



ASSAM POWER DISTRIBUTION COMPANY LIMITED

(A fully customer centric company)

Office: Bijulee Bhawan, Paltanbazar, Guwahati -781001, Assam

CIN-U40109AS2003SGC007242

E-mail: fin.apdcl2009@gmail.com Website: www.apdcl.org

TENDER DOCUMENT

Tender Notice vide order No: APDCL/F&A/Estt./Secretarial Matters/2022/702/01 dated 26.06.2022

Name of the Work: Compliance Audit in Secretarial matters and also guidance in conducting Annual General Meeting (AGM) and other statutory compliances.

Description of task, qualification required, Bid submission format and procedure is available on APDCL website (www.apdcl.org)

-(Sd)-

CGM (F&A), APDCL



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SECTION-I: BID INFORMATION

Name of the Assignment: Compliance Audit in Secretarial matters and also guidance in conducting Annual General Meeting (AGM) and other statutory compliances.

Important Information

| S. N. | Action | Date & time |
|--------------|--------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Date of Release | Bid documents to be downloaded from www.apdcl.org from 17.00 Hour onwards dated 24 th June 2022. |
| 2 | Pre- Bid Meeting | 27.06.2021 from 12.00 Noon. |
| 3 | Date of Opening | 28.06.2022 from 16.00 Hour |
| 4 | Last Date of Submission | 04.07.2022 till 14.00 Hour. |
| 5 | Date of Opening of Technical Bid & Financial Bid | 05.07.2022 at 16.00 Hour. |



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SECTION II: ELIGIBILITY CRITERIA & EVALUATION SYSTEM

A. Eligibility Criteria:

| S.N. | Mandatory Criteria(s) | Particulars | Supporting Documents |
|-------------|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------|-------------------------------|
| 1 | Form of Entity | Firms / LLP of Practicing Chartered Accountants/ Company Secretary. | Firm Constitution Certificate |
| 2 | Tenure of Establishment | Continuous standing of at least 10 Years | Firm Constitution Certificate |
| 3 | Branch Office | Branch of the Firm/ LLP must be situated in Assam. | Firm Constitution Certificate |
| 4 | Experience | Experience of handling the cases before Hon'ble NCLT. And/ Or Experience of handling any Consultancy of State Owned Discom. | Engagement Letters. |



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B. Evaluation System:

(i) Technical Evaluation:

Evaluation System for selecting the CA Firm are mentioned below:

| Sl. No. | Criteria(s) | Points over the Min Eligibility | Maximum Marks |
|------------------------------------------|-----------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|
| 1 | Tenure of existence of Firm/ LLP | a) More than 10 and upto 30 Years: 10 Marks b) More than 30 Years and upto 50 Years : 20 Marks c) More than 50 Years: 40 Marks, Maximum Marks 40. | 40 |
| 2 | Experience | a) Experience of handling the cases before Hon'ble NCLT: 30Marks. b) Experience of Handling Consultancy of any State Owned Discom.: 30 Marks. Maximum Marks 60. | 60 |
| Total Marks= Tp (Score Technical) | | | 100 |

(ii) Financial Evaluation:

The formula for determining the financial Score (Fp) is as below:

$$Fp = 100 \times Fm/F$$

Where, Fm: Price of L-1 bidder & F: Price of the concerned bidder

The final evaluation shall be based on Quality Cost Based System (QCBS) where the weights given to the Technical (T) is 80 % and to the Financial Proposal (F) is 20%

$$\text{Final Score} = 0.8 \times Tp + 0.2 \times Fp$$



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SECTION-III: BRIEF ABOUT APDCL & SCOPE OF WORK

(a) Brief about Assam Power Distribution Company :

Assam Power Distribution Company Limited (APDCL) is a DISCOM having status of Public Limited Company which is wholly owned by the Government of Assam. It was incorporated on 23rd day of October 2009 and has been registered under Indian Companies Act 1956.

The main purpose of forming the Company was to take over, manage and operate the electricity distribution system, assets, liabilities, undertaking of the erstwhile Assam State Electricity Board (ASEB) pursuant to a notified transfer scheme in terms of Part XIII of the Electricity Act, 2003.

The primary purpose of the Company is to undertake distribution, trading and supply of electricity in the state of Assam or outside in accordance with provisions of Applicable Law and all activities ancillary or appurtenant thereto. It has also the mandate to develop, maintain and operate the power distribution system in the state of Assam. In carrying out the work of supplying power, APDCL reaches every part of the state. From Sadiya to Mancachar and from Jonai to Lowairpowa. From the hilly areas of North Cachar Hills to the low plains of Morigaon, APDCL is expanding its distribution network in spite of many physical hindrances. APDCL is also implementing off-grid solar projects in such areas where the distribution network could not reach such as Amarpur area under Chapakhowa Sub-division and the 'Char' areas of Brahmaputra river.

