

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 NO. AYCL/GD/SECRETARIAL AUDIT/2024-25/01
FOR TAKING UP THE ASSIGNMENT OF CONDUCTING SECRETARIAL AUDIT AND
ANNUAL SECRETARIAL COMPLIANCE AUDIT OF ANDREW YULE& CO. LTD. FOR
2 (TWO) FINANCIAL YEARS VIZ. 2024-25 AND 2025-26**

Andrew Yule & Co. Ltd. (AYCL) invites Tender from Practicing Company Secretaries (PCS)/Firms for taking up the assignment for conducting Secretarial Audit and Annual Secretarial Compliance Audit of AYCL as per the provisions of SEBI (LODR) Regulations, 2015, as amended, for 2 (two) financial years viz. 2024-25 and 2025-26 in two-bid system (Technical Bid and Financial Bid) by **Least Cost Method**, 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.

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

A. SCHEDULE OF TENDER (SOT):

a.	NIT Number	AYCL/GD/Secretarial Audit/2024-25/01
b.	NIT Date and Time	04.12.2024 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 websites	04.12.2024 at 5.00 p.m.
e.	Date of availability of NIT to the Vendors for downloading	04.12.2024 at 5.00 p.m.
f.	Last date of submission of Tender Document	19.12.2024 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	12.12.2024 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	19.12.2024 at 3.30 p.m.
j.	Date of opening of Part II - Financial Bid	To be intimated to the eligible vendor separately by email.
k.	Validity of Rate	60 days

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 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). The cut-off date for ascertaining experience will be 30.11.2024.
- b) Average Annual Turnover Rs. 15 lakh or more from practice, in the last 3 (three) financial years till 31st March, 2024.
- c) The PCS/Firm should be Peer Reviewed by the Institute of Company Secretaries of India (ICSI).
- d) The PCS/Firm should have conducted Secretarial Audit of at least 2 (two) Listed Companies.
- e) The PCS/Firm should not be banned/de-listed/barred from conducting any audit work in last 3 (three) financial years viz. 2021-22 to 2023-24, 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) 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.
- (ii) 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.
- (iii) The tenure of appointment shall be for 2 (two) financial years i.e. 2024-25 and 2025-26. The tenure may be renewed/extended after 2 (two) financial years at the sole discretion of the Company. However, it is expressly stated here that the said renewal is not to be construed as assured and the Company reserves the right not to re-appoint at its sole discretion without assigning any reason thereof.
- (iv) The Company reserves the right to accept/reject any or all the offers without assigning any reason whatsoever thereof.
- (v) 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.

- (vi) Documentary evidence(s) in respect of all the information sought from the applicant PCS/Firm must be furnished along with the proposal letter.
- (vii) 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.
- (viii) The proposal should be submitted strictly as per the terms and conditions laid down in the document.
- (ix) 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.
- (x) PCS/Firm shall have the prime responsibility to ensure that the maximum number of audit limits specified by ICSI are not violated.
- (xi) 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 and Annual Secretarial Compliance Auditor for the financial years 2024-25 and 2025-26". 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, IV and V along with 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 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.

- (xii) Financial bid will be opened for only those bidders who will be meeting the minimum eligibility criteria mentioned herein above.
- (xiii) The Company reserves the right to accept or reject any or all responses and to request additional submissions or clarification from one or more applicant(s) at any stage or

to cancel the process entirely at its sole discretion without assigning any reason whatsoever.

(xiv) 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. AUDIT FEES:

There should be a composite audit fee ((inclusive of out-of-pocket expenses) for the Secretarial Audit and Annual Secretarial Compliance Audit for each of the financial years 2024-25 and 2025-26, in the format specified in **Annexure-III**.

I. PAYMENT TERMS:

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

SCOPE OF WORK

The scope of work for conducting the Secretarial Audit and Annual Secretarial Compliance Audit includes verification of the compliances under the following acts, rules, regulations and guidelines:

- (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) The Securities and Exchange Board of India (Substantial Acquisition of Shares and takeovers) Regulations, 2011;
 - (b) The Securities and Exchanges Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
 - (e) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (f) The SEBI (Prohibition of Insider Trading) Regulations, 2015
- (vi) Secretarial Standards issued by "The Institute of Company Secretaries of India"
- (vii) Any other laws/regulations as may be applicable specifically to the Company.
- (viii) Any other Act/laws/ regulations as may be applicable or notified from time to time by the Competent Authority.
- (ix) Any other specific activity as may be advised by the Audit Committee/ Board/regulator(s)/Govt./management of AYCL etc., from time to time;
- (x) Guidelines on Corporate Governance for CPSEs, 2010 issued by Department of Public Enterprises.
- (xi) All other laws as applicable to the Company.

