3.2 The professional charge(s)/fee(s) provided by the Practicing Company Secretary firm(s) for the service(s) shall remain firm during the period i.e from 1<sup>st</sup> July, 2023 to 30<sup>th</sup> June, 2024. No alteration in the professional charge(s) or fee(s) after submission of proposal will be allowed at any stage for any reason(s).
- 3.3 The Practicing Company Secretary firm(s) shall provide the service(s) mentioned in Sl No. 2 within the stipulated due date prescribed under Companies Act, SEBI LODRR or any enactments, rules, regulations, circulars, including amendments thereof from time to time.
- 3.4 The Practicing Company Secretary Firm(s) should have valid Peer Review Certificate issued by Institute of Company Secretaries of India. [ICSI]
- 3.5 Practicing Company Secretary firm(s) will be selected on the basis of L1 professional charge(s)/fee(s) provided for individual service(s) mentioned in Sl No. 2 i.e 'Scope of Professional Service(s)'.
- 3.6 Thus, HOCL reserve(s) right to select multiple Practicing Company Secretary firm(s) based on L1 professional charges/fee(s) provided for rendering professional Service(s).
- 3.7 All the pages of the proposal/supporting documents etc. shall be signed by the authorized signatory of PCS firm(s) with seal and date.
- 3.8 In the case of tie in the lowest professional charge(s)/fee(s) for any/all service(s) mentioned in Sl. No.2, the Practicing Company Secretary firm(s) with longer existence will be considered. If still there is tie in professional charge(s)/fee(s), Practicing Company Secretary firm(s) having more number of partner(s) will be considered. Decision of HOCL in this regard will be final and binding on all parties.
- 3.9 The Practicing Company Secretary firm(s) shall not sub-contract any service(s) assigned to them.
- 3.10 The Practicing Company Secretary firm(s) shall not disclose to any third parties at any time, any information pertaining to HOCL gained while providing service(s) without prior written consent of competent authority of the Company. Disclosure of any such information during or after rendering of service(s) pertaining to HOCL 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.

- 3.11 **Payment Terms:** Payment will be released upon submission of invoice by the party after rendering professional service(s) to the satisfaction of HOCL. No advance payment shall be made for any service(s).
- 3.12 Successful PCS firm(s) shall intimate their consent/acceptance within 7 days of communication of selection. In the event of failure to communicate the consent/acceptance, HOCL reserves right to select the next lowest bidder.
- 3.13 **Dispute:** In case of any dispute arising in connection with carrying out of any service(s) mentioned in Sl. No.2 'Scope of Professional Service(s)' or any other matters limited only in connection to the professional service(s), an amicable solution shall be arrived at with mutual discussion and reconciliation. However, in case of any dispute remaining unresolved, decision of Chairman & Managing Director of HOCL will be final and binding on the Practicing Company Secretary firm(s) and the company.
- 3.14 HOCL reserves the right to request the PCS firm(s) to submit any additional document(s) or clarification(s) at any stage.
- 3.15 HOCL reserves the right to accept or reject any or all response(s) at any stage or to cancel the process entirely solely at its discretion without assigning any reason(s) thereof. In such a case, the PCS firm(s) shall not be entitled to any form of compensation from HOCL and no dispute in this regard will be entertained.
- 3.16 The Practicing Company Secretary firm(s) may submit the duly filled proposal provided in **Annexure 1 & 2** given below along with all supporting documents with a covering letter. The proposal shall be submitted in a sealed envelope and should be superscribed as "**Proposal to render Professional Service(s) to HOCL**". The sealed proposal should reach us **on or before 15<sup>th</sup> July, 2023 by 5.00 P.M [IST]** at the following address. Any proposals received after 05:00 pm, 15<sup>th</sup> July, 2023 will not be considered.

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

**Scope of Professional Service(s) & charge(s)/fee(s)**

<b>Sl. No.</b>	<b>Scope of Professional Service(s) by the PCS firm</b>	<b>Professional charge(s)/fee(s) in Rs. (Excl. GST if any)</b>
1.	Quarterly Compliance Certificates, returns reports etc. under SEBI LODRR & other regulations, rules, acts, statutes etc. applicable to HOCL.	
2.	Annual Secretarial Compliance Report pursuant to Reg 24A of SEBI LODRR. [for FY 2023-24]	
3.	Annual certification under Reg 34(3) read with Schedule V of SEBI LODRR. [for FY 2023-24]	
4.	Annual certification under Reg 40(9) of SEBI LODRR. [for FY 2023-24]	
5.	Annual Compliance Certificate of Corporate Governance guidelines issued by Department of Public Enterprises [DPE]. [for FY 2023-24]	
6.	Annual Compliance Certificate of Corporate Governance as per Reg 34(3) read with Schedule V (E) under SEBI LODRR. [for FY 2023-24]	
7.	PCS Certification for the E-Forms to be filed with Ministry of Corporate Affairs [MCA]. (Please note that e-form will be filed by the company, only pre-certification of applicable e-forms to be done by PCS)	
8.	Preparation of XBRL Testimony for HOCL audited Annual Accounts for the FY 2022-23 (both standalone & consolidation) and certification of e-form AOC 4 XBRL for the FY 2022-23 as per Companies Act, 2013 read with rules framed thereunder.	
9.	Issuance of MGT 8 to be attached in the annual return (e-form MGT 7) of HOCL for the FY 2022-23 as per Companies Act, 2013 read with rules framed thereunder.	
10.	Signing of Annual return in e-form MGT 7 for the FY 2022-23, only if required.	
11.	To act as scrutinizer and to submit report for Postal Ballot, AGM or EGM of HOCL in accordance with Companies Act, 2013 read with Rules framed thereunder during 1 <sup>st</sup> July 2023 to 30 <sup>th</sup> June 2024	
12.	Such other services including any other certification works, e-form precertification etc. whether quarterly/annual (other than quarterly & annual certifications/filings etc. mentioned above) as the case may be required based on any amendments/notifications/circulars etc. issued by any regulatory bodies including Ministry of Corporate Affairs, SEBI, DPE etc. applicable to the company from time to time.	

**Annexure 2**

**Details of PCS Firm**

Sl No.	Particulars	Response	Instructions
1.	Name of PCS firm.		Proof to be attached.
2.	Name & Number of partners as on 30.06.2023		Proof shall be submitted
3.	Membership No. & Year of all partners.		
4.	Address of PCS firm.		Copy of proof shall be attached
5.	Whether PCS firm/LLP.		
6.	Firm/LLP registration No. & date of registration.		Copy of registration certificate shall be provided
7.	Telephone No., E-mail ID of all partners.		
8.	Income Tax PAN No.		Copy of PAN card shall be provided
9.	GSTIN (if any).		Copy shall be provided
10.	Date of commencement of PCS firm/LLP.		Proof to be attached
11.	Date of approval of name of firm from ICSI.		
12.	Certificate of practice (COP) No. & year/ Registration No. & year of all Partners		
13.	Latest Peer review certificate issued by ICSI.		
14.	Name and experience details of all partners.		Proof to be attached.
15.	Whether the PCS firm/LLP or any of partner ever been disqualified from carrying out any professional service(s) covered under this proposal? If so, furnish the details.		