

**SECRETARIAL AUDITOR**  
**TERMS AND CONDITIONS**

**Introduction**

Punjab State Bus Stand Management Company Limited (PUNBUS) a Government of Punjab Undertaking, is engaged in the business of Operation and Maintenance of Bus Stands and plying of buses for transportation of passengers at Inter State and Intra State level.

**Eligibility Criteria**

1. Prop./Firm/ LLP of Companies Secretaries (CS) should be registered with Institute of Company Secretaries of India for a minimum period of 5 (Five) Years. Office of the Firm/Company/LLP should be situated in Chandigarh, SAS Nagar (Mohali) or Panchkula.
2. The Prop./Firm /LLP shall have at least (1) one Full Time Fellow Partner/Proprietor associated with at the time of issue of Expression of Interest.
3. The Prop./Firm /LLP shall have carried out Secretarial audit of 2 (two) different Government Companies/ PSUs to whom secretarial audit is applicable as per Companies Act, 2013 in last five financial year.
4. Prop./Firm /LLP of Company Secretaries can apply in only one Assignment.

**Objective:**

To conduct the Secretarial Audit of Company under the provisions of Companies Act, 2013 and Rules made thereunder.

**Reserve Price:**

Minimum reserve price will be **Rs. 30,000/-** (Rs. Thirty thousand only) inclusive of all taxes. Any Quote below the said amount will be rejected. If there is more than one applicant quoting lowest L-1, same, then the decision will be taken by draw of lots.

**Coverage of the Audit:**

The Secretarial Audit will cover the period for two financial years 2021-22 and 2022-23. The appointment for assignment of Secretarial audit for the next FY 2022-23 will be based on the satisfactory performance of the auditors for the FY 2021-22.

**Processing Fee:**

Processing fees (Non refundable) of **Rs. 590/- (Rs. Five hundred ninety only)** by way of a NEFT#/demand draft drawn in favour of Managing Director, PUNBUS shall be submitted along with the offer.

**For NEFT, Details of Bank Account is as under:**

Name of Bank: Indian Bank, Sector 17-B, Chandigarh, 160017

Account Number: 7496522432

IFSC Code: IDIB000C538

**# In case of NEFT, submit detail of transaction of system generated receipt.**

**Scope of Audit:**

- a) The Scope of secretarial Audit shall be of as per the Provisions of the Companies Act, 2013.
  - (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- c) Other laws as may be applicable specifically to the company
- d) Secretarial Standards issued by The Institute of Company Secretaries of India.
- e) Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- f) Redemption / buy-back of securities
- g) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- h) Merger / amalgamation / reconstruction, etc.

- i) Foreign technical collaborations
- j) All provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as may be applicable.
- k) To review the Secretarial Audit Report of previous year of PUNBUS.
- l) The Prop./Firm/Company/LLP shall have to depute staff who possess the qualification of at least Professional passed Company Secretaries and is on rolls of the firm at the office of the PUNBUS, Chandigarh on working days of the Company. Work shall have to be carried out at Head Office, PUNBUS, Chandigarh.
- m) Understanding the internal control framework of the organization and suggesting for its improvements.
- n) Suggesting management in laying down policies, procedures and practices and its documentation thereof.
- o) Designing and recommending controls in respect of any gaps in the existing system.
- p) Providing information to CAG auditors regarding Secretarial Audit.
- q) Consideration of other applicable laws and regulations in the course of Secretarial Audit assignment.
- r) Advice on new provisions and circulars issued by MCA.
- s) Attend meetings and express opinions on any specific issues that may be required by the Board from time to time. One compulsory meeting in which the Secretarial Audit report is to be considered.
- t) After the Completion of the audit the auditor will have to prepare the procedure for internal checks and incidentally should prepare complete Secretarial Audit Report and report should be completed within stipulated period.
- u) No additional fees will be paid for any necessary document/certificate/report supplement to the audit report or required to complete the audit.
- v) Any other matters that may be required by the board or the management from time to time.

