



JAIPUR METRO

Jaipur Metro Rail Corporation Ltd.

Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005

CIN: U60221RJ2010SGC030630

Tel.: 0141-2385790, 2822275; Fax: 0141- 2822302

Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com



JAIPUR METRO

JAIPUR METRO RAIL CORPORATION LTD.

REQUEST FOR PROPOSAL FOR SECRETARIAL AUDIT

Khanij Bhawan, Udyog Bhawan
premises,

Tilak Marg, C-Scheme, Jaipur-302005

Tel. :- 0141-2822275, 2822295

E-mail: harshita.ck@jaipurmetrorail.in

Website: www.jaipurmetrorail.in



JAIPUR METRO

Jaipur Metro Rail Corporation Ltd.

Khanij Bhawan, Udyog Bhawan Premises, Tilak Marg, C-Scheme, Jaipur-302005

CIN: U60221RJ2010SGC030630

Tel.: 0141-2385790, 2822275; Fax: 0141- 2822302

Website: www.jaipurmetrorail.in; email: jmrc.finance@gmail.com



F.2(285)/JMRC/DF/FIN/TA/2018-19/32

17th December, 2018

Shri Deepak Arora
Partner, M/s. ATCS & Associates
Company Secretaries
23 Ka 4, Jyoti Nagar
Near Vidhan Sabha
Jaipur

Request for Quotation

Sub: Request for Proposal for Secretarial Audit for financial year 2018-19 under single source method

Sir,

Request for proposal is being invited under Rule-17 of RTPPR under single source method for selection of Secretarial Auditor of Jaipur Metro Rail Corporation Ltd for the financial year 2018-19. Terms of reference (ToR) for the same are enclosed herewith for your reference.

You are requested to submit your financial proposals by 3.00 pm on Monday, 24th December, 2018 to Director (Finance), Jaipur Metro Rail Corporation Ltd, Jaipur.

For Jaipur Metro Rail Corporation Ltd

(BRIJ BHUSHAN SHARMA)

Director (Finance)

+91 141 2822275

DIN: 07594103

**TERMS OF REFERANCE
FOR
SECRETARIAL AUDIT WORK
FOR JAIPUR METRO RAIL CORPORATION LTD.**

1. Background & Objectives:

Jaipur Metro Rail Corporation limited is a Government Company incorporated under the Companies Act, 1956 and having its registered office at Khanij Bhawan, Tilak Marg, Jaipur 302005. Company is especially set up by the Government of Rajasthan for execution of the Jaipur Metro Rail project work. The Phase-1A i.e. from Mansarovar to Chandpole is complete and its commercial operations commenced from 3rd June, 2015. The construction work of Phase-1B i.e. from Chandpole to Badi Chaupar is under progress on EPC mode.

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, secretarial audit is mandatory for every listed company, every public company having a paid-up share capital of Rupees Fifty Crore or more; or having a turnover of Rupees Two Hundred Fifty Crore or more. Since the paid up capital of the Company is about Rupees Four Hundred Forty Two Crore, this Section is applicable on JMRC. The secretarial audit report of the Company has to be annexed with the Board's Report of the Company and the Directors, in their report, have to explain in full any qualification or observation or other remarks made in the secretarial audit report.

2. Broad Outline:

- 1) To check & report on various compliances.
- 2) To point out non-compliances and inadequate compliances.
- 3) To protect the interest of the customers, employees, society, etc.
- 4) To avoid any unwarranted legal actions by law enforcing agencies and other persons as well.
- 5) To express an opinion, after satisfying himself, that there exist adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- 6) To verify whether diverse requirements under applicable laws have been complied with.

3. Scope (Acts/ areas to be covered):

- 1) The Companies Act, 2013 (the Act) and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable).



