ANDREW YULE & CO. LTD.
(A Govt of India Enterprise)
8, Dr. Rajendra Prasad Sarani, Kolkata - 700001
Phone No. (033) 2242-8210/8550 Fax No. (033) 2242-9770
Website: www.andrewyule.com

NOTICE INVITING TENDER NO. AYCL/GD/SDD/02/2023

ANDREW YULE & CO. LTD., a listed Central Public Sector Enterprise (CPSE), under Ministry of Heavy Industries, Government of India, is inviting competitive bids for providing software solutions for compliance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("PIT Regulations") pertaining to maintaining the Structured Digital Database (SDD), in three-part system **(Technical Bid, Online Demonstration of the Software and Financial Bid),** the details of which regarding eligibility criteria, method of evaluation etc. are available in annexures specified in list of Annexures. Interested party who comply with the eligibility criteria mentioned hereinafter, may quote as per the specified instructions furnished hereunder.

Corrigendum, addendum or clarifications, if any, in connection with this tender shall be hosted on the website of the Company, www.andrewyule.com, only.

SCHEDULE OF TENDER (SOT)

a.	NIT Number	AYCL/GD/SDD/02/2023
b.	NIT Date and Time	06.11.2023 at 6.00 p.m.
c.	Mode of Tender	Offline submission of Part I - Technical Bid, Part II – Online Demonstration of the Software and Part III - Price Bid
d.	Date of publication of Tender through AYCL websites and Central Public Procurement Portal	06.11.2023 at 6.00 p.m.
e.	Date of availability of NIT to the Vendors for downloading	06.11.2023 at 6.00 p.m.
f.	Earnest Money Deposit (EMD)	An "Earnest Money Deposit" of Rs.500.00 (Rupees five hundred only) to be paid by Cheque/DD in favour of Andrew Yule & Co Ltd., payable at Kolkata.
g.	Last date of submission of Tender Document	20.11.2023 upto 3.00 p.m.
h.	Date of opening of Part I - Technical Bid	20.11.2023 at 3.30 p.m.
i.	Date of Online Demonstration of the Software – Part II	To be intimated to the eligible vendor separately by email.
j.	Date of opening of Part III – Financial Bid	To be intimated to the eligible vendor separately by email.
k.	Validity of Rate	30 days

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REQUEST FOR PROPOSAL FROM ENTITIES FOR PROVISION OF SOFTWARE SOLUTIONS FOR COMPLIANCE WITH THE REQUIREMENTS UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

The objective is to digitize the process of obtaining pre-clearance by designated persons, reporting of personal transactions by employees, submission of declarations and periodic holding statements by employees, issue of notice by AYCL to employees under PIT Regulations, monitoring the compliances with PIT Regulations inter alia through system generated alerts and exception reports, maintaining a Structured Digital Database (SDD) as prescribed under the PIT Regulations to handle Unpublished Price Sensitive Information (UPSI), and various other requirements under the PIT Regulations.

THE KEY TECHNOLOGICAL REQUIREMENTS OF THE SDD
a. The SDD shall be tamper proof;
b. Shall track the audit trail of changes;
c. Shall be able to facilitate date and time stamping

As per Regulation 3(6) of PIT Regulations, the SDD shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the SDD shall be preserved till the completion of such proceedings.

MINIMUM ELIGIBILITY CRITERIA
The minimum eligibility criteria for selection of the entity will be as follows:
1. The entity should be registered in India either as a Company under the Companies Act, 1956/2013 or a Sole Proprietorship/Partnership Firm/Limited Liability Partnership (LLP). Documentary evidence to be provided.
2. The entity should have been operational for a period of at least 3 years as on October 30, 2023. Documentary evidence to be provided.
3. The software solution should be currently in use by minimum 3 (three) Listed Government entities. Documentary evidence to be provided.
4. The entity should have an average annual turnover of Rs.20 lakh or more in the past 3 (three) financial years till 31st March, 2023. Documentary evidence to be provided.
5. The entity should have an average profit of Rs.2 lakh or more in the past 3 (three) financial years till 31st March, 2023. Documentary evidence to be provided.

