

बिहार राज्य शैक्षणिक आधारभूत संरचना विकास निगम लि०

(बिहार सरकार का एक उपक्रम)

शिक्षा भवन, बिहार राष्ट्रभाषा परिषद् परिसर, आचार्य शिवपूजन सहाय पथ, सैदपुर, पटना-800004
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दूरभाष सं०-0612-2910314 फ़ैक्स सं०-0612-2660256

संख्या:- 109

दिनांक:- 29.06.16

कार्यालय आदेश

निदेशक मंडल की 18वीं बैठक (दिनांक-11.03.2016) में Corporate Governance Framework Charter तैयार कर उपस्थापित किया गया था। जिसे निदेशक मंडल द्वारा सर्वसम्मति से अनुमोदित किया गया। सर्वसाधारण के अवलोकनार्थ हेतु Charter को निगम के वेबसाइट पर प्रकाशित करने का आदेश दिया जाता है। (Charter of Corporate Governance Framework की छाया प्रति संलग्न)।

ह०/-

(संजीवन सिन्हा)

प्रबंध निदेशक

ज्ञापांक:-

दिनांक:-

प्रतिलिपि:-महाप्रबंधक (प्रशासन)/महाप्रबंधक (कार्य० कार्या०)/मुख्य अभियंता/मुख्य परामर्शी तकनीकी/सभी अधीक्षण अभियंता/सभी कार्यपालक अभियंता (मुख्यालय)/वरीय लेखा पदाधिकारी-सह-महाप्रबंधक (वित्त)/सूचनार्थ एवं आवश्यक कार्यार्थ प्रेषित।

ह०/-

(संजीवन सिन्हा)

प्रबंध निदेशक

ज्ञापांक:- 6022

दिनांक:- 29.06.16

प्रतिलिपि:-परामर्शी (आई०सी०टी०) को सूचनार्थ प्रेषित कृपया निगम के वेबसाइट पर अपलोड कराया जाए।

(संजीवन सिन्हा)

प्रबंध निदेशक

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BSEIDC

Charter of Corporate Governance Framework

Objective: The Company through this document seeks to lay down a broad “**Framework for Corporate Governance**” reiterating a commitment to values, ethical business conduct, transparency, accountability and compliance with internal procedures and applicable laws, rules and regulations, **with the objective to Institutionalize Corporate Governance.** This framework document may be modified and improved based on (i) implementation experience and (ii) to appropriately reflect future changes in the applicable statutory regulations.

This document consolidates (i) the existing practices, systems and processes in place and (ii) provides for establishing additional mechanisms to further consolidate & strengthen corporate governance, including compliance with statutory regulations; (iii) enhancing transparency and accountability in the functioning of the Company.

The framework for governance is broadly classified under the following elements:

1. Secretarial and regulatory compliances
2. Internal controls and internal audit
3. Accounting and financial reporting
4. Data security and back-up
5. Complaint handling and redressal mechanism including procurement.
6. Enhancing Transparency & Public Disclosure of Information

Key guidelines under each of the elements in the framework are stated as under and these would form the basis for establishing prescriptions and processes.

1. Secretarial and regulatory compliances

- (a) Audit Committee will be constituted in accordance with the provisions of the Companies Act, 2013 with their Terms of Reference (ToR) framed in writing and approved by the BoD.
- (b) Report on statutory compliances in a format acceptable to the Board of Directors (BoD) shall be placed in every meeting of the Audit Committee and the BoD.

- (c) Secretarial audit shall be conducted for each financial year in accordance with the provisions of the Companies Act, 2013 and every audit report including its compliance shall be reviewed by the Audit Committee and placed, considered and adopted in the meeting of the BoD.

2. Internal controls and internal audit

- (a) BSEIDC (Financial & Technical) Regulations, 2011. Service (staffing) Regulations & Procedures and any revisions thereof as approved by the Board of Directors, including applicable circulars and notifications of the Government of Bihar (GoB).
- (b) Establishing enterprise resource planning (ERP) systems for operations of the Company including modules for procurement, contract and financial management activities.
- (c) Procurement Manual with Standard Bidding Documents (SBD) for goods, works and services.
- (d) Internal audit to be conducted every year in accordance with the Policy on Internal Audit approved by the Board of Directors.

3. Accounting and Financial Reporting

Financial Management Manual establishing procedures for effective financial management, accounting and financial reporting.

4. Data security and back-up

Policy on access of company data, IT security policy, arrangements for data storage and back-up.

5. Complaint handling and re-dressal mechanism, including procurement

Complaint handling and Grievance Re-dressal Cell for addressing various issues concerning procurement complaints, quality assurance, grievance re-dressal and fraud & corruption complaints. The constitution, roles and responsibilities and functions will be established by the Board of Directors.

6. Disclosure of Information

Maintaining a website of the Company which would provide for public access of information on Company policies and operations and may inter-alia include the following:

- a) Procurement – procurement notices, contract awards,
- b) Financial Management – Audited annual financial statements including the report of the Directors, Auditors and the C&AG and secretarial audit report.
- c) Reports – Details of various Projects being undertaken by the Company, monthly physical and financial progress reports on construction contracts awarded; quarterly status of complaints received, addressed and pending resolution.
- d) Documents – Corporate governance framework, Financial Management Manual, Procurement Manual, BSEIDC (Financial & Technical) Regulations, 2011, Service (staffing) Regulations & Procedures.

Amendments to the Framework

This framework document including any revisions thereof shall be approved by the BoD.