



JHARKHAND CENTRAL RAILWAY LIMITED

(A JV of Central Coalfields Ltd, IRCON International Ltd & Govt. of Jharkhand)

Registered Office:

CCL, Darbhanga House, Ranchi
Jharkhand, PIN-834029

CIN:U45201JH2015GOI003139
Mail Id: cosecyjcr1@gmail.com
Phone No-0651-3500698

Ref No.: CS/JCRL/NIT/SA/2023/124

Dated:18.03.2023

TENDER NOTICE

Sealed Tenders are invited from the Practicing Company Secretary (PCS) or a firm of Practicing Company Secretaries for appointment as Secretarial Auditor of JHARKHAND CENTRAL RAILWAY LIMITED for conducting Secretarial Audit as per section 204 of Companies Act 2013 for three (3) consecutive Financial Years starting from 2022-23 to 2024-25.

AVAILABILITY OF TENDER DOCUMENTS

The Tender Document is being uploaded to the website, <http://centralcoalfields.in/ind/> of Central Coalfields Limited (CCL). The interested bidders may download the documents and submit their tender.

The Tender Document is available without any charge.

TENDER RECEIPT AND OPENING:

The Tender should reach the office of the undersigned not later than 11.00 Hrs. on April 03, 2023. The tender will be open on April 03, 2023 at 15.30 Hrs in this office in the presence of tenderers or their representative, whosoever may be present.

The Company reserves the right to accept or reject the tender without assigning any reason whatsoever.

sd/-

Company Secretary, JCRL

Date: 18.03.2023

Place: Ranchi

NOTICE INVITING TENDER (NIT)
FOR
APPOINTMENT OF SECRETARIAL AUDITOR
FOR FY 2022-23 TO 2024-25
TO MEET THE COMPLIANCE OF SECRETARIAL AUDIT
U/S 204 OF THE COMPANIES ACT, 2013
FOR
JHARKHAND CENTRAL RAILWAY LIMITED
(A JV OF CENTRAL COALFIELDS LIMITED, IRCON INTERNATIONAL LIMITED AND
GOVERNMENT OF JHARKHAND)

ISSUED BY:

JHARKHAND CENTRAL RAILWAY LIMITED
DARBHANGA HOUSE, RANCHI,
JHARKHAND

DATE OF ISSUE: March 18, 2023

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NOTICE INVITING TENDER (NIT)
APPOINTMENT OF SECRETARIAL AUDITOR

1.0 SUBJECT:

Tender Document for inviting bids from Practicing Company Secretary (PCS) or a firm of Practicing Company Secretaries for appointment as Secretarial Auditor of JHARKHAND CENTRAL RAILWAY LIMITED (JCRL) for conducting Secretarial Audit of JCRL for three (3) consecutive Financial Years starting from 2022-23 to 2024-25.

The Tender Document is being uploaded to the website, <http://centralcoalfields.in/ind/> of Central Coalfields Limited (CCL). The interested bidders may download the documents and submit their tender.

2.0 SCOPE OF WORK:

2.1 The Practicing Company Secretary (PCS)/ Firm of Practicing Company Secretaries (Firm) is required to conduct the audit to comply with the requirements mentioned in Section 204 of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.

2.2 As per rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Practicing Company Secretary (PCS)/ Firm of Practicing Company Secretaries (Firm) shall give the Secretarial Audit Report in the prescribed format in Form No. MR.3.

2.3 To conduct the audit for compliance of the provisions of the Companies Act, 2013 & rules made thereunder including any amendment or changes therein from time to time and other applicable law. An illustrative list is attached as **Annexure – I**

3.0 ELIGIBILITY CRITERIA:

3.1 The Applicant should be a Practicing Company Secretary (PCS) or a Firm of Practicing Company Secretaries (Firm) with 5 years of Certificate of Practice. The Cutoff date for ascertaining the experience shall be 31st March 2022;

3.2 Any Partner of the Firm/Proprietor/Individual, under whose supervision the Secretarial Audit of JCRL will be carried out, should have a minimum experience of 05 years or more in full time practice till date of opening of tender.

3.3 The PCS or Firm should have an experience of Secretarial Audit in Government organizations like State/Central Govt. Company / Public Sector Undertakings, etc.;

3.4 PCS or firm shall have the prime responsibility that maximum number of audit limits specified under companies Act 2013 are not violated.