Note:
Only the entities which meet the minimum eligibility criteria should submit the proposal. The proposal should be submitted in the format(s) given in **Annexure-I and Annexure-II** herewith. The eligible entities will be evaluated on the basis of the details submitted.

ONLINE DEMONSTRATION OF THE SOFTWARE

After submission of the bids as mentioned above, an online demonstration of the software is to be made before the officials of the Company on a date specified by the Company.

PAYMENT TERMS

Payment for procurement of the software will be made after successful installation of the software. Payment for AMC will be made on half-yearly basis from the 2nd year onwards.

(Please note that all the quoted fees will remain firm and valid for the next five years)

EXECUTION OF AGREEMENT

An agreement will be executed with the L1 vendor at the mutual terms and conditions.

TERMINATION OF CONTRACT

AYCL reserves the right to terminate this Contract without any prior notice.

AWARD OF CONTRACT

The contract will be awarded based on the highest marks obtained as per the below-mentioned schedule:

Part I - Technical Bid: 45 marks (1 point each for points mentioned in Clause D and E of "II. INFORMATION RELATING TO THE ENTITY".
Part II - Online Demonstration: 40 marks
Part III - Financial Bid: 15 marks (Lowest quote will get full marks and for each of the next higher quote viz. L2, L3, L4, etc. 3 marks will be deducted)

Total – 100 marks

SUBMISSION OF DOCUMENTS AND EMD

Interested bidders fulfilling the eligibility criteria prescribed hereinabove, may apply with these terms of reference on or before 3.00 p.m. on 20th November, 2023 along with all supporting documents, in a sealed envelope super scribing as "Offer for providing software solutions regarding maintenance of Structured Digital Database". The sealed offer should contain 2 (two) other sealed envelopes within: a) Techno-commercial offer along with acceptance of NIT terms including supporting documents fulfilling the eligibility condition and b) Price Bid in the given format on the last page of this advertisement and also Earnest Money Deposit (EMD) of Rs.500 (Rupees five hundred only) by Cheque/DD favouring Andrew Yule & Co. Ltd. payable at Kolkata. Each of the above offers should be submitted in separate sealed envelopes bearing "Techno-commercial offer" and "Price Bid" on them respectively. These sealed envelopes and the EMD should then be placed within the external sealed envelope as explained in the beginning of this paragraph and forwarded to the following address:

Ayan Dutta
Deputy Company Secretary
Andrew Yule & Co. Ltd.
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700001
Phone: 033 22428210/8550
Email: ayan.dutta@andrewyule.com

PROPOSAL FOR PROVISION OF SOFTWARE SOLUTIONS FOR COMPLIANCE WITH THE REQUIREMENTS UNDER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

NAME OF THE ENTITY: _____

I. DECLARATIONS RELATING TO THE MINIMUM ELIGIBILITY CRITERIA:

Sl. No.	Particulars	Entity's Response
1	The Entity is registered in India either as: • a Company under the Companies Act, 1956/2013 or • a Sole Proprietorship/Partnership Firm/ Limited Liability Partnership LLP. Documentary evidence to be provided.	_____ *<Please state whether Company or Sole Proprietorship or Partnership Firm or LLP>*
2	The Entity has been operational for a period of at least 3 years as on October 30, 2023. Documentary evidence to be provided.	_____ *<Mention Yes/ No>*
3	The software solution should be currently in use by minimum 3 (three) Listed Government entities. Documentary evidence to be provided.	_____ *<Mention Yes/ No, and provide names of listed Government entities, as below>* **Names of the Listed Government entities:** 1. 2. 3.
4	The entity should have an average annual turnover of Rs.20 lakh or more in the past 3 (three) financial years till 31st March, 2023. Documentary evidence to be provided.	_____ *<Mention Yes/No, and provide turnover of last 3 (three) financial years >* 1. 2022-23: 2. 2021-22: 3. 2020-21:

