

**EdCIL (India) Limited**  
**Registered Office: 5<sup>th</sup> Floor, Vijaya Building, Barakhamba Road, New**  
**Delhi -110001**  
**CIN: U74899DL1981GOI011882**

**BOARD SECRETARIAT**

**Tender No.EdCIL/CS-1/2024**

**Date: 26.03.2024**

**Sub: Inviting bids for Engagement of Delhi/ NCR based Practicing Company Secretaries/ Firm of Company Secretaries for carrying out Secretarial Audit of EdCIL (India) Limited for FY 2023-24.**

EdCIL (India) Limited was set up on 17<sup>th</sup> June 1981 as "Company" under the provisions of Companies Act, 1956. Govt. of India holds 100% equity stake in EdCIL (India) Limited. **EdCIL (India) Limited** is a **Mini Ratna Category-1 CPSE** continuously profit making and fast growing CPSE under Ministry of Education offering management and consultancy services in all areas of education and human resource development, both within India and overseas. The paid up capital of the Company is Rs. 20 crores. To know more about the Company, please visit our website: [www.edcilindia.co.in](http://www.edcilindia.co.in)

**EdCIL India Ltd intends to appoint reputed Practicing Company Secretary/ Firm of Practicing Company Secretaries as Secretarial Auditor for the Financial Year 2023-24 in accordance with the provisions of Companies Act, 2013.**

**(I) SCOPE OF WORK**

The illustrative (but not exhaustive) Scope of Work under Secretarial Audit is given in **Annexure-I** for understanding and ready reference.

**(II) Eligibility criteria for submission of Technical Bid**

1. The Lead Partner/Proprietor/Individual, under whose supervision the Secretarial Audit of EdCIL will be carried out, should have continuous (without any break) experience of 10 years or more in full time practice. The cut-off date for ascertaining experience will be 01.02.2024 and;
2. The PCS/Firm should have conducted Secretarial Audit of at least two Government Companies having a minimum of Rs 10 crores paid up capital or Companies having an annual turnover of Rs 300 crores in any of the last three financial years and;
3. Company Secretary Firm/PCS should have minimum two active partners/employees in full time practice who are qualified Company Secretaries and members of ICSI and;

4. The PCS/Firm should have an Average Annual Turnover of Rs 15 Lakhs or more, in preceding three financial years and;
5. The PCS/Firm should have their Head Office in Delhi/NCR.

Note:

1. The preceding three financial years will be a period from 01.04.2020 to 31.03.2023. Any assignment handled prior to 01.04.2020 or after 31.03.2023 will not be counted for evaluation purpose.
2. The PCS/PCS Firm (Bidder) qualifying the above eligibility criteria shall be considered for Financial Bid.

### **(III) Terms and conditions:**

- (i) **Validity of Appointment:** The appointment will be for conducting Secretarial Audit for the financial year 2023-24. The secretarial auditor may be re-appointed for the FY 2024-25 and/or 2025-26 at the sole discretion of EdCIL at the terms and conditions mutually agreed.
- (ii) **Completion of Audit:** The Secretarial Audit shall be completed within 15 days from the date of award of work. It is also expected that the Secretarial Audit has to commence within 7 days from the award of the work/contract, time being the essence of the contract and the Secretarial Audit report should be submitted as per the format (as near as possible) prescribed pursuant to Section 204(1) of the **Companies Act, 2013** and under Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
- (iii) **Place of Audit:** The audit work has to be conducted at the Corporate Office of the Corporation at EdCIL House, 18A, Sector 16-A, Noida-201301 (UP).
- (iv) **Payment Terms:** Payment will be released within forty-five days from the date of Board Meeting wherein Secretarial Audit Report is placed or upon submission of bill by the PCS/Firm after issuance of Secretarial Audit Report to the satisfaction of EdCIL, whichever is later. No advance payment shall be made for conduct of Secretarial Audit.
- (v) The Management of EdCIL reserves the right to reject all or any bids without assigning any reason(s), whatsoever.
- (vi) **Identification of Nodal Officer:** The successful PCS/Firm shall nominate a Nodal Officer, immediately on the award of the work/contract for timely and smooth interaction.
- (vii) **Dispute:** In case of any dispute arising during execution of contract, an amicable solution may be arrived at with discussion and reconciliation. However, in case of any dispute remaining unresolved, decision of CMD, EdCIL or his nominee will be final and binding on both the parties to the contract.
- (viii) The PCS/Firm satisfying/fulfilling above minimum criteria may download the Tender Document from [www.edcilindia.co.in](http://www.edcilindia.co.in)

