

CAN FIN HOMES LIMITED

Registered Office
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi
Bangalore – 560 004
E-mail: compsec@canfinhomes.com
Tel: 080 48536192 Fax: 080 26565746
Web: www.canfinhomes.com
CIN – L85110KA1987PLC008699

REQUEST FOR QUOTATION (RFQ)

(Ref: CFHRO/CS/RFQ/45/2025 dated: 31/03/2025)

**APPOINTMENT OF SECRETARIAL AUDITOR FOR A PERIOD OF 5 YEARS EFFECTIVE
FROM FY 2025-26 TILL FY 2029-30**

FOR

CAN FIN HOMES LIMITED

Issued by:
Board Secretariat Department,
Registered Office: No. 29/1, 1st Floor
Sir M N Krishna Rao Road
Basavanagudi, Bengaluru 560 004
Email Id – compsec@canfinhomes.com
Website – www.canfinhomes.com

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Request for Quotation for empanelment of Company Secretary Firm/ Practising Company Secretary for conducting Secretarial Audit for a period of 5 years effective from FY 2025-26 till FY 2029-30

1. About the Company:

Can Fin Homes Limited (hereinafter referred to as the Company/CFHL) (sponsored by Canara Bank) was incorporated in the year 1987 under the provision of the Companies Act, 1956. The Company is a housing finance institution approved by National Housing Bank (NHB), the apex authority of housing in the country.

The Registered & Corporate Office of the Company is situated at Bengaluru. The Company is having Pan India presence with 216 branches, 18 Affordable Housing Loan Centres (AHLCS); 234 outlets in total over 100+ cities spread across 21 States & Union territories. The Objective of setting up the Company was to promote home ownership & increasing the housing stock in the Country.

The Company is regulated by the Directions issued by National Housing Bank (NHB) and Reserve Bank of India (RBI) from time to time. Also, being a listed entity, the Company has to comply with various applicable provisions of Companies Act, 2013, SEBI Rules, Regulations, Circulars and Guidelines. For more details about the Company please visit our website www.canfinhomes.com.

The Company's shares are listed in BSE Limited (BSE) & National Stock Exchange of India Limited (NSE) and the turnover of the Company for the Financial Year 2023-24 was Rs. 3524.69 Crore. As on 31/03/2025 apart from Equity Shares, the Company have 5 Active ISINs for Commercial Papers (CP) listed on BSE and 11 active ISINs for Non-Convertible Debenture (NCD) listed on NSE.

The authorised share capital of the Company as on date comprised of 35,00,00,000 equity shares of Rs.2/- each aggregating to Rs.70 crores; Issued and Subscribed capital and paid-up share capital comprised of 13,31,54,125 Equity shares of Rs 2/- each aggregating to Rs.26.63 crore.

The Company has about 1,00,000 equity shareholders and about 1,500 equity shareholders are holding shares in physical form.

2. The Proposal:

The Appointment of Secretarial Auditor is mandatory for every listed Company as per the requirement of Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (SEBI Listing Regulations). Further, in compliance with 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, the Secretarial Auditor has to submit the Secretarial Audit Report which forms part of Board Report of the Company.

Reg 24A of SEBI Listing Regulations as amended vide SEBI Notifications dated 12/12/2024 states that:

(a) Every listed entity and its material unlisted subsidiaries incorporated in India shall undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and shall annex a Secretarial Audit Report in such form as specified, with the annual report of the listed entity.

(b) On the basis of recommendation of Board of Directors, a listed entity shall appoint or reappoint:

(i) an individual as Secretarial Auditor for not more than one term of five consecutive years; or

(ii) a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five

consecutive years,

with the approval of its shareholders in its Annual General Meeting

Provided that- (i) an individual Secretarial Auditor who has completed his or her term under sub-clause (i) of this clause shall not be eligible for re-appointment as Secretarial Auditor in the same entity for five years from the completion of his or her term;

(2) Every listed entity shall submit a secretarial compliance report in such form as specified, to stock exchanges, within sixty days from end of each financial year

Provided that the listed entity shall ensure that with effect from April 1, 2025, the Secretarial Compliance Report submitted to the stock exchange(s) on annual basis is signed only by the Secretarial Auditor or by a Peer Reviewed Company Secretary.

