WEST BENGAL STATE ELECTRICITY TRANSMISSION CO. LTD.

(A Govt. of West Bengal Enterprise)
CIN U40101WB2007SGC113474

TCL/CS/RFP/SECAUD/2026/02

Office of the Company Secretary

Invites Request for Proposal from Practicing Company Secretaries (PCS)/Firm(s) of Company Secretaries for Empanelment for Secretarial Auditor

Address: Vidyut Bhavan, 8th Floor, 'A' Block
Block-DJ, Sector-II, Bidhannagar,
Kolkata – 700 091
Phone: 2334 9020
website: www.wbsetcl.in
email id: empanelaudit2019.wbsetcl@gmail.com

REQUEST FOR PROPOSAL FROM PRACTISING COMPANY SECRETAR (IES)/ FIRM OF COMPANY SECRETARIES [INCLUDING LIMITED LIABILITY PARTNERSHIP (LLPs)] FOR EMPANELMENT OF SECRETARIAL AUDITOR

[on the letterhead of the PCS/Firm]

RFP no..: TCL/CS/RFP/SECAUD/2026/02 **DATE:**

(1) Name of the PCS/ Firm:

(2) Registered Address with Contact Telephone No. with email*:

(3) Name of the contact person and designation:

(4) Contact no. of the contact person with email:

*If the PCS/firm(s)/LLP have registered address outside Kolkata then they are also required to provide the address and contact details of the branch office located at Kolkata with contact details of the person-in-charge of Kolkata branch.

DETAILED TERMS & CONDITION AND IMPORTANT DATES FOR INVITATION OF RFP

Schedule of dates

Sl. No.	Particulars	Date/Time
1.	Date of publication (online uploading) of tender and other documents	The RFP documents embodying details related to terms & conditions, scope of the work and other instructions can be downloaded from the online e-tendering portal https://wbtenders.gov.in/
2.	Documents download start date (Online)	25th May, 2026
3.	Submission of Pre-bid Queries [only through email]	Date: 01st June, 2026 (Queries can be mailed to empanelaudit2019.wbsetcl@gmail.com)
4.	Pre-bid meeting date, time and venue.	Date: 8th June, 2026 From 12.30 A.M to 1.30 P.M. Vidyut Bhavan, 9th Floor Conference Room.
5.	Pre bid queries reply submission date and email from reply submission, if required and deem fit by the Company.	Date:12th June, 2026 Time: Upto 16:00 Hrs. Email: empanelaudit2019.wbsetcl@gmail.com
6.	Bid submission start date (Online)	01st June,2026[Both Technical and Financial]
7.	Last date of submission of valid original Power of attorney of the signatory of bid (in physical form).	15th June, 2026
8.	Closing date of bid	Technical Bid: 19th June, 2026 at 4:00 P.M.
9.	Opening technical bid	Technical Bid 22th June, 2026 at 12 noon
10.	Declaration of Technical bid result	29th June, 2026 at 4:50 P.M.
11.	Opening of Financial Bid	30th June, 2026 ; 12 noon
12.	Declaration of Financial bid result	3rd July, 2026 4:00 p.m.
13.	Declaration of Ranks	8th July, 2026 4:00 p.m
14.	Bid Validity	180 days from Bid Due Date i.e. next day of the Price bid opening date.
15.	Method of Selection	R-1 basis

WEST BENGAL STATE ELECTRICITY TRANSMISSION COMPANY LTD.

(A GOVT. OF WEST BENGAL ENTERPRISE)

Regd. Office: Vidyut Bhavan, Block-DJ, Sector-II, Bidhannagar, Kolkata – 700 091,
Telephone No. 033 2334 9020, website: www.wbsetcl.in CIN: U40101WB2007SGC113474

RFP no.TCL/CS/RFP/SEC AUD/2026/02 Date: 25th May, 2026

INVITATION FOR REQUEST FOR PROPOSAL (RFP) THROUGH E-TENDER FROM PRACTICING COMPANY SECRETARIES (PCS) / FIRM OF COMPANY SECRETARIES [INCLUDING LIMITED LIABILITY PARTERSHIP (LLPs)] FOR EMPANELMENT OF SECRETARIAL AUDITOR

West Bengal State Electricity Transmission Co. Ltd. (WBSETCL) is incorporated under Companies Act, 1956, and is engaged in the business of transmission of electricity across the state of West Bengal. It is also the state transmission utility as stated under Section 14 of The Electricity Act, 2003. In the financial year ended on 31st March, 2025 , WBSETCL has reported a turnover of more than Rs. 2,288 crore with a profit after tax of Rs. 656 crore (including other comprehensive income) as per the audited financial statements.