- 3.5** The Firm/ PCS should not be disqualified for being appointed as the Secretarial Auditor under the provisions of Companies Act, 2013 and rules made thereunder, if any, or by the ICSI.
- 3.6** Neither the Firm/PCS nor its Partner or Associates should have any interest in the business of JCRL.
- 4.0 TERMS OF APPOINTMENT: -**
- 4.1 Period of Appointment:** The validity of appointment will be for a period of three consecutive Financial Years starting from 2022-23 to 2024-25 for conducting Secretarial Audit of JCRL subject to the annual performance review.
- 4.2** The PCS/ Audit Firm shall not sublet the work/ contract.
- 4.3 Place of Audit:** The audit work has to be conducted at the Registered office of JCRL at CCL, Darbhanga house, Ranchi-834029, Jharkhand.
- 4.4 Completion Period:** The time of completion of work as stipulated shall be the essence of the contract. The appointed PCS/ Firm shall complete the secretarial audit for each of the financial year, and submit Secretarial Audit Report complete in all respect to the Company in the prescribed format in Form No. MR 3 as per requirement of the Companies Act, 2013 within 30 days from the date of end of the financial year or award of the work, whichever is later. It is also expected that the Secretarial Audit has to commence within 20 days from the award of the work/contract.
- 5.0 PAYMENT TERMS:**
- 5.1** All payments to the PCS/ Firm shall be made in accordance with the provisions of this tender document.
- 5.2** Payment will be released within one month from the date of submission of bill by the PCS/Firm after issuance of Secretarial Audit Report to the satisfaction of Jharkhand Central Railway Limited.
- 5.3** No advance payment shall be made for conduct of Secretarial Audit.
- 5.4** The Company is not liable to pay or provide any kind of T.A./D.A, local conveyance, food or accommodation for conducting the audit work.
- 5.5** Income tax, or any other tax, as applicable shall be deducted at source.
- 5.6** In case of late submission of report by the PCS/ Firm, the Company may at its discretion deduct penalty @ one percent (1%) per week or part thereof of subject to maximum of 10% of the contract price.

6.0 DETAILS FOR SUBMISSION OF BID

6.1 Timeline

The following shall be the time schedule for completion of the bidding process

SL. NO.	PARTICULARS	SCHEDULE DATE & TIME
1.	Date of issue of Tender	March 18, 2023
2.	Last date of Bid submission	April 03, 2023 Till 11:00 Hrs.
3.	Opening of Financial (Price) Bid of Qualified Bidders	April 03, 2023 15:30 Hrs.

6.2 Procedure for submission of proposal.

The bidders i.e., Company Secretaries/Firm of Company Secretaries (Eligible as above) may apply in Two bid system and submit in separate sealed envelopes, as under:

ENVELOPE I : Super-scribed as TECHNICAL BID containing TECHNICAL BID in standard format along with all the supporting documents.

ENVELOPE II : Super-scribed as FINANCIAL BID containing FINANCIAL BID in standard format.

ENVELOPE III : Super-scribed as "TENDER BID FOR APPOINTMENT AS SECRETARIAL AUDITOR OF JCRL", containing duly accepted NIT, Undertaking as per the format (**Annexure-II**), TECHNICAL BID (ENVELOPE-I) & FINANCIAL BID (ENVELOPE-II).

ENVELOPE III To Be Addressed and delivered to:

**COMPANY SECRETARY, JCRL
CCL, Darbhanga House, Ranchi
Jharkhand-834029.**

ON OR BEFORE: Time - 11:00 Hrs.

Date: April 03, 2023

N.B: Application received after due date and Time will not be entertained.

6.3 TECHNICAL AND FINANCIAL PROPOSAL AND THEIR STANDARD FORMATS.

- **TECHNICAL BID**, containing details of the Firm/PCS and experience details as per **Annexure-III** annexing relevant documentary evidence duly signed & sealed.
- **FINANCIAL BID**, containing Fee for the audit work, applicable taxes and other expenses, if any as per **annexure-IV**.

6.4 FORMAT & SIGNING OF BIDS:

The Bid shall invariably be submitted strictly in the prescribed format indicated in NIT with relevant supporting documentary evidence.