- (ix) **Last date for submission of Technical Bid & Financial Bid:** Technical Bid and Financial Bid formats are enclosed as **Annexure-II** and **Annexure-III** respectively. The Technical Bid and Financial Bid duly signed on each page should be submitted along with supporting documents for eligibility wherever required and Covering Letter as per Form-A in separates sealed **envelopes super scribed as "Technical Bid" and "Financial Bid" for "Offer for conducting Secretarial Audit for the FY 2023-24" and should be dropped in the Tender Box kept at reception on or before 05/04/2024 by 5:00 p.m. at the following address:**

**EdCIL (India) Limited  
18A, Sector 16-A,  
Noida-201301 (UP)**

- (x) The bids shall be submitted in two pocket system i.e. Technical and financial bid. The technical bid shall consist of all technical details, financial bid shall indicate price for the services as per the scope of work mentioned in the Annexure-I & III.
- (xi) **Opening of Technical bid:** Technical Bids, unless any other date notified by EdCIL in its website, will be opened on **08/04/2024** at **12:00 noon** at our corporate office, Noida in the presence of applicants, who desire to be present there. The Technical Bids received after the specified date/time, incomplete/unsigned, in open envelope or by fax will not be considered and shall be rejected.
- (xii) **Opening of Financial Bid:** After evaluation of technical bids on pre-determined criteria, Financial Bids of technically qualified bidders only, will be opened in the presence of bidders, if they desire so. The Bidder who will quote the lowest fee (not less than Rs.1/-) would be considered for award of the mandate for conducting the work specified in Annexure-I and III.
- (xiii) Financial bid will be evaluated taking the total of two works specified in Annexure-I & III.

EdCIL reserves the right to cancel/restrict/ enlarge/modify/ postpone and/or extend the date of receipt/opening of Bid or withdraw the Bid notice without assigning any reason(s) whatsoever. In such case the bidders shall not be entitled to any form of compensation from the Company.

(Devendra K. Sharma)  
Company Secretary

**SCOPE OF WORK – SECRETARIAL AUDIT**

The broad scope of Secretarial Audit includes verification of the compliances under the following enactments, rules, regulations, and guidelines: -

- (i) The Companies Act, 2013 / Companies Act, 1956 and the rules made thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder;
- (iii) Secretarial Standards issued by “The Institute of Company Secretaries of India”;
- (iv) Guidelines on Corporate Governance 2010 applicable for CPSEs issued by the Department of Public Enterprises, Govt. of India, New Delhi.
- (v) Any other laws/regulations as may be applicable specifically to the company.

**Annexure-II**

**(On letter head of Practicing Company Secretary/Firm of Company Secretaries)**

**PROFORMA FOR TECHNICAL BID  
(For conducting Secretariat Audit of EdCIL (India) Limited)**

To  
The Company Secretary  
EdCIL (India) Limited  
EdCIL House, 18A, Sector-16A,  
Noida-201301 (UP)

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
1.	Name of the Practicing Company Secretary(PCS)/Firm of Company Secretaries(Firm): <ul style="list-style-type: none"><li>• Whether Partnership/Proprietorship/ Individual</li><li>• Name of the Lead Partner/Proprietorship / Individual/In charge</li><li>• Name(s) of the Contact person(s) and the Contact details</li></ul>	
2.	I. Date of Commencement of Practice as PCS II. Date of approval of name of the Firm from ICSI iii. Certificate of Practice (COP) Number/Registration Number Please Attach Documentary evidence: <ul style="list-style-type: none"><li>• Copy of Certificate of Practice or certificate from ICSI regarding date of commencement of practice as PCS; and/or</li><li>• Copy of approval letter from ICSI in respect of Firm's Name.</li></ul>	
3.	Details of Office(s): Address: Telephone No.s: Fax No.: E-mail: Website:	