WBSETCL invites the RFP through E-Tender from the reputed Practicing Company Secretaries (PCS) / firm(s) of Company Secretaries [including limited Liability Partnership (LLPs)] for empanelment of Secretarial Auditor in the Company. The documents embodying details related to eligibility criteria, scope of the work and other instructions can be downloaded from the website of the Company, i.e., 'www.wbsetcl.in./tender.htm',.

(Virendra Singh)
Company Secretary

DETAILED TERMS & CONDITION AND IMPORTANT DATES FOR INVITATION OF REQUEST FOR PROPOSAL (RFP) FROM PRACTICING COMPANY SECRETARIES (PCS) /FIRM OF COMPANY SECRETARIES FOR CARRYING OUT THE SECRETARIAL AUDIT

1. All the participants' sole proprietorship/firms should be located in Kolkata.
2. Process of bidding shall be done through the www.wbsetcl.in./tender.htm' portal
3. The language for bidding and all related correspondence shall be English.
4. WBSETCL will examine the applications to determine whether they are complete, have been properly signed, and whether the offer is generally in order. On scrutiny, the tender application found NOT in appropriate format /illegible/incomplete/not containing clear information or failing to fulfil the relevant requirement will not be entertained and will be rejected without assigning any reason thereof. Any incomplete offer shall not be entertained and rejected without assigning any reason thereof.
5. Before the last date for the receipt of bid(s), WBSETCL may amend any of the e-tender conditions as may be desired if such an amendment is necessary and the same shall be up-loaded as a corrigendum and will be made available on the website tender portal. Hence, the participants in e-tender are advised to keep visiting the above website regularly for any updates in this regard.
6. If the date mentioned above for opening of the tender is declared as a Government holiday or a holiday declared under NI Act, 1881 the tender will be opened on the next working day at the same time as mentioned in the schedule.
7. The RFP shall be evaluated based upon the criteria as envisaged in the document under the heading Evaluation & Ranking. Proposal shall be considered responsive after preliminary scrutiny and fulfilment of the minimum qualification criteria will be taken up for detailed evaluation
8. WBSETCL reserves the right to verify the validity of information provided in the tender document and to reject any bid where the contents appear to be incorrect, inaccurate or inappropriate at any time during the process of tendering or even after award of contract.
9. Any application received by WBSETCL after the scheduled closing date and time will not be accepted.

10. The Company reserves the right to request additional submissions or clarification from one or more participant (s) at any stage or to cancel the process entirely or to modify terms & conditions of this document at its sole discretion without assigning any reason whatsoever.

11. Matter relating to any dispute or difference arising out of present tender and subsequent contract based on the submission of the offer shall be subject to exclusive jurisdiction of courts at Kolkata only.

12. a) E-tender shall be in two stages format, one containing Technical & Experience details of the firm and another containing financial bid, as per BOQ given in the e-tender portal.

b) The financial proposal shall only be opened for those PCS /firms who get the minimum cut off marks assigned by the Company on the basis of the process, as envisaged in details in this document under the heading of Evaluation Criteria and Process for Selection of Secretarial Auditor. Proposal shall be considered responsive after preliminary scrutiny and fulfilment of the minimum qualification criteria will be taken up for detailed evaluation.

