

## ANDREW YULE & COMPANY LIMITED

(A Government of India Enterprise)

CIN: L63090WB1919GOI003229

Registered Office: "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata - 700 001

Tel.: (033) 2242-8210/8550; Fax: (033) 2242-9770;

E-mail: com.sec@andrewyule.com; Website: www.andrewyule.com

### **NOTICE INVITING TENDER**

**ANDREW YULE & CO. LTD.** invites Tender from Practicing Company Secretaries(PCS)/Firms for conducting Secretarial Audit and Annual Secretarial Compliance Audit for the Financial Year 2019-20 in two part system (**Techno-Commercial Bid and Financial Bid**), the details of which regarding eligibility criteria, scope of work, method of evaluation etc. are available in Annexures specified in list of Annexures. Interested PCS/Firms who comply with the eligibility criteria mentioned hereinafter, may quote as per the specified instructions furnished hereunder.

#### **A. Table of contents:**

<b>Sl.No.</b>	<b>Particulars</b>	<b>Page No.</b>	<b>Annexure No.</b>
1	(A) NIT Introduction & Index	1	
2	(B) Brief background of the Company	1	-
3	(C) Schedule of Tender (SOT)	2	-
4	(D) Minimum Eligibility Criteria	2-3	-
5	(E) Our Bank Details for making Online payment of Performance Security/Security Deposit	4	-
6	(F) List of Annexures	4	-
7	Important instructions for Bidders	5	Annexure-I
8	Detailed profile of the Firm	6	Annexure-II
9	Detailed Scope of Work	7	Annexure-III
10	General Terms & Conditions (including Evaluation Criteria)	8-10	Annexure-IV
11	Technical/Un-priced Bid Scoring Sheet	11-12	Annexure-V
12	Format of Financial Bid	13	Annexure-VI
13	Declaration of Non-ineligibility	14	Annexure-VII
14	Bid Securing Declaration	15	Annexure-VIII

Tender documents may be downloaded from AYCL website [www.andrewyule.com](http://www.andrewyule.com). Corrigendum, addendum or clarifications, if any, shall be hosted on the above mentioned website only.

#### **B. Brief Background of the Company:**

Andrew Yule & Company Ltd. (AYCL) is an Indian manufacturing and industrial conglomerate, with majority shareholding by Government of India and headquartered in Kolkata (formerly Calcutta). It became a Central Public Sector

Enterprise (CPSE) in 1979 and is presently having three major Divisions, viz. Engineering (having factory near Kolkata), Electrical (having factories in Kolkata and Chennai) and Tea (12 Estates in Assam and West Bengal). AYCL is a listed Company. The Annual Turnover of the Company is around Rs.300 Crores and more than 50% of it is generated from Tea business and the rest through other businesses of the Company i.e. electrical equipment manufacturing as Transformer, AVR's, Industrial Fans etc. as well as various service activities.

**C. Schedule of Tender:**

1.	TENDER NO.	AYCL/Secretarial Audit/19-20/1 Dated : 27.01.2020
2.	Date of availability of NIT to the Vendors for downloading.	27.01.2020
3.	Last date of submission of documents as per Annexure-I to Annexure-VIII	12.02.2020
4.	Date & time of opening of Part-1, Techno-Commercial bid	To be intimated to the eligible vendor separately by e mail as well as through corrigendum in website.
5.	Date & time of opening of Part-2, Financial Bid	To be intimated to the eligible vendor separately by e mail as well as through corrigendum in website.

**D. Minimum Eligibility Criteria:**

- a) The Lead Partner/Proprietor/Individual, under whose supervision Secretarial Audit and Annual Secretarial Compliance Audit of AYCL will be carried out, should have minimum Post Company Secretary(CS) Qualification Experience of 10 Years, out of which minimum 5 years should be in full time practice (without any break).
- b) He/ She should be Peer Reviewed by ICSI. The cut-off date for ascertaining experience will be 01.01.2020.
- c) The PCS/Firm or its Partners should have conducted Secretarial Audit of at least two Listed Companies.
- d) The Firm/PCS should not be banned/de-listed/barred from conducting any audit work in last three financial years (2016-17 to 2018-19) by any Central/ State PSU and/or Central/State Govt. Dept.
- e) The PCS/Firm should have Office in Kolkata.
- f) The PCS/Firm should have minimum two Active Partners in full time practice or the PCS/Firm should have minimum two full time employees, who are qualified Company Secretaries.
- g) The PCS/Firm or its partners or employees retained by them should have adequate knowledge and experience of the following laws for conducting Audit. They should be able to verify and certify compliance in respect of following:

- i. The Companies Act, 2013 (the “Act”), as amended and the rules made thereunder.
- ii. The Securities Contracts (Regulation) Act, 1956 (“SCRA”) and the rules made thereunder.
- iii. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- v. Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) including Annual Secretarial Compliance Report.
- vi. List of other Laws specifically applicable to AYCL -
  - a. Tea Act, 1953;
  - b. Plantation Labour Act, 1951 and Rules made thereunder;
  - c. Tea Marketing Control Order, 2003;
  - d. Food Safety and Standards Act, 2006;
  - e. Indian Electricity Act, 2003 and the Indian Electricity Rules, 1956;
  - f. Environment Protection Act, 1986 and Environment Protection Rules, 1986;
  - g. The Water (Prevention & Control of Pollution) Act, 1974 and Rules made thereunder;
  - h. The Air (Prevention & Control of Pollution) Act, 1981;
  - i. Public Liability Insurance Act, 1991 and Rules made thereunder.
- vii. List of all Labour Laws applicable to the Company.

**The bidders complying the Minimum Eligibility Criteria are only need to quote, both Technical & Financial Bid, needs to be submitted offline in a sealed covering envelope containing two separate sealed envelopes for both Technical and Financial Bid, super scribing on the envelopes with the words “Technical Bid” and “Financial Bid”.**

**\*Technical Bid comprising of** signed & sealed Annexures-II, III, IV, VII and VIII, Documents required as per Annexure-V with signature and seal and duly signed & stamped Cancelled/Photocopy of a Cheque leaf pertaining to Firm’s Bank Account.

**\*Financial Bid:-Annexure-VI**

**Technical and Financial Bids are required to be sent offline to Mr. Ayan Dutta, Assistant Company Secretary, Andrew Yule & Co. Ltd., “Yule House”, 8, Dr. Rajendra Prasad Sarani, Kolkata-700 001, in a sealed envelope super scribing as “Appointment of Secretarial Auditor and Annual Secretarial Compliance Auditor for the Financial Year 2019-20,” before the closing date and time of bid submission as mentioned hereinbefore. Any non-compliance with the**

**conditions will tantamount to rejection of the offer. As such, the documents mentioned as part of Technical Bid alongwith Price Bid should sent well in advance so that the chances of bid rejection on account of any postal/communication delay can be avoided.**

**A. Our Bank Details for making Online payment of Performance Security/Security Deposit:**

Bank Name and Address	United Bank of India, 10, Clive Row, Kolkata, West Bengal – 700001
IFSC Code	UTBI0NSR122
Account No.	0101050013341
Account Name	Andrew Yule & Company Limited

**B. List of Annexure:**

Annexure-I	Important Instruction for Bidders
Annexure-II	Detailed Profile of the Firm
Annexure-III	Detailed Scope of work
Annexure-IV	General Terms & conditions
Annexure-V	Technical/Un-priced Bid Scoring Sheet
Annexure-VI	Format for Financial Bid
Annexure-VII	Declaration for Non-Ineligibility
Annexure-VIII	Bid Securing Declaration

**ANDREW YULE & COMPANY LIMITED**

**Ref. Tender No. AYCL/Secretarial Audit/19-20/1**

**Important Instructions for Bidders**

1. The Price Bid of only technically qualified bidders will be considered for opening.
2. After opening of Price Bid of all technically suitable bidders, the specified weightage will be applied and the price bids of bidders apart from lowest bidders will be normalized as per the general terms and conditions Clause no.14 i.e. of Evaluation criteria.
3. Andrew Yule & Company Ltd. reserves the right to cancel or reject or accept or withdraw or extend the tender in full or part as the case may be without assigning any reason thereof.
4. The successful bidder will be required to submit Performance Security/Security Deposit of Rs.1000/- in the form of NEFT/RTGS, within 10 days of email notification sent from Corporate office regarding selection of the bidding Firm as Secretarial Auditor and Annual Secretarial Compliance Auditor for the Financial Year 2019-20 and refund of which (without any interest thereon) will be made only on successful completion of all jobs and the contractual period, unless forfeited for breach of any contract term, any lack of performance as may be decided by AYCL Management or damage to AYCL as may be relevant to the contract.
5. No deviation of the terms and conditions of the tender document is acceptable.
6. All notices / corrigendum to the bidder(s) will be available at the website of the Company [www.andrewyule.com](http://www.andrewyule.com) during the process till finalization of tender, all the prospective bidders are requested to be in touch with the website.
7. Offers to be kept valid for acceptance for 180 days from the due date of the Tender or as may be extended mutually thereafter.

**ANDREW YULE & COMPANY LIMITED****Ref. Tender No. AYCL/Secretarial Audit/19-20/1****Detailed Profile of the Intended PCS/Firms**  
**(This document should be dully filled up)**

<b>Sl.No.</b>	<b>Particulars</b>	<b>Details</b>
1	Name of the PCS/ Firm	
2	Address of Head Office	
3	Address of Branch, if any	
	a)	
	b)	
4	Phone No.	
5	Email ID	
6	Name of the Authorized Signatory of the Bid	
7	Contact No. of the Authorized Signatory	
8	Self attested copy of Membership Certificate issued by Institute of Company Secretaries of India/ Self attested copy of Certificate of Practice issued by Institute of Company Secretaries of India	
9	Self attested copy of Registration Certificate of PCS/Firm/ LLP issued by Institute of Company Secretaries of India.	
10	Self-attested copy of PAN Card of the PCS/Firm/LLP	
11	Self-attested copy of GST Registration Certificate(if applicable)	
12	No. of Partners along with the membership no. and name	
13	No. of qualified assistants with name and membership no.	
14	No. of semi qualified assistants, Management Trainee and other Audit staff	
15	Bank details of the bidder.	Bank Name: Branch Name & Address: IFSC Code:

I/we hereby certify that the particulars furnished by me/us above are true to the best of my/our knowledge and belief and mis-representations of facts will render me/us liable to my/our action as may be deemed fit by Andrew Yule & Co. Ltd. (General Division) & have the sole discretion to reject or accept my/our candidature.

**(Signature of the Authorized Signatory)**  
**Office Stamp/Seal**

Place :

Date :

**ANDREW YULE & COMPANY LIMITED**

**Ref. Tender No. AYCL/Secretarial Audit/19-20/1**

**Detailed Scope of Work**

**MAJOR AREAS OF AUDIT TO BE COVERED – 2019-20**

- i. The Auditor so appointed will first complete the Secretarial Audit as per requirements of law and then submit MR-3 and Annual Secretarial Compliance Audit Report as stipulated by SEBI. In addition they will provide a separate management confidential detailed report addressed to Board of Directors identifying deficiencies and corrective steps needed in respect of all the compliance areas covered above.
- ii. Role and responsibility of Directors and Independent Directors:  
PCS/ Firms or its partners or employees should be able to certify by a detailed examination that the role and responsibility are met and should be able to specifically identify specific actions needed to strengthen the processes to ensure that the Board Members are fully satisfied about legal compliances and their roles in respect thereof.
- iii. An additional important focus of PCS/ Firms can be Guarantee/ warranty to Independent Directors as well as Full time Directors that they are safe as legal compliance Audit will cover responsibility of :  
Directors Responsibility Statement in terms of Companies Act, 2013  
Responsibility of all independent Directors in terms of Companies Act, 2013  
Responsibility of Full time Directors arising in terms of :-
  - a. Companies Act, 2013
  - b. FEMA
  - C. SEBI
  - d. Other Specific Laws
- iv. PCS or Firm or its partners or employees will be expected to conduct an in-depth examination of all documents and records of the Company and to report that all laws applicable specifically to the Company have been duly complied with subject to observations contained in the report.

**(Signature of the Authorized Signatory)**

**Office Stamp/Seal**

Place :

Date :

**ANDREW YULE & COMPANY LIMITED****Ref. Tender No. AYCL/Secretarial Audit/19-20/1****General Terms & Conditions (including Evaluation Criteria)**

1. PCS/Firms are required to submit their detailed profile in the format enclosed in **Annexure-II**.
2. PCS/Firms fulfilling the minimum eligibility criteria and having the supporting documents as required as per **Annexure-V**, are only eligible to quote.
3. Any PCS/Firms already engaged in Secretarial Audit of Andrew Yule & Company Limited during the last Financial Year, 2018-19 are not to participate in this tender and in case of any such participation, the same will not be considered.
4. The financial bid should clearly mention the audit fee without GST in the prescribed format at **Annexure-VI**.
5. **Duration of the Contract:** Appointment of PCS/Firms will be for a period of one year (FY 2019-20) subject to satisfactory performance of the PCS/Firm, the tenure may be mutually extendable for two more years at same rate, terms and conditions.
6. Documents required as part of Technical Bid alongwith Financial Bid **both needs to be submitted offline in a sealed covering envelope containing two separate envelopes for both Technical and Financial Bid** to **Mr. Ayan Dutta, Assistant Company Secretary, Andrew Yule & Co. Ltd., "Yule House", 8, Dr. Rajendra Prasad Sarani, Kolkata-700001** subscribing on the envelope "Appointment of Secretarial Auditor and Annual Secretarial Compliance Auditor for the Financial Year 2019-20" by 12.02.2020.
7. **Minimum Fee Quote:** Minimum quote of Rs.1,00,000/- (Rupees One Lakh only in totality for the Financial Year 2019-20) has been fixed for the Annual Assignment and the prospective bidders will not be able to quote below the same.
8. **Resolution of disputes:** In the event of any dispute, question of difference arising during the contractual period i.e. upto March, 2021, efforts will be first made to settle the dispute by amicable settlement through discussion, failing which the decision of the Chairman and/or Director-Finance, Andrew Yule & Company Limited will be considered as final. All the disputes are subjected to Kolkata jurisdiction only.
9. **Assignment of Contract:** The bidder shall not assign the contract or any part thereof to anyone else.
10. **Obligation of the PCS/Firm:**
  - a) PCS/Firms undertake to perform the Services with the highest standards