The Bid shall be typed or written in indelible ink and shall be signed by the authorized person (s) of the firm. All pages of the documents shall be initiated/ signed and sealed.

The Bid shall contain no interlineations, erasures or overwriting except as necessary to correct errors made by the Bidder, in which case the person or persons signing the Bid shall initial such corrections.

6.5 MODIFICATION AND WITHDRAWAL OF BIDS: The Applicants are not allowed to modify their prices, in any case, once the offers are submitted.

6.6 VALIDITY OF BIDS: The bid should be kept valid for a minimum period of three months from the date of its opening. JCRL reserves the right to reject any BID/proposal which does not meet the aforementioned validity requirement

6.7 JCRL'S RIGHT TO ACCEPT OR TO REJECT ANY OR ALL BIDS: JCRL reserves the right to accept any bid, and to annul the bidding process and reject any or all bids at any time prior to award of contract without any obligation to assigning any reason whatsoever and without thereby incurring any liability to the affected Applicant(s).

6.8 BID EVALUATION:

The Authority has adopted a two-step selection process in evaluating the Proposals. In the first step, the Envelope- I will be opened for evaluation of the qualifying & experience criteria as specified in clause 3. In the second step, the Price bid (Part-II) will be opened for those bidders who qualify in Part-I.

Price Bid shall be evaluated upon the total fees quoted for three years inclusive of applicable taxes and in case of tie in Price Bid, seniority regarding registration of the PCS/firm/LLP will be considered.

7.0 OTHER TERMS AND CONDITION

7.1 JCRL reserves the right to cancel the NIT partly or fully at its sole discretion at any stage without assigning any reason to any of the participating bidders/applicants.

7.2 JCRL reserves the right to reject any or all Bids/proposals without assigning any reasons.

7.3 JCRL also reserves the right to cancel the Bid Process at any stage without assigning any reasons.

7.4 The Bidders/applicants have the option of sending their BID/Proposal either by registered post or speed post or courier or by hand delivery so as to reach JCRL by or before the BID/Proposal deadline. The bid received after due date & time will not be considered in any case.

- 7.5** JCRL takes no responsibility of Bid's misplacement if the envelopes – I / II / III are not closed appropriately.
- 7.6** Bids/proposal that is incomplete. (i.e., not accompanied in the format as required), not received by the due date and time and having Conflict of Interest will be rejected.
- 7.7** JCRL will not enter into any correspondence with the bidders/applicants except to furnish clarifications on the Tender and submitted documents, if necessary. All clarifications need to be submitted in writing, addressed to the issuing authority of this Tender.
- 7.8** All the pages of BID/proposal document, forming part of the BID/proposal must be signed by the Authorized signatory on behalf of the bidder/applicant.
- 7.9** The bidder/applicant shall be responsible for all the cost associated with the preparation of the BID/proposal and participation in discussion and finalization and execution of NIT documents, etc., JCRL shall not be responsible in any way for such costs, regardless the conduct or outcome of the BID process.
- 7.10** Bidder shall be solely responsible for the correctness of the downloaded tender documents
- 7.11** The bidder should declare, whether he/she or any of partners/employees is/are "Related Party" within the meaning of Section 2(76) of the Companies Act, 2013. If so, give details thereof, to ensure compliance under Section 188 and other applicable provisions of the Companies Act, 2013 and rules made thereunder.
- 7.12** JCRL reserves the right to cancel the Contract placed on the selected bidder/applicant and recover expenditure incurred by JCRL under the following circumstances:
- a) The selected bidder/applicant commits a breach of any of the terms and condition of the bid.
 - b) The selected bidder/applicant goes into liquidation, voluntary or otherwise.
 - c) If the selected bidder/applicant fails to complete the assignment as per the timelines prescribed in the NIT and the extension if any allowed.
- 7.13** In the event of failure by the successful bidder (L-1) or if the selected bidder/applicant does not perform satisfactorily, JCRL is at liberty and also reserves the right to get the Secretarial Auditor conducted from the next lowest bidder (L-2) to ensure uninterrupted conduct of Audit. In such circumstances, the differential cost, incidental charges and other excess expenditure, if any, will be recovered from the L-1 applicant.