13. The Company proposes to empanel 2nos. (two) firms of Practicing Company Secretaries/individual PCS or both for carrying out Secretarial Audit assignments.

a) The empanelment shall remain valid for a period of 6(six) years, subject to satisfactory performance and compliance with applicable statutory provisions, rules, and guidelines

b) Every empanelled firm/PCS shall be eligible to get assignment for atleast 3(three) years in the empanelled period subject to satisfactory performance of the firm/PCS, on yearly basis. However, the company at its discretion may increase/decrease number of years of assignment based upon performance.

c) The allocation of Secretarial Audit assignments during the empanelment period shall be made at the sole discretion of the Management. The Company reserves the right to assign work to any of the empanelled firms based on its requirements

d) The company is empowered to cancel empanelment of any firm/PCS at its own discretion during the empanelled period.

It is expressly clarified that empanelment does not confer any right or guarantee for award of work, either in terms of frequency or volume, to the empanelled firms.

14. WBSETCL reserve the right to cancel the empanelment in entirety any time before the expiry of 06 (six) years without assigning any reason thereof.

15. **Financial Terms**

a) i)The professional fees for the Financial year 2025-26 was Rs. 1,80,000/- (Rupees one lakh eighty thousand only) exclusive of out of pocket expenses, travelling expenses, etc and applicable taxes.

ii) The empanelment is for the period 6(six) years, therefore every participants needs to state the profession on yearly basis, which is starting from FY 2026-27 to FY 2031-32.

iii) The firm/PCS to whom the assignment posed the professional fee shall be the L-1professional fee emerged in the tendering process for the particular year.

b) Out of pocket expenses and travelling expenses shall be payable in accordance with the applicable rules of the Company.

c) PCS / Firm shall be considered disqualified if they quoted the professional fee exclusive of taxes and other expenses less than the fee as specified in serial 16 (a), even though such firm has obtained highest rank, i.e., R-1 in technical evaluation.

d) If any PCS/ Firm quoted the professional fee without mentioning '*taxes*' or specifying '*exclusive of taxes*' it shall be considered that the quoted professional fee is inclusive of applicable statutory tax rate .

*For instances- if the professional fee is quoted only Rs. 1,80,000/- then the evaluation rate shall be Rs. 1,80,000/118*100 = Rs.1,52,542*

All price evaluation shall be done on the basis of exclusive of taxes. However, any PCS/ Firm who are not eligible to pay applicable taxes then they should mention clearly in their application.

16. If two or more firms quote the same rate, their candidature shall be determined based on their technical score. In case the technical scores are also equal, the candidature shall be decided based on experience in the power sector. If a tie still persists, it shall be determined on the basis of turnover.

17. Copies of PAN Card, GST Registration, Trade License, Partnership Deed, Certificate of incorporation (for Firms) and Certificate of Practice/ Registration (for Partners) relevant work orders, completion certificate, relevant documents of work experience, etc shall be invariably be attached to the e-tender. Further all the details of the contact person or authorised Partner with complete address of the PCS/ Firm and telephone number along with email id shall also have to be submitted.
18. The application shall be digitally signed by the person(s) on behalf of the organization having necessary Authorization/Power of Attorney to do so. The copy of Power of Attorney shall be signed and deposited in the following address Office of the Company Secretary, West Bengal Electricity Transmission Company Limited Vidyut Bhawan, 8th Floor, 'A' Block , Block-DJ, Sector-II, Bidhannagar, Kolkata-700 091 .
19. The tender application should be submitted strictly as per the terms & conditions laid down in the document. Proposal should not contain any conditions other than the prescribed ones. The proposal, which deviates from these terms and conditions, shall be liable to be rejected.
20. In case of any queries pertaining to the e-tender the participating sole proprietorship/firm may visit the undersigned at the above mentioned address within the business hour or may send email at empanelaudit2019.wbsetcl@gmail.com
21. **Disqualifications: PCS/Firm(s) falling under any of the following conditions would be liable for disqualification:**
    a. PCS / Firm or any partner thereof has been cautioned or any action has been taken against the Firm or any partner by ICSI.
    b. Wilful misrepresentations of any fact in the Request for Proposal.
    c. Any court case or arbitration relating to disciplinary case pending against the firm or any of its partners/ designated partner.
    d. Any action / disqualification taken by any Government Company / Govt. Body / Govt. Authority / State or Central Govt. relating to any ground.
    e. Firm/PCS who have conducted Secretarial Audit of the Company for the financial year 2022-23 to 2024-25 is not allowed to participate in the tender.