APDCL is also supplying power to the major industrial centers situated in Assam such as Coal India Limited (Ledo, Margherita), Brahmaputra Gas Cracker & Polymer Limited (Lepetkata, Dibrugarh), Cement Corporation of India Limited (Bokajan), Hindustan Paper Corporation Limited (Panchgram & Jagiroad), Assam Petrochemicals Limited (Namrup) etc. and serving the people of Assam with a consumer base of more than 64 lakhs and this is growing year by year.

(b) Scope of Works:

1. APDCL has decided to get conducted the Legal Compliance Audit of its statutory affairs with respect to prevailing Company Law, Income Tax Act and Rule, GST, CST, VAT & Electricity Regulations and get completed the pending compliances for the period from the Financial Year 2018-19 to 2021-22.
2. A Report has to be submitted to the CGM (F&A), APDCL specifically mentioning the compliance and the non-compliance areas/issues with respect to Acts and Rules applicable to APDCL.
3. The selected firm shall guide and assist APDCL in completing all the pending compliances with respect to Acts and Rules applicable to APDCL.
4. Special Emphasis should be given with respect to compliance in filling of statement/report (such as Filing of financial statements, Annual Return, Return of appointment of MD/WTD/Manager, Intimation of appointment of cost auditor, Cost Audit Report, Return of deposits and loans and advances taken by the company etc.) to the Central Government, ROC etc. by APDCL.



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SECTION-IV- TERMS AND CONDITIONS

A. Submission of Technical & Financial Bid:

- (a) The Bid Documents are to be submitted in two parts viz Part-1: Technical Bid marked as " EOI for Compliance Audit in Secretarial matters and also guidance in conducting Annual General Meeting (AGM) and other statutory compliances PART-1"& Part-2: Professional Fees cum Price Bid marked as " Price Bid for Compliance Audit in Secretarial matters and also guidance in conducting Annual General Meeting (AGM) and other statutory compliances PART-2 " separately within the due date prescribed in this RFP document.
- b) The quoted rate in Part-2 of RFP shall be inclusive of all taxes, indicated separately.
- c) The quoted Professional Fees cum price Bid has to be written in figures as well as in word. In the event of any difference, lower of the two prices would be considered.
- d) All the sections of price offer are to be quoted and nothing should be left blank. If any of the sections of the offer is left blank, then it will be considered as zero for evaluation.
- e) All supporting documents required to attach with Technical Bid must be serially numbered and properly arranged, otherwise the Technical Bid shall be rejected.

B. Validity of Technical & Financial Bid:

- a) The offered rate shall be valid for acceptance for a period up to 6 months from the next day of opening of Financial Bid, and shall not be withdrawn or revised on or after the opening of bids till the expiration of the validity period or any extension agreed thereof.
- b) Financial Bid offer made valid for a period less than the required time as stipulated above would be liable to be rejected.
- c) In exceptional circumstances, prior to expiry of the original bid validity period, the APDCL may request the bidder for a specified extension in the period of validity. The requests and the responses shall be made in writing. The Bidder will undertake not to vary/modify the bid during the validity period or any extension agreed thereof.

C. Language of Technical & Financial Bid:

The Technical & Financial Bid submitted by the bidder shall be in English language and all correspondences between the Bidder and APDCL shall be in English.

D. Termination of Engagement

APDCL reserves the right to terminate the contract pre-mature, if the reporting of the firm is not considered satisfactory. In case a firm fails to commence the stipulated assignment within 3 days from the date of award of the contract, APDCL shall have right to terminate the contract awarded to the concerned firm by giving a notice of termination. All costs associated in this regard will be recovered from the firms.

E. Performance Standards

- a) The selected CA/ CS Firm shall perform the assignment with the highest standards of professional



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and ethical competence and integrity.

- b) It is expected that compliance to different standards of Accounting & Auditing as may have been issued time to time by professional institutes / bodies etc with particular emphasis on Risk Assessment & Internal Control including Information Technology General Control (ITGC) shall be harmoniously exercised while carrying the assignment under the engagement.

F. Controlling Officer

The APDCL designates Chief General Manager (F&A) will co-ordinate all the activities under the engagement viz the acceptance and approval of reports, approving bills for payment and other deliverables.

G. Confidentiality

During the tenure of this engagement and within two years after its expiration, professional firm should not disclose any proprietary or confidential information relating to the Services under this engagement or the APDCL's business or operations without the prior written consent from the Authorities of APDCL.