Accordingly, the Company is inviting quotation in sealed envelopes from interested Practicing Company Secretary (PCS)/ Company Secretary Firm to act as a Secretarial Auditor of the Company for a period of 5 years effective from FY 2025-26 till FY 2029-30.

3. Eligibility Criteria:

The Applicant must fulfil the following eligibility criteria as on 01/04/2025 which will be considered for evaluation process. The applicant who does not satisfy the eligibility criteria provided herein will be rejected by the Company.

The basic criteria are as under:

Sl.No	Eligibility Criteria
1.	The Company Secretary Firm/Practicing Company Secretary must have an office or presence in Bangalore
2.	The Company Secretary Firm/Practicing Company Secretary should not have been debarred/ disqualified/ blacklisted by any Regulator/ PSUs/ statutory body or Government entity or any International/National agency for corrupt or fraudulent practices. Self-declaration in this regard has to be submitted.
3.	The Company Secretary Firm/ Partner of Firm/Practicing Company Secretary must not have any conflict of interest with the Company/ or its Directors/ Promoters;
4.	The Partner/ Officials of Company Secretary Firm/Practicing Company Secretary must not be subject to any legal / quasi-judicial proceedings for any professional misconduct during the last 5 years
5.	The Company Secretary Firm/ Practicing Company Secretary shall have proper infrastructure like office space, manpower, etc.
6.	The Company Secretary Firm/ Practicing Company Secretary (PCS) should have valid Registration number and Certificate of practice.
7.	The Partner/ Officials of Company Secretary Firm/Practicing Company Secretary should have valid peer review certificate as on date of submitting their bid and throughout the Audit Period.
8.	The Partner/ Officials of Company Secretary Firm/Practicing Company Secretary should not have incurred any of the disqualifications as specified by the SEBI.
9.	The Lead Partner/ Proprietor of Company Secretary Firm/Practicing Company Secretary, under whose supervision the Secretarial Audit to be done, should have minimum 07 years or more continuous experience as Company Secretary in full time practice as on 01/04/2025 in the capacity of Fellow/Associate Member of ICSI.
10.	The Company Secretary Firm/ Practicing Company Secretary should have conducted secretarial audit of at least 5 Public Limited Companies in last 3 years

Sl.No	Eligibility Criteria
	out of which 2 shall be Listed Entities preferably NBFCs/Banks having market capitalization of Rs 5000 Crores or more.
11.	The Company Secretary Firm/ Practicing Company Secretary should have earned minimum limit of Gross fees from the practice in past 3 years at least Rs 5,00,000 to Rs 7,50,000.
12.	The Company Secretary Firm/PCS should have atleast two active partners/ employees in full time practice who are Qualified Company Secretaries and Members of ICSI.

The Bidders should provide documentary evidence/ confirmation/ declaration fulfilling the aforementioned criteria, based on which marks shall be allotted for shortlisting of the Company Secretary Firm/ Practicing Company Secretary for the assignment.

4. Scope of Work:

The Scope of work shall comprise of examining of the convening and conducting Board & Committee Meetings, verify the composition & constitution of Board of Directors & Committee members, Company's books, papers, minutes books, forms and returns filed with MCA, SEBI and Other Regulatory Authority and also to examine the others records maintained by the Company. The broad scope of the Secretarial Audit and relative details are furnished in the **Annexure I**.

5. Other Terms and Conditions:

i. Place of Audit:

The audit has to be conducted at the Registered Office of the Company at No. 29/1, 1st Floor, Sir M N Krishna Rao Road, Near Lalbagh West Gate, Basavanagudi, Bengaluru – 560 004.

ii. Payment Terms:

Payment will be released within one month from the date of submission of invoice by the PCS/ Firm after issuance of Secretarial Audit Report and Secretarial Compliance Report to the satisfaction of Can Fin Homes Limited. No advance payment shall be made for conduct of Secretarial Audit.