- 7.14** The selected bidder/applicant or any of its partners or any of their employees shall not, under any circumstance, be deemed to have any employer – employee relationship with JCRL.
- 7.15** This assignment will not give/confer you any right/assurance of any kind any job in this organization.
- 7.16** The bidder/applicant shall indemnify JCRL and keep indemnified for any loss or damage, cost or consequences that JCRL may sustain, suffer or incur on account of violation / fault on part of the Bidder/applicant. The total liability of the selected bidder/applicant under this clause shall not exceed the total contract value.
- 7.17** **CONFIDENTIALITY:** The PCS/Firm shall treat all the information provided by JCRL as confidential and shall also ensure the security and confidentiality of information, documents, records, software, data, deliverables etc., handled during the Secretarial audit work and should not part with anybody.
- 7.18** **CORRUPT PRACTICES:** In case during Bid evaluation or after award of contract, it is found that the information furnished by Applicant are not correct and/or the Applicant is engaged in corrupt/ fraudulent practices in competing for the contract, the matter will be taken seriously. Under such circumstances either Bid will be rejected or if contract is awarded, same will be cancelled immediately at the risk and responsibility of the Applicant.
- 7.19** **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 Chairman, JCRL will be final and binding on both the parties to the Contract. All suits or proceedings relating to any dispute or claim arising out or in the course of performance of the contract shall be subject to the jurisdiction of Jharkhand High Court only.

Signature of Bidder

Sd/-
Shreya
Company Secretary, JCRL

SCOPE OF SECRETARIAL AUDIT

Secretarial Audit is applicable under section 204(1) of the Companies Act 2013 read with Rule 9, Companies (Appointment and Remuneration Personnel) Rules, 2014). Following are some areas covered under Secretarial Audit which is illustrative (and not exhaustive) for understanding and ready references:

1. Checking of compliance of laws detailed in **Annexure-A**, as may be applicable to the Company (including any amendment/ modifications therein), for the purpose of furnishing Secretarial Audit Report in the format prescribed under Act, 2013.
2. In addition to, the aforesaid laws, checking of any new enactments/ laws, as may be specifically applicable to the Company, enacted/amended during the Audit Period for the purpose of furnishing the Audit Report.
3. Evaluating the corporate conducts/statutory compliances/compliance under Secretarial Standards issued by The Institute of Company Secretaries of India.
4. Verification of the in-house system and process in the company as per size and operations of the company to monitor and ensure compliance with applicable laws rules, regulations and guidelines.
5. Verification of books, papers, minute's book, forms and returns filed and other records maintain by the Company regarding the provisions of Companies Act 2013 and the rules made there under. Checking of compliance of Environmental laws applicable to the Company.
6. Providing a detailed list including positive observations on the compliances made by the Company in respect of laws applicable during the Audit Period.
7. Providing one site visit for a unit of the Company during the Audit Period in order to check compliance of specific laws.
8. Presenting the Secretarial Audit Report before Audit Committee/ Board of JCRL.
9. Certification on Corporate Governance as per clause 49 of the Listing Agreement for annexing in Directors Report.
10. Certification in form MGT-8 for filing of the Annual Return.

List of other laws applicable to the Company

1. The Companies Act, 2013 (the "Act") and the rules made thereunder;
2. Income Tax Act, 1961
3. Service Tax Law
4. VAT/Central Sales Tax Act/WCT
5. Central Goods and Service Tax Act, 2017
6. Hazardous wastes (Management Handling and Trans-Boundary Movement) Rules 2008;
7. The water (Prevention and Control of Pollution) Act 1974;
8. The Air (Prevention and Control of Pollution) Act 1981;
9. Environment Protection Act, 1986
10. Information Technology Act, 2000 and the rules made thereunder
11. Right to Information Act, 2005
12. Negotiable Instrument Act 1881
13. Maternity Benefits Act, 1961
14. Payment of Minimum Wages Act, 1948
15. Payment of Wages Act, 1936
16. Payment of Gratuity Act, 1972
17. Industrial Dispute Act, 1947;
18. Trade Union Act, 1926;
19. The Employees State Insurance Act 1948;
20. The Employees Provident Fund and Miscellaneous Provisions Act 1952;
21. The Industrial Employment (Standing Orders) Act 1946;
22. The Employees Compensation Act 1923;
23. Payment of Bonus Act, 1965
24. Child Labour (Prohibition and Regulation) Act, 1986
25. Workmen Compensation Act, 1923
26. Construction Workers (Regulation of Employment and condition of Service) Act, 1996
27. Equal Remuneration Act, 1976
28. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressed) Act 2013.

