

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

TENDER NO. AYCL/GD/SECRETARIAL AUDIT/2025-26/01**DATE: 25.04.2025****NOTICE INVITING BIDS FROM PRACTICING COMPANY SECRETARIES (PCS)/FIRMS OF COMPANY SECRETARIES (FIRMS) FOR TAKING UP THE ASSIGNMENT OF CONDUCTING SECRETARIAL AUDIT OF ANDREW YULE & CO. LTD. (AYCL) FOR FINANCIAL YEARS 2025-26 TO 2029-30 (I.E. FOR 5 YEARS) UNDER COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Andrew Yule & Co. Ltd. (AYCL) invites applications from Practicing Company Secretaries (PCS)/Firms of Company Secretaries (Firms) for taking up the assignment of conducting Secretarial Audit of AYCL for financial years 2025-26 to 2029-30 (i.e. for 5 years) in two-bid system (Technical Bid and Financial Bid) by **Least Cost Method**, on the following terms.

A. SCHEDULE OF TENDER (SOT):

a.	NIT Number	AYCL/GD/Secretarial Audit/2025-26/01
b.	NIT Date and Time	25.04.2025 at 5.00 p.m.
c.	Mode of Tender	Offline submission of Part I - Technical Bid and Part II – Financial Bid.
d.	Date of publication of Tender through AYCL website	25.04.2025 at 5.00 p.m.
e.	Date of availability of NIT to the Vendors for downloading	25.04.2025 at 5.00 p.m.
f.	Last date of submission of Tender Document	13.05.2025 upto 3.00 p.m.
g.	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.
h.	Pre-bid meeting	05.05.2025 at 4.00 p.m. [Kindly send your request for attending the pre-bid meeting to ayan.dutta@andrewyule.com , before the given date]
i.	Date of opening of Part I - Technical Bid	13.05.2025 at 3.30 p.m.
j.	Date of opening of Part II - Financial Bid	To be intimated to the eligible bidder(s) separately by email.
k.	Validity of Rate	60 days

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

B. BRIEF BACKGROUND OF THE COMPANY:

Andrew Yule & Co. Ltd. (AYCL) is a listed Central Public Sector Enterprise (CPSE), under Ministry of Heavy Industries, Government of India. AYCL operates in three business verticals viz. Tea Division (Assam: 10 Tea Gardens and West Bengal: 5 Tea Gardens), Engineering Division in Kalyani, West Bengal and Electrical Division in Chennai. Further, to know more about the Company, please visit www.andrewyule.com.

C. SCOPE OF WORK:

The detailed Scope of Work is given in **Annexure-I** for understanding and ready reference.

D. MINIMUM ELIGIBILITY CRITERIA:

- a) The Lead Partner/Proprietor/Individual, under whose supervision Secretarial Audit of AYCL will be carried out, shall have continuous (without any break) experience of 10 (ten) years or more as whole-time PCS. The experience of lead partner/proprietor/individual shall be counted for eligibility criteria. The cut-off date for ascertaining the experience in whole-time practice will be 31.03.2025.
- b) Annual Turnover Rs. 15 lakh or more from practice, during the financial year 2023-24.
- c) The PCS/Firm should be Peer Reviewed by the Institute of Company Secretaries of India (ICSI) as per the provisions of SEBI (LODR) Regulations, 2015.
- d) The PCS/Firm should have conducted Secretarial Audit of at least 2 (two) Listed Companies either on BSE or NSE or both during the last 3 (three) financial years viz. 2022-23 to 2024-25.
- e) The PCS/Firm should not be banned/de-listed/barred from conducting any audit work in last 3 (three) financial years viz. 2022-23 to 2024-25, by any Central/State PSU and/or Central/State Govt. Dept.
- f) The PCS/Firm should have Office in Kolkata.
- g) The PCS should have minimum 2 (two) full time employees, who are qualified Company Secretaries or the Firm should have minimum 2 (two) Active Partners in full time practice.

E. TERMS AND CONDITIONS:

- (i) The appointment as Secretarial Auditor will be subject to the approval of the shareholders of the Company in the ensuing Annual General Meeting, as per the provisions of SEBI (LODR) Regulations, 2015, as amended.
- (ii) Audit shall be conducted/carried out in a time bound manner as per the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, as time being the essence of the contract.
- (iii) Secretarial Auditor shall review the status of the compliance required under the Companies Act, 2013, SEBI Act, 1992 and the rules & regulations made there under, the DPE guidelines on Corporate Governance and other compliances to the extent applicable on the Company, Secretarial Standards issued by ICSI and all other laws applicable to the Company for the time being in force.
- (iv) The tenure of appointment shall be for the financial years 2025-26 to 2029-30 (i.e. for 5 years).
- (v) The Company reserves the right to accept/reject any or all the offers without assigning any reason whatsoever thereof.
- (vi) Overwriting/correction/erase and/or use of white ink should be avoided in the Offer. However, if any overwriting/correction/erase is inevitable, the same should be

authenticated with the signature and seal of authorised person of applicant PCS/Firm.