#### **Process of proposals:**

1. Applicant has to submit **two separate sealed envelopes** for technical bid and financial bid in a single sealed envelope. The last date for submission of proposal is 25.07.2023 till 5:00PM.

2. Technical bid will be opened on 26.07.2023 at 03.00 PM. Authorized persons of the Prop./Firm/LLP can be present at the time of opening of bids.
3. Financial bid will be opened of only those bidders who will be technically qualified and the date of opening of financial bid will be intimated later on.

If any of the day fixed above declared a holiday the bid(s) will be opened on the next working day at same time.

**Rights of PUNBUS**

PUNBUS may ask for any clarification/additional documents, if required. The Managing Director, PUNBUS reserves the right for any modification/cancellation of the advertisement, if required, without assigning any reason thereof.

**The proposal must be submitted to the following address with :**

Managing Director,  
Punjab State Bus Stand Management Company Limited  
First Floor,  
Jeewandeep Building,  
Sector-17 A  
Chandigarh-160017

**FORMAT FOR TECHNICAL PROPOSAL****Annexure –I**

Sl. No	Particular	Details		
1	Name of the Firm			
2	Address of the Head office of the Firm with Telephone number and name of contact person			
3	Address of the Branch office of the Firm with Telephone number and name of contact person			
4	ICSI Registration Number of the firm and date.			
5	Number of PSU/Government Company of which Secretarial Audit carried out by the Firm	Name of Govt. Company/ PSUs	Year of Secretarial audit	Number of Secretarial Audit assignments

**Documents to be submitted along with the above information:**

- i. Copy of Registration certificate of the firm with ICSI
- ii. Copy if relevant document with details of processing fees deposited NEFT/Online payment mode/Demand draft.
- iii. Copy of appointment orders or engagement letters from PSU/Government Company for secretarial audit in support of the above information.
- iv. List of partners in case of Firms/LLP with the status as to Fellow/Associate members of ICSI.
- v. Details of payment for processing fee:
  - 1) In case of Online mode payment/NEFT

Mode of payment	Amount in RS.	Date of Deposit	Transaction ID

2) In case of Demand Draft

Name of Bank	Amount in RS.	Demand Draft No.	Date

Note: Non submission of relevant documents in support of information/criteria will be rejected out rightly.

(To be written in the letterhead of the firm)

**UNDERTAKING**

I / we do hereby declare that the above-mentioned information are true and correct and I / we also undertake to abide by the terms and condition of the Proposal and would make compliance of terms laid-down in the Proposal if executed by us with Punjab State Bus Stand Management Company Limited (PUNBUS).

My/our firm has never been blacklisted/debarred by the Institute of Company Secretaries of India or any other Government Company/ Undertakings/PSU/ Board or corporation etc.

Date:

Place:

**Signature of Authorised Signatory of the Firm/LLP along with seal of Firm/LLP.**

**ACKNOWLEDGEMENT AND FINANCIAL PROPOSAL**

To

The Managing Director,  
Punjab State Bus Stand Management Company Limited,  
First Floor, Jeewandeep Building,  
Sector-17 A,  
Chandigarh-160017

**Sub: Submission of Proposal for appointment of Secretarial Auditor of PUNBUS**

Madam / Sir,

1. Having carefully examining the entire terms and conditions and having obtained all the requisite information about the assignment, we do hereby propose to provide the desired professional service as detailed.
2. Our Professional Fees for the aforesaid assignment shall be Rs..... inclusive of GST, if applicable & all taxes) for the Financial Year 2021-22.
3. I/We also agree to accept the same professional fees as above for the assignment of Secretarial audit for the Financial Year 2022-23, if appointed on the same terms and conditions of the Expression of Interest.
4. The Professional Fees shall be inclusive of all expenses incidental and necessary to carry out the audit assignment.
5. We agree to abide by this proposal for a period of 90 days from the date of its opening.

Yours faithfully,

Signature of the authorized signatory