Further the Company reserves the right to cancel the empanelment/contract at any stage if the firm falls under the conditions mentioned at 22 (a to e) subsequent to its empanelment/award of contract in addition to clause no. 14(d) of this document.

22. If required, the Company may call for making presentation by the participants, who were found technically qualified.
23. Detailed eligibility criteria are mentioned in Annexure-I of this document.
24. Evaluation criteria and process of selection of Secretarial Auditor is mentioned in the Annexure II of this document.
25. Format of application is specified in the Annexure III of this document.

N.B.: Where the word firm appears in this document, it also includes Limited Liability Partnership (LLPs).

DECLARATION / ACCEPTANCE

[on the letter head of the PCS/firm]

I....., S/o Shri....., working as..... in..... (Name of the PCS/Firm with address in full) hereby solemnly affirm and declare that I have been authorized by the PCS/firm to sign the tender document . I hereby declare and certify that I (name of PCS) / firm that I have carefully read and understood all the eligibility criteria, terms & conditions mentioned in this tender and I shall abide by all the terms & conditions of the tender and hereby convey acceptance of the same.

I hereby affirm that the information/ documents furnished are true and authentic to the best of my knowledge and belief.

I..... also affirm that name of PCS /firm or any employee of the PCS / partner/ employee of the firm does not possess any disqualification as envisaged in the detailed terms & conditions of the RFP.

(Signature of the authorised person with seal of the PCS/Firm)

Place:

Date:

Name:

Designation:

Annexure I

ELIGIBILTY CRITERIA FOR EMPANELMENT OF PRACTICING COMPANY SECRETARIES (PCS) /FIRM OF COMPANY SECRETARIES [INCLUDING LIMITED LIABILITY PARTNERSHIP (LLPs)] FOR CONDUCTING SECRETARIAL AUDIT OF THE COMPANY

The invitation for request for proposal is open to all applicants who fully met the following eligibility criteria and provide/submit the satisfactory documentary evidence in support, failing which their application may be rejected:

1. The participant should be a Practicing Company Secretaries (PCS) / Firm of Company Secretaries [including Limited Liability Partnership (LLPs)];

2. The PCS/ Firm should be registered with the Institute of Company Secretaries of India (ICSI) having its office in Kolkata ;

3. The PCS/Firm should be in practice for atleast 10 (ten) years and should have the experience of conducting secretarial audit for a minimum period of 10 (ten) years; **(Enclose the Registration Certificate, Certificate of Practice issued by ICSI)**

4. The PCS/Firm should have conducted Secretarial Audit of Central/State Public Sector Undertaking/ Private Sector Organisation, having turnover of not less than Rs. 500 crore, in the last three financial years i.e., 2022-23, 2023-24 and 2024-25. Exposure in Power Sector would be preferable; **(Enclose copies of Work orders /contracts/engagement letter along with relevant audited P&L Account and Balance Sheet Annual reports of the client Company of last three financial years).**

5. The PCS/ Firm should be eligible for conducting Secretarial Audit of the Company as per the guidelines, provisions and standards issued by the Institute of Company Secretaries of India;

6. The PCS/ Firm should have adequate number of employees to visit and check compliance i.r.o. applicable laws to the Area Office /Corporate Office of the Company;

7. The PCS/Firm should not have been penalized by the ICSI/MCA/ROC or any other regulatory Authority in any disciplinary proceedings during the last 05 (five) years (at the time of submission of EOI). **(Enclose Self – declaration in format)**

8. The PCS/ Firm should have an Average Annual Turnover of Rs. 20 Lakh or more while considering the combined Average of preceding three financial years, i.e., 2022-23, 2023-24 and 2024-25 **(Enclose copy of ITRs etc.)**

9. Proprietor /any partner of the Secretarial Audit Firm should not be related to any Director of the Company within the meaning of the Companies Act, 2013.

Participants who will not meet the eligibility criteria shall summarily be rejected and no technical evaluation will be made. WBSETCL reserves the right to verify/confirm all the original documentary evidence including references and clients as submitted by the applicants in support of the above mentioned clauses of eligibility criteria.