of professional and ethical competence and integrity. The firm shall promptly replace any employees assigned under this Contract that the Client considers unsatisfactory.

**b)** PCS/Firms and his Personnel shall not, disclose any proprietary or confidential information relating to the Services, this Contract, or the Client's business or operations without the prior written consent of the Client during the term.

**11. Performance of the PCS/Firm:**

a) In case of unsatisfactory performance of PCS/Firm, considered by the Management, within the tenure of the contract for any reason thereof, the same shall be liable for penal action as decided by AYCL Management.

b) In case of discontinuation by the Firm/PCS selected, the additional cost (incidental/consequential) of engagement of fresh Audit Firm is to be borne by the defaulter Firm.

**12. Submission of Report:** Secretarial Audit Report and Annual Secretarial Compliance Audit Report should be prepared in strict compliance with the provisions of the Companies Act, 2013 (including any enactments or amendments made as may be applicable from time to time) and SEBI Regulations. A detailed Audit is expected to provide three Deliverables—

a. MR-3

b. Annual Secretarial Compliance Report as stipulated by SEBI

c. A separate management confidential **detailed** report

**13. Payment terms:** Bill is to be raised within a week of submission of Final Reports for the F.Y.2019-20 to Secretarial Department, AYCL and the same will be paid within 30 days.

**14. Evaluation Criteria:**

a) Composite score will be calculated by adding the weighted technical and financial bid score by applying the weightage of 60% and 40% to technical and financial scores respectively.

b) The bidder securing the highest composite score will be considered as the most responsive bidder and will be earmarked as L-1 bidder for award of subject work. However, AYCL here reserves the right for price negotiation with that Firm, if required. Calculation of Composite score will be as follows:

$$\text{Cs} = \text{Ts} \times 0.60 + \text{Fs} \times 0.40$$

**Where:**

i. Cs = Composite Score

ii. Ts = Technical Score

iii. Fs = Normalized Financial Score

iv. Ranks of Bidders of decided based on Composite Score.

c) Among the qualified bidders the bidder with lowest qualifying Financial bid will be awarded 100% financial score and financial score % of others will be reduced proportionately in comparison with their price quotes as

against the lowest quote. Thus, Financial Scores for bidders other than L-1 will be evaluated using the formula mentioned below:

**Fs (Normalized Financial score of the bidder)** =(Lowest Financial bid/Financial bid of the bidder) X 100 [adjusted to 2 decimal places]

15. In the event of the composite bid are in tie, the bidder scoring the highest Technical score will be adjudicated as the best value bidder for selection.
16. **Bid rejection terms and conditions:**
  - a) Bids received after the last date & time mentioned above.
  - b) Bidders not submitting the required documents as per the tender document.
  - c) Bidders not fulfilling the minimum eligibility terms and conditions as specified under relevant Clause.
  - d) Bidders banned/de-listed/debarred by any PSU/Govt. Dept. during last 3 years (included in Minimum Eligibility Criteria).
17. The bidders are required to give a declaration in Annexure-VII to the fact that the bidding Firm/Company has not been banned/de-listed/debarred by any PSU/Govt. Dept during last 3(three) years.
18. Offers to be kept valid for acceptance for 180 days from the due date of the Tender or as may be extended mutually thereafter.
19. The selected PCS/ Firms or it's employees/representative will not commit any criminal offence under the relevant Anti-Corruption Laws of India; further the selected Firm or it's Employees/Representatives will not use improperly, for purposes of competition or personal gain, or pass on to others, any information provided by AYCL as part of the Business relationship, regarding plans, technical proposals and business details including information contained or transmitted electronically.
20. The selected PCS/Firms and/or it's employee/representatives shall maintain utmost confidentiality at all the times (even beyond the contract/service period) of Information and/or data obtained from or about AYCL in connection to this tender as well as the service provided/to be provided (unless demanded in writing by any Govt./Statutory/Court of Law Authority).

