

Invitation for Expression of Interest

Uttar Pradesh Jal Vidyut Nigam Limited

Room No. 1207, 12th Floor, Shakti Bhawan Extn., 14, Ashok Marg, Lucknow-226001

The company invites the expression of interest in form of open offer from Company Secretaries in Practice for Secretarial Audit and Certification of the Annual Return of the Company for Financial Year 2017-18, 2018-19 and 2019-20. The detailed advertisement is attached herewith The Last date for receiving the bid is 05 September, 2020.

Sd/-

Company Secretary

asf

UTTAR PRADESH JAL VIDYUT NIGAM LIMITED

[Registered Office: Room No. 1207, Shakti Bhawan Ext., 14, Ashok Marg, Lucknow

CIN No: U31901UP1985SGC007135

Website: www.upjvn.org

No. 2701 /CS/2020

Date: 26 August, 2020

1. Eligibility criteria for submission of bid

- a) The Practicing Company Secretaries firm (Proprietorship/Partnership/LLP) should be registered for a minimum period of 7 years as per records of ICSI.
- b) Average Annual Turnover of the PCS Firm should be atleast Rs. 5 Lakhs for last 3 Years.
- c) Practicing Company Secretary Firm should have conducted Secretarial Audit of atleast 2 PSEs during the period of last 3 years.
- d) Practicing Company Secretary Firm should not have been debarred/disqualified/black listed by any regulator/statutory body or Government entity or any International/National agency for corrupt or fraudulent practices.

Note:- Documentary evidence (s) in support of above is required to be submitted. Proposals without the required documentary evidence (s) shall not be considered for evaluation.

2. Terms and Conditions:

- a) All the pages of the application document shall have to be signed by the applicant firm(s) with the Firm's seal and documents submitted alongwith the application. Offer shall also have to be authenticated by the authorized signatory of the applicant firm(s) with the Firm's seal.
- b) Documentary evidence(s) in respect of all the information above by the applicant Firm(s) must be furnished along with the application.
- c) Overwriting/correction and/or use of white ink should be avoided in the offer, However, if any overwriting/correction is inevitable, the same should be authenticated with the signature & seal of authorized person of applicant Firm.
- d) The application must be sealed and super-scribed with "Application for Appointment of Secretarial Auditor." The Name & Address of the Applicant Firm must also be mentioned on the envelope. Offers submitted in any other form shall not be considered.
- e) The Offer in the Prescribed Format at **Annexure-I** can be submitted in physical form to following address:
Company Secretary,
UP Jal Vidyut Nigam Limited (UPJVNL),
12th Floor, Shakti Bhawan Extension,
14, Ashok Marg, Lucknow-226001
Ph No. 0522-2287107
- f) The sealed application should be submitted in the office of above mentioned upto 05 September, 2020. Applications received after this date shall not be considered.
- g) The proposal should be submitted strictly as per the terms & conditions laid down in the document.
- h) UP Jal Vidyut Nigam Limited reserves the right to accept or reject all or any 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.

ADD

3. Compliances/Declarations/Certificates by Firm (s) on Appointment:

- a. The PCS Firm(s) shall have to comply with and furnish declarations and certificates as required under Statutory/Company rules, upon appointment as PCS firm(s).
- b. The PCS firm shall not sub-contract the secretarial audit work.
- c. The 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 the Company is dealt with strict confidentiality and secrecy.
- d. No partner of the PCS Firm should be related to either Managing Director or any Whole Time Directors or Part Time Directors or Key Managerial Personnel of the Company within the meaning of the Companies Act, 2013.
- e. Neither the PCS Firm nor its partner (s) or associates should have any interest in the business of the Company.
- f. The Secretarial Auditor (s) will be required to issue & submit certificate of Independence and arm's length relationship.
- g. PCS Firm shall have prime responsibility to ensure that the maximum number of audit limits specified under Companies Act, 2013 and rules/regulations/guidelines issued by Institute of Company Secretaries of India (ICSI) are not violated.
- h. The PCS Firm shall be free from any disqualification under the Companies Act, 2013 & code of conduct guidelines issued by ICSI and other applicable laws or rules or regulations applicable for the time being in force.

4. Debarring Provisions:

The Audit Firm will be debarred from getting in future, the Secretarial Audit of Uttar Pradesh Jal Vidyut Nigam Limited:-

- a) If the PCS Firm obtains the appointment on the basis of false information/misstatement.
- b) If the PCS Firm does not take up audit in terms of appointment letter.
- c) If the PCS Firm fails to maintain/honor confidentiality and secrecy of the data, statement and any other information.

5. Tenure & Fees

The Audit Firm shall be appointed for a period of 3 years subject to review by UP Jal Vidyut Nigam Limited annually and compliance of all the above conditions each year. The decision of UPJVNL in relation to the annual review shall be final. The fees quoted by the firm in Annexure-I shall be for Secretarial Audit and Certification of Annual Return for Financial Year 2017-18 on which 10% escalation shall be provided each year. No TA/DA shall be admissible.

6. Evaluation Mechanism

- a. Application will be evaluated by a Committee constituted by Managing Director, UP Jal Vidyut Nigam Limited.
- b. UP Jal Vidyut Nigam Limited has the right to appoint any individual/organization as an expert member of this committee as long as the particular person does not have any conflict of interest in the entire process.
- c. UP Jal Vidyut Nigam Limited has the right to share the contents of the applications with the experts or consultants appointed for the purpose of evaluation of the applications, as the case may be.

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7. Criteria for awarding marks

S. NO.	PARAMETER	MAX MARKS	MARKING SYSTEM
1.	Total Experience of the firm and the partners	60	a. 50 marks for minimum 7 years b. 5 Additional marks for another 3 years c. 5 Additional marks for experience more than 10 years. <i>Experience shall be calculated on basis of Certificate of Practice issued by the ICSI.</i>
2.	Experience and knowledge in Public Sector companies	20	a. 10 marks for minimum Secretarial Audit conducted in 2 PSUs in last 3 years. b. 10 Additional marks for Secretarial Audit conducted in more than 2 PSUs in last 3 years.
3.	Turnover of the Firm	20	a. 10 marks for Average Annual Turnover of the Practicing Company Secretaries Firm upto 5 Lakhs in last 3 years. b. 5 Additional marks for Average Annual Turnover more than 5 Lakhs upto 10 Lakhs in last 3 years. c. 5 Additional marks for Average Annual Turnover more than 10 Lakhs in last 3 years.
Total Marks		100	

Score will be calculated for all technically qualified Firms using the following formula:

$$S = (T/T \text{ HIGH} \times 70) + (C \text{ Low}/C \times 30)$$

Where:

S = Score of the Firm

T = Technical score of the Firm

T High = Highest Technical score among the Firms

C = Quote as provided by the Firm

C Low = Lowest Quote of C among the Firms

8. Scope of Work-Secretarial Audit

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

- The Companies Act, 2013 and the rules made thereunder;
- Secretarial Standards issued by "The Institute of Company Secretaries of India."
- Any other Act/laws/regulations as may be applicable or notified from time to time by the Competent Authority.
- Any other specific activity as may be advised by the Audit Committee/Board/Regulator (s)/Government. /Management of the Company from time to time.

Secretarial Audit shall be conducted/carried out in time bound manner as per the Companies Act, 2013 and rules made thereunder. It is expected that the Secretarial Audit Report should be submitted at the earliest as per the format prescribed under Rule No. 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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(On the letter head of Practicing Company Secretary Firm)
APPLICATION FOR APPOINTMENT OF SECRETARIAL AUDITOR
& CERTIFICATION OF ANNUAL RETURN

To,

Company Secretary,
Uttar Pradesh Jal Vidyut Nigam Limited
Room No. 1207, 12th Floor,
Shakti Bhawan Extension,
14, Ashok Marg, Lucknow 226001 (UP)
Email id:- cs@upjvn.org
Phone:- 0522-2287107

1. Eligibility

S. N.	Eligibility	Status along with documentary proof
1.	Total Experience of the firm and the partners	
2.	Experience and knowledge in Public Sector Companies (last three years 2016-17, 2017-18 & 2018-19)	
3.	Turnover of the Firm (last three years 2016-17, 2017-18 & 2018-19)	
4.	Past experience of Secretarial Audit	
5.	Copy of Income Tax Return (last three years 2016-17, 2017-18 & 2018-19)	
6.	Copy of PAN Card of Firm	
7.	Copy of Certificate of Practice issued by ICSI	

2. Quote

Description	Amount (Rs.)
Professional Fees for Secretarial Audit for the Financial Year 2017-18 (Fees is exclusive of GST)	
Professional Fees for Certification of Annual Return for the Financial Year 2017-18. (Fees is exclusive of GST)	

Signature-

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

Membership Number Stamp of the PCS Firm-.....

Place:.....

Date:.....

ASD