- (vii) Documentary evidence(s) in respect of all the information sought from the applicant PCS/Firm must be furnished along with the proposal letter.
- (viii) All the pages of the proposal document shall be signed by the applicant with the seal and documents submitted along with the offer be authenticated by the authorised signatory of the applicant(s) with the seal.
- (ix) The proposal should be submitted strictly as per the terms and conditions laid down in the document.
- (x) AYCL may ask for any additional documents as may be required and if not submitted within the timeline indicated, when asked for, evaluation will be on the basis of documents submitted.
- (xi) To facilitate evaluation of bids, AYCL may, at its sole discretion, seek clarifications from any bidder. Such clarification(s) shall be provided by the bidder immediately without any delay within the prescribed time. If the bidder does not provide clarifications sought within the prescribed time, their bid shall be liable to be rejected.
- (xii) In the event of any dispute, question of difference arising during the contractual period, efforts will be first made to settle the dispute by amicable settlement through discussion, failing which the decision of the Chairman & Managing Director and/or Director (Finance), Andrew Yule & Company Limited will be considered as final. All the disputes are subjected to Kolkata jurisdiction only.
- (xiii) PCS/Firm shall have the prime responsibility to ensure that the maximum number of audit limits specified by ICSI are not violated.
- (xiv) Interested bidders fulfilling the eligibility criteria prescribed hereinabove are required to submit their bids, within the date and time mentioned in the SOT, in formats mentioned in Annexure-II (Technical Bid) and Annexure-III (Financial Bid), along with all supporting documents, in a sealed envelope super scribing as "Appointment of Secretarial Auditor for the financial years 2025-26 to 2029-30". The sealed offer should contain 3 (three) more sealed envelopes, super scribing with the words: a) "Technical Bid", b) "Financial Bid" and c) "Earnest Money Deposit (EMD)".

"Technical Bid" should contain signed and stamped copies of Annexure-II and IV along with all the requisite documents.

"Financial Bid" should contain signed and stamped copy of Annexure-III.

The offers to be forwarded offline, to the following address:

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

Any non-compliance with the conditions and modification of the formats will tantamount to rejection of the offer. As such, the documents mentioned as part of Technical Bid alongwith Financial Bid should sent well in advance so that the chances of bid rejection on account of any postal/communication delay can be avoided.

The name and address of the applicant PCS/Firm must also be mentioned on the body of the envelope containing the offer.

- (xv) Financial bid will be opened for only those bidders who will be meeting the minimum eligibility criteria mentioned herein above.
- (xvi) The eligible bidder, with lowest quotation in total for 5 years, will be selected as the L1 bidder.
- (xvii) In case, there is a tie of financial bids between two or more bidders, L1 bidder will be selected based on the highest number of years with the lowest quotation.
- (xviii) Offers received after the last date mentioned in SOT would not be considered.

F. DECLARATIONS BY PCS/FIRM:

The PCS/Firm shall have to furnish a declaration as mentioned in **Annexure-IV** along with submission of the Technical Bid.

G. DEBARRING PROVISIONS:

The PCS/Firm will be debarred from getting any kind of Secretarial work from AYCL, in future:

- a) If the PCS/Firm obtains the appointment on the basis of false information/mis-statement.
- b) If the PCS/Firm does not take up audit in terms of appointment letter.
- c) If the PCS/Firm fails to maintain/honour confidentiality and secrecy of the Company's data, statement and any other information.
- d) If the PCS/Firm fails to comply with any of condition laid down in clause D and E above.
- e) If the PCS/Firm exit from the assignment before the completion of the same as per scope of work.

H. INTERIM/FINAL AUDIT:

Secretarial Auditor shall conduct the Interim Audit on half yearly basis and submit the Interim Audit Report within 60 days from the end of the half-year and the final Secretarial Audit Report as per SEBI (LODR) Regulations, 2015, within 30 days from the end of the financial year.

I. AUDIT FEES:

There should be a composite audit fee (inclusive of out-of-pocket expenses) for the Secretarial Audit for each of the financial years from 2025-26 to 2029-30, in the format specified in **Annexure-III**.