Annexure II

Evaluation Criteria and Process for Selection of Secretarial Auditor

A. Technical Evaluation:

Bids found to be substantially responsive after the preliminary scrutiny and fulfilment of the minimum qualification criteria will be taken up for detailed evaluation. Criteria for evaluation of technical have been specified in table below: -

S.N.	Criteria	Marks over the Minimum Eligibility	Total Marks
1	**Tenure of Existence of the PCS/ Firm**	10 years and less than 12 Years: 5 Marks More than 12 years and less than 15 years: 7 Marks More than 15 years: 10 Marks	**10**
2	**Number of Partners**	2 marks for each partner. Maximum mark is 10. No marks shall be assigned to PCS *6 marks will be allotted to individual PCS	**10**
3	**Experience in conducting of Secretarial Audit in Companies with turnover**	Turnover from Rs. 500 crore to Rs. 750 crore: 5 marks Turnover from Rs. 750 crore to 1000 crore lakh: 7 marks Turnover above Rs. 1000 crore: 10 marks	**10**
4	**Experience of the Firm**	a. PSU Experience: 3 marks b. Power Sector Experience: 4 marks c. Large Public Company./ Pvt. Ltd. Company Experience: 3 marks	**10**
5	**Average Turnover in last three preceding years**	Turnover from Rs. 20 lakh to Rs. 30 lakh: 5 marks Turnover from Rs. 30 lakh to Rs. 50 lakh: 7 marks Turnover above Rs. 50 lakh: 10 marks	**10**

S.N.	Criteria	Marks over the Minimum Eligibility	Total Marks
6	**No. of employees**	3 marks for each qualified employees. Maximum mark is 10. 2 marks for each semi-qualified employees. Maximum mark is 5 1 mark for each graduate employee. Maximum mark is 3	**10**
Total Marks= TS (Technical Score)			**60**

*Marks shall be awarded category-wise; however, if the maximum marks are obtained in any one category, the other categories shall not be taken into account.

B. Financial Evaluation:

1. Financial bids of only those participants who have cleared the Technical Evaluation will be opened and evaluated.
2. Where there is a discrepancy between the amounts in figures and in words, the amount written in words shall be governed.

C. Bid Evaluation and Selection Process:

The method of Selection of the participant will be Quality and Cost Based Selection (QCBS). The Technical proposals would be evaluated first and points would be allotted to each of the participants as stated hereunder:

a. The minimum Technical Score to be obtained for considering Financial Proposal shall be 30 marks.

b. The formula for determining the Technical Score (TS) is stated hereunder:

$$TS = 100 \times T/T_{high}$$

Where,

TS = Technical Score of the proposal under consideration,

T = The total Technical Score awarded to the Concerned Participant, and

T_{high} = The Technical Score achieved by the Participant that scored best amongst all the responses

c. The Financial evaluation will be done for only those proposals, which qualify technically.

d. The formula for determining the Financial Score (FS) is stated hereunder:

$$FS = 100 \times FP_{min}/FP$$

Where,

FS= Financial Score of the proposal under consideration,

FP_{min} = The Price of the lowest financial proposal, and

FP = Price of the concerned proposal under consideration

e. For the purpose of determining FP, the total professional fees quoted by the participant for the entire empanelment period of 6 years shall be determined by aggregating the fees quoted for each financial year.

f. The technical and financial proposals would be given the weight age in the ratio of 80:20 i.e., 80% on Technical Evaluation and 20% on Financial Evaluation.

g. Proposals would be ranked according to their combined Technical and Financial Scores, i.e., Combined Score "CS" using the ratio mentioned **(80:20)** and as per the formula stated hereunder:

$$CS = TS \times 0.80 + FS \times 0.20$$

Where,

CS= Combined Score,

TS= Technical Score, and

FS= Financial Score

D. Method of Appointment of the Participant:

The participant achieving the highest and second highest combined technical and financial score would be the **R-1** participant.

E. Basis Of Payment Of Professional Fees

Payment of professional fees shall be made to the empanelled firm/PCS based on the L1 rate quoted by the empanelled firm/PCS for the respective financial year.