ANNEXURE II

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

DECLARATION/ACCEPTANCE

I _____ S/O Sh. _____ working
as _____ in (name of the firm and firm address in full be mentioned), hereby
solemnly affirm and declare that I have been authorized by the firm to sign the response to
this NIT. 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 in the event
of acceptance of my/our Bid/Proposal.

Signature of Authorized
Person of the firm/ proprietor
etc. with Seal & Stamp.

Name: _____

Designation: _____

Membership No. _____

Place: _____

Dated: _____

Part-I

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

PROFORMA FOR TECHNICAL BID

To

Shreya
Company Secretary
Jharkhand Central Railway Limited
CCL, Darbhanga House,
Ranchi- 834029

Reg: Technical Bid for appointment of Practicing Company Secretary/Firm of Company Secretaries as Secretarial Auditor of JHARKHAND CENTRAL RAILWAY LIMITED (JCRL) for conducting Secretarial Audit of JCRL for three (3) consecutive Financial Years starting from 2022-23 to 2024-25.

Sl.No.	Particulars	
1.	a. Name of the Practicing Company Secretary (PCS)/ Firm of Company Secretaries/; b. Membership Number of the Bidder/PCS: <ul style="list-style-type: none"> • Whether Partnership/ Proprietorship/ Individual • Name of the Lead Partner/ Proprietor/ Individual c. Name(s) of the Contact person(s) and the Contact details (Please Attach Documentary evidence)	
2.	a. Date of Commencement of Practice as PCS b. Date of registration of name of the Firm with ICSI c. Certificate of Practice (COP) Number / Registration Number. (Please Attach Documentary evidence)	
3.	a. Details of Office(s) Address: - b. Telephone Nos.: - c. Fax No.: - d. Email: - e. Website: -	
4.	Experience Certificate/ Proof of Experience: <ul style="list-style-type: none"> • Total Experience in Practice • Experience in Govt. Company/PSUs. (Please Attach Documentary evidence)	
5.	PAN No. (Please Attach Documentary evidence)	
6.	GSTIN. No. (If any) (Please Attach Documentary evidence)	
7.	Any other relevant information (Please Attach separate sheet, if required).	

Declaration –

1. The Firm/PCS is not disqualified for being appointed as the Secretarial Auditor under the provisions of Companies Act, 2013 and rules made thereunder or by the ICSI
2. All the information provided by me/us herein above is correct to the best of my/our knowledge.
3. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure.
4. I/We have read all the terms & conditions of bid and the instructions and these are acceptable to me/us.
5. I/We undertake to maintain absolute confidentiality about the cases of the JCRL
6. I/We do not have any conflict of interest with JCRL.
7. I/We will not sublet the work/ contract.

Signature of Authorized
Person of the firm/ proprietor
etc. with Seal & Stamp.

Name: _____

Designation: _____

Membership No. _____

Place: _____

Dated: _____

Part-II*(On letter head of Practicing Company Secretary/ Firm of Company Secretaries)***PROFORMA FOR FINANCIAL BID****(For conducting Secretarial Audit of Jharkhand Central Railway Limited)****To**

**Shreya
Company Secretary
Jharkhand Central Railway Limited
CCL, Darbhanga House,
Ranchi- 834029**

Reg: Financial Bid for appointment of Practicing Company Secretary/Firm of Company Secretaries as Secretarial Auditor of JHARKHAND CENTRAL RAILWAY LIMITED (JCRL) for conducting Secretarial Audit of JCRL for three (3) consecutive Financial Years starting from 2022-23 to 2024-25.

Sl. No.	Year	Rate (Rs.)	Applicable GST and other taxes (if any) (Rs.)	Total Amount* (incl. taxes) (Rs.)
1.	FY 2022-23			
2.	FY 2023-24			
3.	FY 2024-25			
	TOTAL			

*The total amount including taxes (if any) for three years will be considered for final evaluation of Bids.

Signature of Authorized
Person of the firm/ proprietor
etc. with Seal & Stamp.

Name: _____

Designation: _____

Membership No. _____

Place: _____

Dated: _____