

1. Applicability of appointment of Secretarial Auditor in HIHMCL:

In terms of Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, certain prescribed class of companies are required to undertake Secretarial Audit, accordingly, HIHMCL falls in this category.

2. Eligibility of Secretarial Auditor:

Any member of the Institute of “Company Secretaries of India” holding certificate of practice (company secretary in practice)/ a Practicing Company Secretary (PCS) firm can conduct Secretarial Audit.

3. Scope of Secretarial Audit:

Secretarial Audit is an independent audit of companies’ management and corporate compliance which helps us to detect non-compliance and to take corrective measures. It also called a compliance audit. It helps us to ensure that the company follow all applicable provisions and regulations of the different applicable acts. Secretarial auditing aids in the detection of non-compliance and the implementation of corrective actions. It examines the company’s adherence to good corporate practices.

Followings points are covered under the ambit of secretarial audit:

1. The Companies Act, 2013 (the Act) and the rules made there-under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there-under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
4. 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;
5. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’), if applicable.
6. Secretarial Standards issued by The Institute of Company Secretaries of India.
7. Other laws as may be applicable specifically to the company
8. Verification of books including minute books, forms and returns filed and other Secretarial records maintained by the company.
9. Any other allied services as fixed by Board time to time.

The Secretarial Auditor shall submit the Secretarial Audit Report in the format prescribed

under Section 204 of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, within the stipulated timelines.

3.1 Validity of Appointment: The validity of appointment will be for the financial years 2025-26 for conducting Secretarial Audit and issuance of Annual Secretarial Audit Report along with other allied matters contained in the scope of the work.

3.2 Completion of Audit: The Secretarial Audit shall be completed within 30/45 days from the date of end of financial year or award of work/contract whichever is later. It is also expected that the Secretarial Audit has to commence within 20 days from the award of the work/contract, time being the essence of the contract.

3.3 Place of Audit: The audit work has to be conducted at the Registered Office of the Company which is Mandi Bhawan, C-6, Sector-6, Panchkula.

3.4 Payment Terms: The Payment of the Fee will be made on year-wise basis and will be released within one month from the date of submission of bill by the PCS/ Firm and after issuance of Secretarial Audit Report to the satisfaction of HIHMCL. No advance payment shall be made for conduct of Secretarial Audit.

3.5 Management Right: The Management of HIHMCL reserves the right to cancel/ restrict/ enlarge/ modify/ postpone and/or extend the date of receipt/ opening of Bid or withdraw the Bid notice, right to reject all or any bids without assigning any reason(s) whatsoever. In such case the bidders shall not be entitled to any form of compensation from the Company.

4 Evaluation Methodology of Eligibility criteria :

Before appointing Secretarial Auditor, it should be ensured that they are not disqualified in terms of the provisions of the Companies Act, 2013 read with relevant Rules, The Company Secretaries Act, 1980, read with relevant Regulations & Guidelines, SEBI Regulations, Circulars, etc. in this regard (including any amendments thereof).

Sl. No .	Mandatory Eligibility Criteria	Documents Required
1	The Company Secretary in Practice / Firm of Company Secretaries must be registered with ICSI. The registration of the Firm should be valid and in-force.	Certificate of registration of Firm issued by the Institute of Company Secretaries of India
2	The Company Secretary in Practice / Firm of Company Secretaries hold a valid certificate of Peer Review issued by the Institute of Company Secretaries of India.	Peer Review certificate issued by the Institute of Company Secretaries of India
3	Secretarial Auditor: -	Self-Declaration by Managing Partner on letter head of the PCS

	i. must be based in Panchkula, Chandigarh and/or Delhi/ NCR. ii. must not be disqualified to be appointed as Secretarial Auditor as per MCA/ICSI; iii. must not be the subject of any legal/ quasi-judicial / professional misconduct proceedings for any professional services; iv. not have, and their partners and officers been convicted of any criminal offence related to their professional conduct or the making of false statements or misrepresentations as to their qualifications to procure audit / professional assignments within a period of 3 Financial years preceding the cut-off date or not have been otherwise disqualified pursuant to debarment proceedings; v. not have a conflict of interest with HIHMCL / or its Directors/ Promoters. vi. not have been prohibited/ blacklisted/ debarred from participation in the bid process by any Government Department/ CPSU/ SPSU/ Banks/ Autonomous Bodies/ Statutory Bodies including IRDA, MCA, ROC, RBI, SEBI, ICAI, ICSI, ICMAI, C&AG etc.	/ Firm. If there is any change in the status/ circumstances stated in the self- declaration, the same shall be intimated on immediate basis.
4.	The Company Secretary in Practice / Firm of Company Secretaries should have undertaken successful completion of Secretarial Audit of at least five (5) Companies in the last 3 Financial Years.	Work Order/ Contract/ Audit Report/ Annual Report 3

The cut-off date for ascertaining eligibility / experience will be March 31, 2025.