**(Signature of the Authorized Signatory)**  
**Office Stamp/Seal**

Place :

Date :

**ANDREW YULE & COMPANY LIMITED**

Ref. Tender No. AYCL/Secretarial Audit/19-20/1

**Technical/Un-priced Bid Scoring Sheet**

Sl. No.	Qualification	Min Qualification (Marks=0)	Criteria for award of Marks	Maximum Marks	Documents to be submitted
1.	Experience of Lead Partner/ Proprietor/ Individual	10 years, out of which minimum 5 years should be in full time practice as on 01.01.2019 and a peer Review PCS	20 marks for 5 years, 2 marks for each additional completed year beyond 5 years.	30	Self attested copy of Membership Certificate issued by Institute of Company Secretaries of India/ Self attested copy of Certificate of Practice issued by Institute of Company Secretaries of India
2.	The Firm or the Partner(s)/Proprietor/ Individual conducted Secretarial Audit of at least two Listed Companies.	Listed Companies	20 marks for 2 listed Companies, 2 marks for each additional listed Company beyond 2 Companies.	30	Self-attested copy of work order issued of Secretarial Audit issued by Listed Companies.
3.	Active Partners/ Employee Strength	2 Active Partners/2 full time employees, who are qualified Company Secretaries.	9 marks for 2 Active Partners/2 full time employees, 3 marks for each additional partner/employee beyond 2.	15	No. of Partners along with the membership no. and name/No. of qualified assistants with name and membership no.
4.	Average Annual Turnover	Rs. 15 Lakhs or more from practice, in the last three Financial years till 31 <sup>st</sup> March, 2019.	10 marks for Rs. 15 Lakhs and 1 mark for each one lakh increment in average annual turnover beyond Rs. 15 lakhs.	20	Self attested copy of Annual Income Tax returns of the last 3 years i.e. for financial years 2016-17, 2017-18 & 2018-19

5.	Headquarters / Branch office at Kolkata from where the work related to AYCL will be conducted	Office in Kolkata	Full marks for Headquarters/ Branch office at Kolkata otherwise NIL.	5	Self attested copy of document showing location of Headquarters/ Branch Office at Kolkata
			<b>TOTAL</b>	<b>100</b>	

**ANDREW YULE & COMPANY LIMITED**

Ref. Tender No. AYCL/Secretarial Audit/19-20/1

**Format for submission of Financial Bid (on the letter head of the PCS/Firm)****Composite Fees for Secretarial Audit and Annual Secretarial Compliance Audit for the F.Y. 2019-20**

<b>Sl. No.</b>	<b>Location</b>	<b>Amount (Rs. in Lakhs)</b>
1	Composite Audit Fees	XXX
	<b>Total</b>	

**(Total Rupees..... Only)**

Signature: \_\_\_\_\_

Name &amp; Designation of the Authorized Signatory: \_\_\_\_\_

Seal of the Firm: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

- a) Local Conveyance, Boarding & Lodging for outstation trips will be provided by AYCL as per it's Travel Rules (Bidders need not quote).
- b) GST will be paid extra as applicable. Bidder need not quote.
- c) TDS will be deducted from payments as per applicable law.
- d) The above highlighted items will not be considered for bid evaluation.

**ANDREW YULE & COMPANY LIMITED**

**Ref. Tender No. AYCL/Secretarial Audit/19-20/1**

**Declaration of Non-Ineligibility (By the Bidder)**

I/We, M/s ..... (Name of bidder) hereby certify that  
I/we have not been banned/de-listed/de-barred from business by any PSU/Govt.  
Department during the last 03(three) financial years (2016-17 to 2018-19).

**(Seal & Signature of the Bidder)**

**ANDREW YULE & COMPANY LIMITED**

**Ref. Tender No. AYCL/Secretarial Audit/19-20/1**

**Bid Securing Declaration**

We, M/s ..... (Name of bidder) hereby declare that if we withdraw or modify our bids during the period of validity i.e. 180 days from the due date of the tender, or in case of selection, if we fail to either sign the contract or submit the performance security i.e. Rs.1000/- (Rupees One Thousand only) before the deadline defined in Sl. No. 4 of Important Instructions for Bidders in Annexure-I of the NIT, the tender inviting Authority i.e. Andrew Yule & Company Limited may suspend us from being eligible to submit bids for contracts with the Company till the completion of Financial Year 2020-21.

**(Seal & Signature of the Bidder)**