Sl. No.	Particulars	Entity's Response
5	The entity should have an average profit of Rs.2 lakh or more in the past 3 (three) financial years till 31st March, 2023. Documentary evidence to be provided.	_____ *<Mention Yes/No, and provide profit of last 3 (three) financial years >* 1. 2022-23: 2. 2021-22: 3. 2020-21:

II. INFORMATION RELATING TO THE ENTITY:

Sl. No.	Particulars	Entity's Response
A.	**Organisation's Details**	
1.	Year of establishment	
2.	Brief description about the Entity and to the Group, if any, it belongs to.	
3.	Registered Office and Head Office address	
4.	Places where branches, if any, are located	
5.	Annual Report / Financials of the Company/ Firm of the last 3 (three) financial years i.e. 2022-23, 2021-22 and 2020-21.	
6.	Name of the Software Solution	
7.	No. of Shareholders (if Company), No. of Partners (if Partnership Firm/LLP). Also, provide names of the Shareholders with percentage holding (if Company), name of the proprietor (if Sole Proprietorship Firm) and names of Partners (if Partnership Firm/LLP).	
B.	**Experience**	
1.	Number of years since the Software Solution is in operation	
2.	No. of Clients of Company with below bifurcation: **i) For the Software Solution being offered under this proposal:** • No. of Clients **ii) For other Software Solutions:** • No. of Clients	
C.	**Manpower**	
1.	No. of Directors (if Company)	

Sl. No.	Particulars	Entity's Response
2.	Total no. of Employees with following bifurcation: i) No. of employees in the software development team. ii) No. of employees in the customer support team. iii) No. of other employees.	
3.	Specify availability of the teams in terms of business days and business hours.	
D.	**Software related – Functional Requirements**	
1.	Briefly describe the various features and capabilities of the Software including the process flows involved for various activities that can be carried out in the Software.	
2.	For each of the processes at **D(1)** above, does the Software maintain complete audit trail with date and time stamp, and whether such audit trail can be spooled in the form of a Report for any given period?	
3.	Please mention the period for which the audit trail mentioned at **D(2)** above can be maintained.	
4.	Does the Software provide comprehensible compliance reports regarding defaulters, requests received, reporting made, holdings and annexure submissions? Is customization of reports from the system possible based on user requirements?	*<Mention Yes/No, and provide list of reports available with brief description>*
5.	Does the Software have the capability for entering trades of employees, directors, immediate relatives of employees/ directors, and such other persons as the AYCL would require?	
6.	Does the Software provide the facility to upload opening holdings of the employees/directors/ their immediate relatives/other relevant persons (either through excel uploads, or uploads shared by designated broker/Registrar and Transfer Agent (RTA)?	
7.	Does the Software provide the option to upload transaction files from designated broker through which (equity/debt etc.) trade details can be received for auto reporting of transactions?	

Sl. No.	Particulars	Entity's Response
8.	Does the Software have the capability to maintain an automated restricted securities list based on integration with the Front Office System and based on pre-set rules which will help in auto-rejecting any trading requests?	
9.	Does the Software have the option to upload a grey / restricted list?	
10.	Please provide the list of security types that can be created in the Software? Eg. equity shares, debt securities, derivatives, mutual funds etc. Please provide the list of transaction types that can be provided in the Software? Eg. Purchase, Sale, Switch, Systematic Investment Plan, Systematic Transfer Plan, Systematic Withdrawal Plan.	
11.	Does the Software allow to configure workflows for request approval where the request would flow from the employee to the prescribed authorities for approval before being routed to the Compliance Team/ CEO for approval? To how many such persons can the request flow for pre-clearance of the request before being routed to the Compliance team for approval?	
12.	Does the Software have the option for auto approvals and auto rejections based on pre-set rules?	
13.	Does the Software have the option to set workflow based on threshold limits?	
14.	Does the Software have the ability to generate reminder and notification emails for pending tasks/ defaults?	
15.	Does the Software have the option to configure holding/ contra period in days or months?	
16.	Does the Software have the option to set timelines for reporting? Eg Annexure for reporting should be submitted within 7 calendar days.	
17.	Does the Software have the capability to maintain a Structural Digital Database (SDD) as prescribed under the PIT Regulations to handle UPSI which would inter alia contain the nature of UPSI, names	