J. PAYMENT TERMS:

Payment of the audit fees would be made after submission of the audit reports for each of the financials year.

SCOPE OF WORK

The scope of work for conducting the Secretarial Audit includes verification of the compliances under the following acts, rules, regulations and guidelines along with all the amendments thereto:

- (i) The Companies Act, 2013 and the rules made thereafter;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (v) The SEBI, Act, 1992 and the following regulations made thereunder;
 - (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (d) Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (e) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
- (vi) Secretarial Standards issued by "The Institute of Company Secretaries of India";
- (vii) The guidelines issued by the Department of Public Enterprises;
- (viii) Any other laws/regulations as may be applicable specifically to the Company;
- (ix) Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority; and
- (x) Any other specific activity as may be advised by the Audit Committee/ Board/Regulator(s)/Govt./management of AYCL etc., from time to time.

[Note: above is an illustrative (but not exhaustive) Scope of Work under Secretarial Audit above for understanding and ready reference.]

The Secretarial Audit Report for each of the financial year from 2025-26 to 2029-30 to be submitted strictly within the time frame as specified under law or any amendment thereto, following the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and any other applicable law and in the format as specified therein at the time of submission.

Acceptance of Scope of Work:

I/We hereby accept the scope of work for conducting the Secretarial Audit of Andrew Yule & Co. Ltd. for 5 (five) consecutive financial years from 2025-26 to 2029-30.

Place:
Date:

(Signature)
Name & Designation of the Authorised Signatory
Membership No.
Stamp of the PCS/Firm

Annexure-II

(On letter head of PCS/Firm)

PROFORMA FOR TECHNICAL BID

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

Part-A: General Information:

Sl. No.	Particulars	Details along with supportive documents
1.	Name of the Bidder	
2.	Address of Head Office	
3.	Address of Branch Office, if any	
4.	Address of Office at Kolkata	
5.	Phone No.	
6.	Email ID	
7.	Particulars of the authorized signatory: (i) Name (ii) Designation (iii) Contact Number (iv) Email id	
8.	Self-attested copy of PAN Card of the PCS/Firm	Documents: to be enclosed as Annexure-II(A).
9.	Self-attested copy of GST Registration Certificate (if applicable)	Documents: to be enclosed as Annexure-II(B).
10.	Bank details of the bidder	Bank Name: Branch Name & Address: Account No.: IFSC Code:

Part-B: Minimum Eligibility Criteria:

Sl. No.	Eligibility Criteria	Documents to be submitted	Information/ Documents provided
1.	The Lead Partner/Proprietor/Individual, under whose supervision Secretarial Audit of AYCL will be carried out, shall have continuous (without any break) experience of 10 (ten) years or more as whole-time PCS. The experience of lead partner/proprietor/individual shall be counted for eligibility criteria. The cut-off date for	Self-attested copies of Certificate of Practice issued by ICSI and approval letter from ICSI in respect of Firm's name.	No. of years in practice: _____ Documents: to be enclosed as Annexure-II(C).

	ascertaining the experience in whole-time practice will be 31.03.2025.														
2.	Annual Turnover Rs. 15 lakh or more from practice, during the financial year 2023-24.	Self-attested copies of Audited Balance Sheet and Profit & Loss Account (for Firms) and Annual Income Tax Return (for PCS) for the financial year 2023-24.	Annual Turnover of 2023-24: _____ Documents: to be enclosed as Annexure-II(D).												
3.	The PCS/Firm should be Peer Reviewed by the Institute of Company Secretaries of India (ICSI) as per the provisions of SEBI (LODR) Regulations, 2015.	Self-attested copy of the Peer Review Certificate.	Documents: to be enclosed as Annexure-II(E).												
4.	The PCS/Firm should have conducted Secretarial Audit of at least 2 (two) Listed Companies either on BSE or NSE or both during the last 3 (three) financial years viz. 2022-23 to 2024-25.	Self-attested copy of Secretarial Audit Report (Form MR-3) or Appointment Letter issued by at least 2 (two) Listed Companies during the last 3 (three) financial years viz. 2022-23 to 2024-25.	Details of the Listed Companies: <table border="1"> <thead> <tr> <th>Name of the Company</th><th>CIN</th><th>Listed on</th><th>Sec Audit in FY</th></tr> </thead> <tbody> <tr><td> </td><td> </td><td> </td><td> </td></tr> <tr><td> </td><td> </td><td> </td><td> </td></tr> </tbody> </table> Documents: to be enclosed as Annexure-II(F).	Name of the Company	CIN	Listed on	Sec Audit in FY								
Name of the Company	CIN	Listed on	Sec Audit in FY												
5.	The PCS/Firm should not be banned/de-listed/barred from conducting any audit work in last 3 (three) financial years viz. 2022-23 to 2024-25, by any Central/State PSU and/or Central/State Govt. Dept.	Self-declaration in this regard.	Documents: to be enclosed as Annexure-II(G) [in the given format].												
6.	The PCS/Firm should have Office in Kolkata.	Self-attested copies of document showing location of Office at Kolkata.	Documents: to be enclosed as Annexure-II(H).												
7.	The PCS should have minimum 2 (two) full time employees, who are qualified Company Secretaries or the Firm should have minimum 2 (two) active partners in full time practice.	Names and membership nos. of the employees/partners to be provided. Self-attested copy of the membership certificates to be provided.	1) Name: Membership No.: 2) Name: Membership No.: Documents: to be enclosed as Annexure-II(I).												

[Note: in case of conversion of proprietorship firm into partnership firm, the date of registration of proprietorship may be considered for calculation of total experience of partnership firm].

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. and have the sole discretion to reject or accept my/our candidature.

Place:
Date:

(Signature)
Name & Designation of the Authorised Signatory
Membership No.
Stamp of the PCS/Firm

Annexure-II(G)

(On letter head of PCS/Firm)

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

Declaration by PCS/Firm

I/We, M/s _____ hereby declare and confirm that I/we have not been banned/de-listed/barred from conducting any audit work in last 3 (three) financial years viz. 2022-23 to 2024-25, by any Central/State PSU and/or Central/State Govt. Dept.

Place:
Date:

(Signature)
Name & Designation of the Authorised Signatory
Membership No.
Stamp of the PCS/Firm

Annexure-III

(On letter head of PCS/Firm)

PROFORMA FOR FINANCIAL BID
(For conducting Secretarial Audit of AYCL)

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

Dear Sir,

This has reference to tender no. AYCL/GD/Secretarial Audit/2025-26/01 dated 25.04.2025, we are pleased to submit the Financial Bid in the below format:

Description	Audit Fee (Rs.) (a)	GST (Rs.) (c)	Total (Rs.) (a+b)
Audit Fee for conducting Secretarial Audit:			
for the financial year 2025-26			
for the financial year 2026-27			
for the financial year 2027-28			
for the financial year 2028-29			
for the financial year 2029-30			

*Audit Fee should be inclusive of out-of-pocket expenses.

Place:
Date:

(Signature)
Name & Designation of the Authorised Signatory
Membership No.
Stamp of the PCS/Firm

(On letter head of PCS/Firm)

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

Declaration by PCS/Firm

I/We, M/s _____ hereby declare and confirm that:

- i. I/we do not suffer from any disqualification as specified inter-alia under the provisions of the Companies Act, 2013, SEBI (LODR) Regulations, 2015, The Company Secretaries Act, 1980 and the rules or regulations made there under.
- ii. I/we am/are an independent PCS/Firm of the PCS and are at arm's length relationship with the Company.
- iii. Myself/the Firm and/or the partners of the Firm/employee (s)/associate member(s) has/have not been penalized by the ICSI/MCA/ROC any other Government Authority in any Disciplinary Proceedings during last 3 years.
- iv. Myself/the firm and/or partners of the firm /employee (s)/ associate member(s) s/are not engaged in practice otherwise or in any other activity which would be deemed to be in practice as per Company Secretaries Act, 1980 and all rules/regulations as applicable;
- v. constitution of the PCS/Firm as shown in the application is same as that in the ICSI records.
- vi. I/we, if appointed as Secretarial Auditor, will not cross the prescribed ceiling limits specified under the Companies Act, 2013 and rules made thereunder or by the ICSI.
- vii. I/we have read all the terms & conditions of the bid (i.e. tender no. AYCL/GD/Secretarial Audit/2025-26/01 dated 28.04.2025) and the instructions and these are acceptable to me/us. I/We am/are familiar with all the requirements of the bid.
- viii. I/we undertake to maintain absolute secrecy/confidentiality about the cases of the AYCL and confidentiality mentioned in the tender document.
- ix. we are aware that any false information provided herein will make our appointment as Secretarial Auditor (if appointed) liable for termination.

(Signature)

Name & Designation of the Authorised Signatory

Place:

Membership No.

Date:

Stamp of the PCS/Firm