In addition to above, the Auditor shall be responsible to submit the following:

Sl. No.	Particulars of Works	Deliverable Timeline
1.	The Secretarial Audit Report in form MR-3 for FY 2024-25 and FY 2025-26	Within 60 days from the end of the respective financial year
2.	Annual Secretarial Compliance Audit of the Company for the FY 2024-25 and FY 2025-26.	Within 30 days from the end of the respective financial year

The said reports and certificates shall be submitted strictly within the time frame as specified above or as prescribed 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.

(On letter head of Practicing Company Secretary/Firm)

PROFORMA FOR TECHNICAL BID

To,
 Shri Ayan Dutta
 The 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/LLP	
9.	Self-attested copy of GST Registration Certificate (if applicable)	
10.	No. of Partners along with their names and membership nos.	
11.	No. of qualified assistants with their names and membership nos.	
12.	Bank details of the bidder	Bank Name: Branch Name & Address: Account No.: IFSC Code:

Part-B: Work Experience and others:

Sl. No.	Eligibility Criteria	Documents to be submitted
1.	The Lead Partner/Proprietor/Individual, under whose supervision Secretarial Audit and Annual Secretarial Compliance Audit will be carried out, should have minimum post Company Secretary (CS) Qualification experience of 10 years, out of which minimum 5	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.

	years should be in full time practice (without any break). The cut-off date for ascertaining experience will be 30.11.2024.	
2.	Average Annual Turnover Rs. 15 lakh or more from practice, in the last 3 (three) financial years till 31 st March, 2024.	Self-attested copy of Audited Balance Sheet, Profit & Loss Account and Annual Income Tax Returns of the last 3 (three) financial years i.e. 2021-22, 2022-23 and 2023-24.
3.	The PCS/Firm should be Peer Reviewed by the Institute of Company Secretaries of India (ICSI).	Self-attested copy of the Peer Review Certificate.
4.	The PCS/Firm should have conducted Secretarial Audit of at least 2 (two) Listed Companies.	Self-attested copy of work orders issued by Listed Companies.
5.	The PCS/Firm should not be banned/de-listed/barred from conducting any audit work in last 3 (three) financial years viz. 2021-22 to 2023-24, by any Central/State PSU and/or Central/State Govt. Dept.	Self-declaration in this regard.
6.	The PCS/Firm should have Office in Kolkata.	Self-attested copy of document showing location of Office at Kolkata.
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.

[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-III

(On letter head of Practicing Company Secretary/ Firm)

PROFORMA FOR FINANCIAL BID

(For conducting Secretarial Audit and Annual Secretarial Compliance Audit of AYCL)

To,
Shri Ayan Dutta
The 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/2024-25/01 dated 04.12.2024, 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 and Annual Secretarial Compliance Audit for the financial year 2024-25			
Audit Fee for conducting Secretarial Audit and Annual Secretarial Compliance Audit for the financial year 2025-26			

*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 Practicing Company Secretary Firm in original)

To,
Shri Ayan Dutta
The 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 shall not sub-contract the secretarial audit work,
- ii) My/Our secretarial audit team will work in strict confidence and will ensure that the data, statement and any other information in respect of the operation of AYCL will be dealt with strict confidentiality and secrecy.
- iii) Neither I/We, nor any of my/our partner/employee of the Firm is related to either Chairman & Managing Director or any Whole-time Directors or Part-time Directors, Key Managerial Personnel of AYCL within the meaning of the Companies Act, 2013 and I/we have Independence and arm's length relationship with them,
- iv) Neither I/We, nor any of my/our partner/employee of the Firm have any interest in the business of AYCL,
- v) My/Our Firm has not breached the maximum number of secretarial audit limits specified by ICSI.
- vi) My/Our Firm is free from any disqualification specified under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and never been debarred from performing such audit by any client/authority etc.
- vii) My/Our Firm have never been barred from practice by ICSI during the last 5 years.

(Signature)

Name & Designation of the Authorised Signatory

Membership No.

Stamp of the PCS Firm

Place:

Date: