

Ref. No. : BVFCL/CS/ 187/118

1st September, 2021

**Notice Inviting Tender (NIT) for appointment
of Secretarial Auditor for the financial year 2020-21.**

Dear Sir,

The Brahmaputra Valley Fertilizer Corporation Limited invites the Notice Inviting Tender (NIT) from the interested PCS/Firm for appointment of Secretarial Auditor for the financial year 2020-21.

The Notice Inviting Tender (NIT) documents containing details terms and conditions are enclosed. These documents are also available at the website of the corporation at www.bvfcl.com.

In case you are eligible for the above work, it is requested to submit your sealed quotation in compliance with the terms and conditions stated in the enclosed bid documents on or before 3.00 PM of 20th September, 2021.

The NIT proposals will be opened on 20th September, 2021 at 3.30 PM. At the Registered Office at Namrup, P.O.; Parbatpur, Dist: Dibrugarh (Assam)-786623.

For any enquiry the office of Company Secretary, Brahmaputra Valley Fertilizer Corporation Limited may be contacted at phone no. 0374-2500618 or email id: rk Gupta@bvfc.co.in

Company Secretary

BRAHMAPUTRA VALLEY FERTILIZER CORPORATION LIMITED

(A Govt. of India undertaking)

CIN: U24123AS2002GOI06786

Registered and Corporate Office: Namrup, P.O.: Parbatpur, Dist : Dibrugarh -786623
(Assam)

Telephone: + 91 3742500618 / 249

Email: rkgupta@bvfc.co.in ; Website: www.bvfc.co.in

Company Secretariat Department

Sub : - Enquiry of Notice Inviting Tender (NIT) for appointment of Secretarial Auditors for the financial year 2020-21

1. OBJECTIVE

The Brahmaputra Valley Fertilizer Corporation Limited (BVFCL) is a wholly owned Central Public Sector Undertaking (CPSU) by Govt. of India engaged in the manufacturing and marketing Fertilizers, is located in Namrup, P.O.: Parbatpur, District Dibrugarh, Assam. It has annual installed capacity to manufacture Urea 5.10 Lacs MT. During the financial year 2018-19, the turnover of the Company was Rs. 460.84 crores. Authorised Share Capital is Rs. 510 crores and Paid Share Capital is Rs. 365.83 crores.

1. As per the guidelines on Corporate Governance for CPSUs 2010 issued by the Govt. Of India, Ministry of Heavy Industries and Public Enterprises, New Delhi, BVFCL is required Certificate of Compliance of Corporate Governance;
2. As per the Clause V of the Corporate Governance Voluntary Guidelines, 2009 issued by Ministry of Corporate Affairs, Secretarial Audit Report is required to be carried out by the BVFCL.

Besides, as per the provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company may get the Secretarial Audit by Company Secretary in practice. Hence, this expression of interest is called for.

The Secretarial Audit Report and Certificate of code of Corporate Governance guidelines issued by DPE are addressed to Members of the company and form part of the Director's report under the provisions of the Companies Act, 2013 and rules made thereunder. Every qualification, reservation or adverse remarks or disclaimer made in the Secretarial Audit Report shall be explained/ comment by the Board of Directors of the company in the Director's Report.

2. SCOPE OF SECRETARIAL AUDIT

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

- (i) The Companies Act, 2013 and the rules made thereunder ;
- (ii) The Memorandum of Association and Articles of Association of the Company;
- (iii) Secretarial Standards issued by "The Institute of Company Secretaries of India (ICSI)".
- (iv) Guidelines on Corporate Governance for Central Public Sector Enterprises, 2010 issued by Department of Public Enterprises (DPE).

- (v) Corporate Governance Voluntary Guidelines, 2009 issued by the Ministry of Corporate Affairs(MCA)
- (vi) Any other Act/ Laws/Regulation as may be applicable on BVFCL.

3. Eligibility:

The Practicing Company Secretary (PCS) / Firm of Company Secretaries (Proprietorship /Partnership/Limited Liability Partnership) proposes to apply for appointment as Secretarial Auditor for the FY 2020-21 should satisfy the following eligibility criteria:

- a) The practicing Company Secretary (PCS)/ Firm of Company Secretaries (Proprietorship /Partnership/Limited Liability Partnership) shall have valid membership number issued by the Institute of Company Secretaries of India (ICSI).
- b) The Practicing Company Secretary (PCS) / Firm of Company Secretaries (Proprietorship /Partnership/Limited Liability Partnership) should have minimum three years of continuous practicing experience (without any break) as Practicing Company Secretary.
- c) PCS/Firm should have their office or their branch in Assam.
- d) PCS and/or firm should have infrastructure to carry out secretarial audit.
- e) The Audit firm/PCS must not sub-contract the work.
- f) The audit firm/PCS shall certify that neither the firm nor any of its partners have any interest in the business of the Company.
- g) The appointee Firms/PCS shall have valid GST registration, PAN and firm registration with ICSI.
- h) The appointee firm/PCS before appointment shall certify that if appointed as Secretarial Auditor, it will not exceed the limits specified under the Companies Act, 2013 and rules made thereunder, if any.
- i) 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 location/ work centre/ Company is dealt with strict confidentiality and secrecy.
- j) The Secretarial auditor(s) will be required to issue & submit certificate of Independence and arm's length relationship.

k) Selection Criteria:

Sl No.	Selection Criteria	Points to be allocated	Maximum points
1	Experience for practice (no. of years)	2 point for every completed year of Firm's Registration	10
2	No. of partners in the Firm who are with the Firm for a minimum period of two years as on date of application	2 point of each partner	8
3	No of Audit staff on roll	1.5 point for every qualified Article	6
		1 point for every semi qualified Article	4
		1 point for every audit assistant/clerk	4
4	Experience of PCS/ Firm as	2 point for each completed	8

	Secretarial Auditor in CPSU (Central Public Sector Undertaking)	year Secretarial Audit of a CPSU	
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Total Marks allocable = 40

4. Terms and Conditions

- a) The Financial Bid of only those Firms who qualify in the Technical Bid, shall be opened. The Secretarial Audit fee for the year 2020-21 shall be quoted by eligible PCS/firm and the work shall be awarded to the firm who is eligible and selected as per BVFCL norms. The Fee quoted should be in separate sealed envelope and super-scribed with '*Appointment of Secretarial Auditor for the year 2020-21 - Financial Bid*'.
- b) The Secretarial Audit will be conducted for the Financial Year 2020-21 at the Registered Office of the Company at Namrup;
- c) The party selected for the above job may be continued for three years with the same fees and terms and conditions based on the satisfactory performance of the PCS/Firm. Company reserves the right not to re-appoint at its sole discretion without assigning any reason thereof.
- d) Overwriting/corrections/or use of white ink should be avoided in the proposal. However, if any overwriting /correction are inevitable, the same should be authenticated with the Signature & Seal of authorized person of applicant firm.
- e) The bidder will not be allowed to withdraw his/ her offer once the NIT is submitted.
- f) All the pages of the proposal document shall have to be signed by the applicant firm(s) with the firm's seal and documents submitted along-with the offer shall also have to be authenticated by the authorized signatory of the applicant firm(s) with the firm's seal.
- g) The successful bidder shall provide their consent for acceptance within 7 days of communication from the Company. It is expected that the awarded work should be completed within one month from the date of award of work.
- h) All the Bidders shall also attach documents pertaining to Income Tax PAN No., GST No. with complete address of the firm and telephone/ fax number, email ID along with the Technical Bid.
- i) Payment shall be released within 30 days after completing awarded work.
- j) During the course of audit, BVFCL will provide the following :
 - Reimburse 2nd AC Rail Fare (to and fro) as travelling expenses to Proprietor of the Firm, subject to submission of relevant travelling documents.
 - Local transport facility in Namrup.
 - Free lodging and boarding at Company's guest house at Namrup.
 - Local transport at originating destination, the reimbursement (to & fro) shall be limited to auto charges @Rs. 200/- to Audit Staff and Rs. 300/- for Partner /Proprietor by tax or actual, whichever is less, on production of documentary evidence.
- j) While submitting the Secretarial Compliance Report and Certificate on Corporate Governance, Proprietor of the Firm shall visit at Namrup for discussion with the management.
- k) The above Report and Certificate shall be submitted by the Firm within a period of one month from the date of issue of the appointment letter.
- l) The Report/Certificate should be submitted to the management along with necessary remedial suggestions for taking corrective actions, if any.
- m) The Bidder shall furnish a declaration in the Technical Bid as per the followings:

DECLARATION/ACCEPTANCE

I _____ S/o Shri. _____ working as _____ in (name of the PCS I firm/ firm address in full), hereby solemnly affirm and declare that I have been authorized by the firm to sign the NIT proposal. I hereby declare and certify through the firm that I have accepted all the terms & conditions mentioned in this NIT and I shall abide by all the terms & conditions of NIT/work award letter in the event of acceptance of my/our NIT.