4.	<p>Post Qualification Experience in full time practice of Lead Partner/Proprietor/Individual under whose supervision the Secretarial Audit of EdCIL (India) Limited will be conducted.</p> <p>(Please Attach Documentary evidence i.e. COP etc. and self -certification)</p>			
5.	<p>PAN No.</p> <p>GST Registration No.</p> <p>(Please Attach Documentary evidence)</p>			
6.	<p>Number of Secretarial Audits conducted in Government Companies.</p> <p>Please Attach Documentary evidence: Attach copy of work order</p>	S.No.	Name of the Company	Financial Year for which Secretarial Audit conducted
7.	<p>Number of active Partners in the Firm or Number of employees with PCS, who are qualified Company Secretaries and members of ICSI:</p> <p>(Please attach details including name, membership no., experience etc. of active partner/employee)</p>			
8.	<p>Average Annual Turnover of the PCS/Firm in preceding three financial years based on ITR/ Balance Sheet.</p> <p>(Please Attach Documentary evidence)</p>			
9.	<p>Any other relevant information</p> <p>(Please Attach separate sheet, if required).</p>			

Declaration:

1. All the information provided by me/us herein above is correct.
2. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure.
3. I/We have read all the terms & conditions of bid and the instructions, and these are acceptable to me/us.

Signature\_\_\_\_\_

Name & Designation of the Authorised Signatory\_\_\_\_\_

Stamp of the PCS/Firm\_\_\_\_\_

Date: -----

Place-----

**Annexure-III**

**PROFORMA FOR FINANCIAL BID  
(For EdCIL (India) Limited)**

To  
Company Secretary  
EdCIL (India) Limited  
EdCIL House, 18A,  
Sector 16A,  
Noida-201301 (UP)

(PRICE BID)  
Schedule of  
Rates

<b>S. No.</b>	<b>Description</b>	<b>Lump sum Price(Rs.)</b>
A.	Secretarial Audit Fee (Fixed amount) (inclusive of all charges, out of pocket expenses etc.) for a F.Y.	
B.	Certificate of Compliance of Conditions of Corporate Governance as required under DPE Guidelines on Corporate Governance, 2010 for a F.Y.	
	Total Amount Payable Amount in figures	
	Amount in Words	

Note:

1. The above quoted amount is exclusive of all taxes and duties and remains firm during the period of the contract.
2. In case of any discrepancy in figures or words, preference shall be given to the amount expressed in words.

Signature-----

Name & Designation of the Authorized Signatory-----

Stamp of the PCS/Firm-----

Date-----

Place-----



**Form – A**

**(On letter head of Practicing Company Secretary/Firm of Company Secretaries)**

To,

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

**Company Secretary,**  
EdCIL (India) Limited,  
EdCIL House, 18A, Sector-16-A,  
Noida-201301, (UP)

Dear Sir,

We, the undersigned, offer to provide the Secretarial Audit services for Financial Year 2023-24 in accordance with your tender enquiry dated ....., and hereby submit our Proposal, which includes:

- a) Technical Proposal (**Annexure- II**) enclosed under a separate sealed envelope.
- b) Financial Proposal (**Annexure -III**) enclosed under a separate sealed envelope.

We hereby declare that all the information and statements made in this Proposal are true and accept that any misinterpretation contained in it may lead to our disqualification. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure.

We hereby confirm:

- (a) that I am/any partner of the firm or the Firm is not related to any of the Directors or KMPs of the Company within the meaning of Companies Act, 2013 and Rules made there under.
- (b) that neither the firm/proprietorship nor its Partners or Associates have interest in the business of the Company.
- (c) that the appointment / re-appointment will be within the applicable maximum limit as per the provisions of the Companies Act,2013.
- (d) that no partners/ employee of the firm has been held guilty of professional misconduct by ICSI.

The prices quoted by us in the Financial Proposal (**Annexure - III**) are valid till six months from the date of submission of the quotation. We confirm that this proposal will remain binding upon us and may be accepted by you at any time before the expiry date.

Prices have been arrived independently without consultation, communication, agreement or understanding (for the purpose of restricting competition) with any competitor.

I/ We agree to bear all costs incurred by us in connection with the preparation and submission of the proposal and to bear any further pre-contract costs.

I/We agree to provide all additional information/clarification/documents as may be required by the Company in connection with the processing of proposal.

I/We understand that EdCIL (India) Limited is not bound to accept the lowest or any proposal or to give any reason for award, or for the rejection of any proposal.

I confirm that I have authority of [Insert Name of the Agency/Firm] to submit the proposal and to negotiate on its behalf.

I/We have read all the terms & conditions of bid and the instructions and these are acceptable to me/us.

Signature\_\_\_\_\_

Name & Designation of Authorized Signatory\_\_

Stamp of PCS /Firm\_\_\_\_\_

Date: -----

Place: -----