DISCLAIMER

This e-tender document is not an agreement or offer by WBSETCL to the prospective Bidders or any other party. The purpose of this document is to provide interested parties with relevant information.

The RFP and the information contained herein are to be used only for the intended purpose.

This document is meant for the exclusive purpose of Bidding as per the Specification, Terms, Conditions and Scope indicated and shall not be transferred, reproduced or otherwise used for purposes other than for which it is specifically issued.

Annexure III

FORMAT OF THE APPLICATION FOR THE EMPANELMENT OF THE SECRETARIAL AUDITOR

S.N.	CRITERIA	
1.	NAME OF THE PCS/FIRM	
2.	PROFESSIONAL DESIGNATION WHETHER PCS/FIRM (INCLUDING LLPS)	
3.	DETAILS OF THE PCS/FIRM:- ADDRESS OF THE SOLE PCS/FIRM: PHONE NO.: E-MAIL: WEBSITE:	
4.	YEAR OF INCORPORATION	
5.	NAME OF THE INDIVIDUAL/ ALL PARTNERS OF THE PCS/FIRM ALONG WITH CONTACT DETAILS	
6.	NAME AND DESIGNATION OF THE CONTACT PERSON TO WHOM ALL REFERNECES SHALL BE MADE REGARDING THIS REQUEST FOR PROPOSAL	
7.	QUALIFICATION OF THE PCS/PARTNERS	
8.	TOTAL WORK EXPERIENCE OF THE PCS/PARTNERS IN PRACTICE/SERVICE	

9.	EXPERIENCE OF THE PCS /PARTNERS ESPECIALLY IN FIELD OF SECRETARIAL AUDIT	
10.	NO. OF QUALIFIED EMPLOYEESS / SEMI QUALIFIED EMPLOYEES AND THEIR QUALIFICATION	
11.	EXPERIENCE OF THE QUALIFIED EMPLOYESS / SEMI QUALIFIED EMPLOYEES OF THE PCS/ FIRM WITH SPECIAL EMPHASIS IN SECRETARIAL AUDIT	
12.	NO. OF TOTAL EMPLOYEES OF THE FIRM (EVERY CATEGORY INCLUDING ANY ARTICLE/TRAINEE)	
13.	BRIEF PROFILE OF THE PCS/FIRM WITH THE FOLLOWING: (I) NUMBER OF SECRETARIAL AUDIT CONDUCTED (II) EXPOSURE IN THE POWER SECTOR (III) EXPOSURE IN THE CENTRAL/STATE PUBLIC SECTOR UNDERTAKING (IV) LIST OF THE CLIENTS WITH NATURE OF ASSIGNMENT AND PERIOD (Enclose separate list)	
14.	TURNOVER OF THE PCS/FIRM IN LAST 03 (THREE) YEARS I.E., 2022-23, 2023-24 and 2024-25	

SCOPE OF THE WORK:

1. The Secretarial Auditor shall examine and report on the compliance of the following specific laws:

   Secretarial Auditor has to check compliances of the Company under the following laws and rules made there-under;

i. The Companies Act, 2013 (the Act) and the rules made there-under;
ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
iii. Industrial Disputes Act, 1947;
iv. Employees State Insurance Act, 1948;
v. Employees Provident Fund & Miscellaneous Act, 1952
vi. Apprentices Act, 1961;
vii. Maternity Benefit Act, 1961;
viii. Contract Labour Act, 1970 & West Bengal Contract Labour Rules,1972;
ix. Payment of Gratuity Act, 1972;
x. Electricity Act, 2003;
xi. Right to Information Act, 2005;
xii. Micro, Small, and Medium Enterprises Development Act, 2006;
xiii. Sexual Harassment (Prevention and Redressal) Act, 2013;
xiv. Digital Personal Data Protection Act(or equivalent privacy laws)
xv. ESG Reporting Standards

2. Secretarial Standards

   i) Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government;

3. Review report need to be given by the Secretarial Auditor in respect of Area Offices/Project Field Zone on sample basis pertaining to applicable laws.