Sl. No.	Particulars	Entity's Response
	of such persons who have shared the information and also names of such persons with whom information is shared along with PAN or any other identifier authorised by law where PAN is not available, and has checks such as time stamping and audit trails to ensure non-tampering of the database? What is the process flow for recording of UPSI in the SDD? Is notice sent to the persons possessing UPSI to not transact in the securities for which the person has UPSI and to maintain due confidentiality?	
18.	Does the Software have the capability to notify the Compliance Team - whenever a pre-clearance request is submitted in the Software? - whenever UPSI is saved by any user? - whenever Reportings are made in the System? - such other activities for which the Compliance Team would require a notification.	
19.	Does the Software have the capability to automatically add such scrips to the Grey List for which any person has saved UPSI in the Software?	
20.	Does the Software have the option to capture details of any external parties with or by whom UPSI has been shared or received?	
21.	Does the Software have the option where the following annexures can be submitted through the Software? - Joining Declarations (including holding statement, list of immediate relatives, acknowledgement and undertaking of having read the Policy on Prohibition of Insider Trading) - Pre-Clearance Requests - Ongoing transaction reporting - Quarterly Declarations - Annual Declarations - Exit declarations - Such other declarations/ notices as required under the PIT Regulations	

Sl. No.	Particulars	Entity's Response
22.	Does the Software have the capability where the format for the various declarations/ annexures/ emails/ notifications can be prescribed by AYCL and modified as and when required?	
23.	Please provide the procedure to manage users i.e. create, update, allocate different profiles, reset users, etc.	
24.	Does the Software have the option to submit Trading Plans as provided for under the PIT Regulations?	
25.	Whether future regulatory changes in the software would be provided free of cost?	
E.	**Software related – Technical Requirements**	
1.	Can the Software be integrated with other systems? If yes, provide a list of such other systems with which the Software has been integrated in the past. Please explain the process of such integration - Whether through APIs or any other mode? - Whether upload of files received through other Applications is possible in place of integration?	
2.	Has the Software been ever integrated with the system of the Computer Age Management Services (CAMS) for automatically retrieving the details of transactions undertaken by the employees, directors and their immediate relatives and other relevant persons in the Schemes of Union Mutual Fund from the CAMS system? If yes, provide the names of such clients and the mode through which such integration was achieved.	
3.	Does the Software have the capability to have storage on premises or on private cloud infrastructure? Is the software required to be hosted on the Client's server or is it hosted by the Application Vendor?	
4.	Briefly describe the User Authentication Process. Eg. Employees will have user ID / password etc.	

Sl. No.	Particulars	Entity's Response
5.	Please provide latest Vulnerability Assessment and Penetration Testing (VAPT) Report.	
6.	Does the Software have a mobile application version?	
7.	Does the Software have an option where pre-clearance requests can be approved over email or mobile application?	
8.	Please provide the hardware requirements in relation to the Software.	
9.	Does the Software have a User Acceptance Test (UAT) environment?	
10.	Please mention the processes / activities within the Software for which maker checker process is available and processes/ activities where maker checker process is not available/ not applicable.	
11.	What is the estimated time that would be required for successful implementation of the Software? Please provide glidepath with timelines.	
12.	Describe the IT security procedures implemented including access control, in built systemic controls, system security, change management, incident and problem management, etc.	
13.	How often are the security reviews performed? Do the reviews encompass security configurations of all key databases, applications, and operating systems? Are security review results communicated and made readily available to client?	
14.	Please provide the periodicity and scope of system audits performed. Are reports on the same shared with the client?	
15.	Does the Software have the feasibility of remote access?	
16.	Please specify the frequency of system upgrades and release of patches.	
17.	How many changes/upgrades were carried out in the system in the last one year? (Give percentage breakup between new requirements and corrections).	
18.	What is the change management policy with regard to changes in the system?	
19.	Please specify the security measures with respect to malware and intrusion protection.	
20.	Is there a minimum or maximum limit for user IDs that can be added in the Software?	

Sl. No.	Particulars	Entity's Response
F.	**Customer Service**	
1.	Please describe the process of handling client relationship.	
2.	Please specify the mechanism to record client queries and track resolution.	
3.	What are the service levels and Turnaround Time (TAT) for client queries?	
4.	Please describe escalation matrix and process.	
5.	Would the Entity provide one-time training to all the users?	
G.	**Legal**	
1.	Please specify the indemnity clause that would form part of the agreement for any error or omission or unsatisfactory performance or breach of contract or loss of data and delay in timelines.	
2.	Whether the legal agreement has any clause on limitation of liability. If yes, provide details?	
3.	Whether there would be any subcontracting of any activity at the Entity's end. If yes, would the subcontractor be governed by the same terms and conditions applicable?	
4.	Whether there would be unambiguous confidentiality clauses in the legal agreement to ensure protection of data during the tenure of the contract and also after the expiry of the contract?	
5.	Whether the jurisdiction for any legal dispute would be the Courts of West Bengal?	
6.	Please provide the estimated time for completion of Service Level Agreements (SLA) and Operating Memorandum (OM).	
7.	Please provide details of any regulatory action that has been taken/any regulatory proceeding that is in process against the Entity/any shareholder (in case of Company)/any director (in case of Company)/proprietor (in case of a sole proprietorship)/any partner (in case of partnership firm and LLP).	
8.	Does the Software comply with applicable laws including but not limited to the below SEBI Regulations and Circulars, as applicable to Softwares: - Securities and Exchange Board of India (Prohibition of Insider Trading)	

Sl. No.	Particulars	Entity's Response
	Regulations, 2015 including the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2022 dated November 24, 2022 - SEBI circular no. SEBI/HO/ITD/ITD_VAPT/P/CIR/2023 /032 dated February 22, 2023 on 'Advisory for SEBI Regulated Entities (REs) regarding Cybersecurity best practices'. - SEBI circular no. SEBI/HO/ITD/ITD_VAPT/P/CIR/2023 /033 dated March 06, 2023 on 'Framework for Adoption of Cloud Services by SEBI Regulated Entities (REs)'. In case the Software does not comply with any requirement of the aforementioned Regulations and Circulars, please provide the details of the specific clauses which are not complied by the Software.	

III. CONTACT DETAILS:

(Please provide details of the official who can be contacted for queries, if any, in the proposal submitted by the Firm)

Name of Contact Person:
Designation:
Mobile Number:
Email ID:

FORMAT FOR PRICE BID

(To be printed in the letter head)

To,
Ayan Dutta
Deputy Company Secretary
Andrew Yule & Co. Ltd.
8, Dr. Rajendra Prasad Sarani,
Kolkata - 700001

Dear Sir,

This has reference to tender no. AYCL/GD/SDD/02/2023 dated 06.11.2023, we are pleased to submit the Price Bid in the below format:

Description	Basic Price in Rs. (a)	Annual Maintenance Charge [From 2nd year onwards] upto 5th year (b)	GST in (Rs.) (c)	Total in (Rs.) (a+b+c)
Charges for providing the software solution regarding maintenance of Structured Digital Database as per SEBI (PIT) Regulations, 2015				

Signature of the Bidder along with their Organization Seal: _____

-x-x-x-