Signature of Authorized Person of the firm/ Proprietor
etc. with seal & Stamp

Name:

Designation:

Membership

Place:

No.

Date :

5. Mode Of Submission

- A) NIT document should be addressed to "The Company Secretary, Brahmaputra Valley Fertilizer Corporation Limited (BVFCL), Namrup, P.O.: Parbatpur, Dist. Dibrugarh - 786623 (Assam), mentioned on the envelope *"Notice Inviting Tender for appointment as Secretarial Auditor for FY 2020-21."*
- B) NIT should be submitted in Two Separate sealed covers subscribed as :
 - i) Technical bid ii) Financial bid
- C) NIT document should be submitted in person **on or before 3.00 PM on 20th September, 2021** specified in the Notice Inviting Tender (NIT). Such NIT shall be dropped in the BOX kept at the office of Company Secretary, Brahmaputra Valley Fertilizer Corporation Limited (BVFCL), Namrup.
- D) Alternatively, the PCS/Firm who prefers to submit the NIT through post can dispatch it by Registered Post or Courier so as to reach the Registered Office situated at P.O.: Parbatpur, Namrup, Dist : Dibrugarh, Assam- 786623 **on or before 3.00 PM on 20th September, 2021** as specified in the Notice Inviting Tender (NIT). NIT received after the due date and time will not be considered on any account and the Management of BVFCL has the right to reject such proposals. The Technical bid will be opened by the Tender Committee on **20th September, 2021 at 3.30 P.M.**
- E) Bids can be submitted only in the Prescribed NIT Document.

Company Secretary

NOTICE INVITING TENDER
FOR CONDUCTING SECRETARIAL AUDIT OF BVFCL FOR FY 2020-21
Proforma for Technical Bid
**(On letter head of Practicing Company Secretary/
Firm of Company Secretaries)**

To
The Company Secretary
Brahmaputra Valley Fertilizer Corporation Limited
Registered Office : P.O.: Parbatpur, Namrup,
Dist : Dibrugarh, Assam- 786623

Being interested to conduct Secretarial Audit and certificate of compliance of BVFCL under the provisions of Companies Act, 2013 and applicable DPE/MCA guidelines, I/we submit the following information:

Sl. No	Particulars	Information to be provided by Bidder
1	Name of the Practicing Company Secretary (PCS) / Firm of Company Secretaries:	
2	Whether Partnership/ Proprietorship / Individual	
3	Membership type and No. issued by ICSI:	
4	No. and Date of issue of Certificate of Practice by the ICSI: (please attach self attested copy)	
5	PAN of PCS / PCS Firm: (please attach self attested copy)	
6	GST Registration No.: (Please attach self attested copy)	
7	Details of Office (s) : Address:- Telephone Nos.:- Fax No.:- Email:- Website:	
8	If office/branch office in other places, give address and contact details.	
9	Profile of the firm with list of major clients: (please attach sheet, if required)	
10	Any other relevant information.	

Evaluation Sheet (to be filled in by the Bidder) :

Sl. No	Selection Criteria	Information to be provided by Bidder	Marks as per the Selection Criteria
1	Date of Commencement of Practice as PCS / PCS Firm and Total no. of years as experience		
2	Total No. of Partners, in case of PCS Firm who are with the firm for a minimum period of two years as on date of application		
3	Number of Audit staff on roll : i) Qualified Article; ii) Semi qualified Article iii) Audit Assistant/clerk		
4	Experience Details : Name of CPSUs which you are Secretarial Auditor, if any including year.		

I/we certify that:

- Membership Number and Certificate of Practice Number issued by the Institute of Company Secretaries of India (ICSI) as stated above are valid as on date;
- the GST Registration Number, PAN and Firm Registration Number with ICSI as stated above are valid as on date;
- I/we have sufficient infrastructure to carry out secretarial audit;
- I/we shall not sub-contract the work;
- I/we or any of our partners (in case of firm) do not have any interest in the business of the Company;
- I/we certify that if appointed as Secretarial Auditor, I/we will not exceed the limits specified under the Companies Act, 2013, if any.
- All other information provided by me/us hereinabove is correct.

Signature: _____
Name: _____

Date: _____
Place: _____

Stamp of the PCS/Firm
Membership No. _____

Financial Bid for Secretarial Audit of BVFCL for 2020-21

Sl No.	Particulars	Quoted Professional fees and applicable tax, if any(quoting separately)	Quoted professional fees (in words)
1	Certificate of Compliance of Corporate Governance		
2	Secretarial Audit Report		

Signature: _____

Name:

Stamp of the PCS/Firm
Membership No.

Date: _____

Place: _____