H. Assignments

The firm will not be able to assign any part of the services as contained in the engagement under this assignment to a Third Party and / or any Associates without prior written consent of the Company.

I. Terms of Payment

The final payment is subject to satisfactory approval of all compliance formalities by the Board of Directors. However, certain amount of mobilization advance may be granted as per decision of APDCL management. Invoices should be GST compliant.

J. General Conditions

- a) All the sections of both; Part-1: Technical Bid & Part-2: Professional Fees cum Price Bid have to be filled in. Any section left blank would be considered as zero for evaluation. Please write "Not Applicable" wherever necessary.
- b) Any Technical cum Financial Bid and its supporting documents submitted in a manner which is not properly legible or properly not serially numbered or in the manner other than as set out in this Bid document and / or attaching any condition shall not be treated as eligible and rejected in the selection process.
- c) No binding relationship will exist between any of the Bidders and the Company until constitution of the contract.
- d) Non-solicitation of Personnel: During the tenure of engagement and for subsequent 12 (twelve) months following its termination for any reason, the selected CA/ CS Firm will not solicit for employment, or hire, any personnel of the Company.
- e) The selected CA/ CS Firm, including any Partner or other personnel in the firm will not solicit for a position on the Company's Board of Directors, nor hire, any present professional employee of the Company, if such solicitation, hiring or employment may impair the independence of the Company under any other law, regulation, rule, listing requirement or professional standards governing the independence of accountants. Without limiting the foregoing, the CA Firm agrees not to solicit, hire or employ, without the prior written consent of the Company, any present professionally qualified employee of the Company.
- f) The APDCL reserves the right to accept / reject any or all the Technical / Financial Bid without assigning any reason whatsoever.
- g) The Company also does not bind itself to accept the lowest quotation.



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SECTION -V TECHNICAL BID FORMAT

| | | |
|----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1 | Name of CA/ CS Firm/ LLP | |
| 2 | Date of Establishment (in DD/MM/YYYY format) | |
| 3 | Firm Registration No. | |
| 4 | Address of the Branch Office in Assam of the Firm with Contact number and email id. | |
| 5 | Experience of handling the cases before Hon'ble NCLT. | |
| | Name of the Cases | Date of Engagement Letter |
| | | |
| 6 | Experience of handling Consultancy/ Audit Assignments of any State Owned Discom. | |
| | Name of Concern and Type of Assignments | Date of Engagement Letter |
| | | |
| 7 | PAN of the Firm/ LPP | |
| 8 | GST Registration Number of the Firm/ LLP | |
| 9 | List of documents attested by the Head Office In charge of the CA Firm /LLP | |
| S N o | Particulars | Annexure No. |
| a | Copy of Firm Constitution Certificate dated 07/12/2021 downloaded from ICAI Website. | |
| b | Copy of Firm PAN Card | |
| c | Copy of GST Registration Certificate | |
| d | Copy of Appointment Letters wrt Experience of handling the cases before Hon'ble NCLT and / or Experience of handling Consultancy/ Audit Assignments of any State Owned Discom. | |

Date:

Place:

(Signature of the authorized signatory with name& designation under common seal of the Firm/ LLP)



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**SECTION-VI FINANCIAL BID FORMAT
TO BE FILLED ONLINE.**

Table for Quoting Fee for the Assignment in terms of the Tender.

| Sl. No | Particulars | Rs. |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| 1. | All-inclusive Lump Sum Fee for the entire Scope of work covered under the Terms of Reference on a Firm price basis (with no escalation provision for whatever reason) valid till the complete execution of the assignment. Including GST @ 18%. (TA/DA and other out of pocket expenses shall be reimbursed as per Company Rule) | |

Note:

1. The bidder who quote the Financial Bid, below the minimum specified price bid of shall be rejected.
2. The bidder is deemed to have thoroughly studied the important instructions and general terms and conditions of the tender documents and fully informed as to nature of the work and conditions related to its performance.

Date:

Place:

(Signature of the authorized signatory with name& designation under common seal of the Firm/ LLP)



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(On Non Judicial Stamp paper of Rs. 10 and above)

SECTION-VII- UNDERTAKING

I, partner of M/s.
hereby solemnly affirm and declare and affirm that:

1. No criminal proceedings are pending w.r.t. the firm and/or Partner(s) in any Court of Law or before any Disciplinary Committee of ICAI / ICAI (erstwhile ICWAI) / ICSI or any other professional institutes / bodies, for any disciplinary proceedings within the rules and regulation of ICAI / ICAI (erstwhile ICWAI) / ICSI or any other professional institutes / bodies.
2. No false information has been furnished in this Bid documents.

Date:

Place:

(Signature of the authorized signatory with
name & designation under common seal of
the Firm)