- 2) Secretarial Standards issued by the ICSI, divided in two parts: Compulsory and Recommendatory provisions.
- 3) Other major Acts, Regulations and Laws:
 - a. The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder.
 - b. The Depository Act, 1996 and the Regulations and Bye-laws made thereunder.
 - c. The 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 (where applicable).
 - d. The regulations and guidelines made under the Securities and Exchange Board of India Act, 1992 (where applicable).
 - e. Competition laws.
 - f. Environmental laws.
 - g. Corporate and Economic laws.
 - h. Commercial & Fiscal Laws.
 - i. Labour Laws.
 - j. Applicable State laws.
 - k. Compliance of other laws applicable specifically to the Company.
 - l. Examination and verification of Securities Laws as per listing agreements (if applicable).
- 4) Adherence to Board process and compliance mechanism:
 - a. Instances of non-compliance during the defined audit period, in relation to the statutes, rules, regulations, etc. applicable to the Company, continuing non-compliance, if any, and the reasons therefor.
 - b. Significant litigation(s) initiated by the Company or filed against the Company with brief details of the cases.
 - c. Board structure -
 - Composition of the Board.
 - Is there a stated process to ascertain the suitability of directors?
 - Is there a stated process in place for succession planning?
 - Deficiencies in the Board systems and processes:
 - In convening meetings.
 - In the circulation of agenda (whether the agenda is made available to the Board along with supporting papers/ presentations sufficiently in advance of the meetings).
 - In conducting the meetings (frequency and length).
 - In the decision making process of the Board.
 - Adequacy and integrity of minutes recorded.
 - In the functioning of Board constituted Committees.
 - d. The existence and adequacy of internal control systems, procedures and processes, commensurate with the size of the Company and the



nature of its business, for ensuring compliance with laws applicable to the Company.

- e. Any material event(s) that have happened, after the end of the financial year but before the date of the report, having a significant impact on any of the above reported items.
 - f. Whether any event occurred or action was taken in the Company which may have bearing on the Compliances under various laws, regulations, guidelines and standards, etc.
- * If the secretarial auditor is unable to express an opinion on any matter, he should mention that he is unable to express an opinion on that matter and give the reasons therefor.

4. Periodicity:

The Secretarial Auditor will submit the soft and hard copies of the half yearly reports on the compliances under the Companies Act, 2013 and the Rules made thereunder (including the provisions of the Companies Act, 1956 and the Rules made thereunder, as far as applicable) and the Secretarial Standards issued by the ICSI and the yearly report on the entire scope as mentioned above in point no. 3. Adverse findings, if any, be communicated to the Board for corrective action from time to time. First half yearly report will be submitted by 31st March, 2018 and the final yearly report, for being attached to the Directors' Report of the Company, be submitted by 31st July, 2018.

5. Methodology:

The secretarial auditor shall adopt such methodology as appropriate so as to give a true and fair view in the secretarial audit report and achieve the objectives mentioned above.

6. Terms of payment:

The Secretarial Auditor will submit bill to the Jaipur Metro Rail Corporation after conducting secretarial audit and submission of yearly Secretarial Audit Report in required formats, payments will be subject to deduction of taxes if any.

The Corporation may, by written notice of suspension, suspend/ forfeit all payment if the Consultant fails to perform any of obligations assigned to him.

7. Minimum Eligibility Criteria:

For appointment of Secretarial auditor, following conditions shall be considered:

- The firm must have minimum five partners, having a minimum experience of ten years each in the profession. In support, copy of the



experience certificate of each of the partners or the profile of the firm along with the profile of each of its members, attested by the authorized signatory with signatures and firm's seal is to be enclosed.

- Experience of conducting secretarial audit of at least two State and/or Central PSUs, as per the provisions of the Companies Act, 2013. In support, copy of the work order/letter of appointment, attested by the authorized signatory with his signature and firm's seal is to be enclosed (whether in the name of the firm or any of its partners).
- The firm should have its registered/branch office at Jaipur. In support, copy of the certificate for approval of name issued by the ICSI is to be enclosed.

8. Other terms and conditions

- The proposal shall be valid for a minimum period of sixty (60) days from the last date for submission.
- Kindly note that JMRC is entitled to amend any RFP conditions, validity period, specifications, or extend the closing date and/or time of RFP before the last date for submission of proposal.
- JMRC reserves the right to verify any information contained in a proposal.
- JMRC reserves the right not to accept the proposal without assigning any reason thereof.

9. TIME PERIOD OF ASSIGNMENT

- The assignment shall be for financial year 2018-19 only.

A handwritten signature in black ink, consisting of a stylized 'S' followed by a horizontal line and a small loop at the end.

("Financial bid for Secretarial Audit.")

Format-A
Financial Bid

Sr. No.	Description of Service	(Rs. in figures)	(Rs. in words)
(a)	Total secretarial audit fees inclusive of all expenses.		

GST, as applicable, shall be paid extra.

Authorized signatory