If the firm is registered with MSME, the copy of the same shall be furnished to the Company.

iii. Auditor not to render certain services:

In terms of the provisions of SEBI Circular dated 31/12/2024, the Secretarial Auditor once appointed shall not render following services to the Company:

1. Internal audit;
2. Design and implementation of any compliance management system, information system, policy framework, systems or processes for compliance;
3. Investment advisory services;
4. Investment banking services;
5. Rendering of outsourced compliance management, record keeping & maintenance services;
6. Management services; and
7. Any other kind of services as may be specified from time to time.

iv. Disqualification of Secretarial Auditor:

In terms of the provisions of SEBI Circular dated 31/12/2024, the persons as specified in Annexure 2 of the said circular shall not be eligible to be appointed or continue to act as the Secretarial Auditor of the Company. **The Secretarial Auditor if appointed shall produce a Non-Disqualification Certificate in this regard.**

Where a person appointed as Secretarial Auditor of the Company incurs any of the disqualifications as specified by the Board, after appointment, such person

shall vacate the office as Secretarial Auditor and such vacation shall be deemed to be a casual vacancy in the office of the Secretarial Auditor.

v. Performance Review of Secretarial Auditor:

The performance of the Secretarial Auditor shall be subjected to review by Audit Committee annually, based on which the term of the Auditor shall continue.

6. Application Submission and Validity Period

a) Only one application will be accepted from a PCS Firms against the RFQ.

b) The Bidder have to submit their application on the letter head duly signed by the Authorized Person/Partner/Directors/Designated Partners of the bidder along with the brief profile in a sealed envelope, subject to ensuring the above eligibility criteria, you may send us your quotation indicating the details and price **(As per annexure II)** along with terms & conditions, if any. The same shall reach us on or before **10/04/2025, 5:00 P.M.** to the given below address to enable us to take a decision in the matter.

Board Secretariat Department
Can Fin Homes Limited
No.29/1, 1st Floor,
Sir M N Krishna Rao Road,
Near Lalbagh West Gate,
Basavanagudi,
Bengaluru-560004.

7. Disclaimer

Can Fin Homes Limited Management shall choose the firm at its discretion and the decision of the Company's management shall be final and binding on all the Applicants/bidders. The Company reserves its right to accept/reject any/all the Bids or cancel the RFQ at its sole discretion without assigning any reason whatsoever.

For any other clarifications, you may contact us at the above address & phone number.

Yours faithfully,

Sd/-
Nilesh Jain
DGM & Company Secretary
Encl: As above.

SCOPE OF WORK – SECRETARIAL AUDIT

The broad scope of Secretarial Audit and Secretarial Compliance report includes verification of the compliances under the following enactments, rules, regulations and guidelines etc.: -

1. The Companies Act, 2013 & the Rules made thereunder (as amended from time to time), to the extent applicable;
2. The Memorandum of Association and Articles of Association of the Company;
3. The Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI);
4. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act) as amended from time to time;
 - i. The SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015;
 - ii. The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - iii. The SEBI (Substantial Acquisition of Shares and Takeovers Regulations), 2011;
 - iv. The SEBI (Buyback of securities) Regulations, 2018;
 - v. The SEBI (Share Based Employee Benefits) Regulations, 2021;
 - vi. The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - vii. The SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - viii. The SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - ix. The SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - x. The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - xi. The SEBI (Delisting of Equity Shares) Regulations, 2021;
 - xii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
 - xiii. SEBI (Depositories & Participants) Regulations, 2018.
5. The National Housing Bank Act, 1986 and the Directions and Guidelines issued by NHB from time to time;
6. The Directions and Guidelines issued by Reserve Bank of India w.r.t. to Non-Banking Financial Company (NBFCs) - Housing Finance Company from time to time;
7. The Depositories Act, 1996 and the regulations and Byelaws framed thereunder;
8. 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;
9. FIMMDA Operational Guidelines (RBI) for Commercial papers;
10. Other Laws as may be specifically applicable to the Company;
11. Examining whether adequate systems and procedures are in place to monitor and ensure compliance with various applicable laws;

12. In case of financial laws like Tax laws and Customs Act etc., Secretarial Auditor may rely on the Reports given by the statutory auditors or other designated professionals;
13. Requirements as under Insolvency and Bankruptcy Code, 2016, LEI (Legal Entity Identifier) as per RBI, TReDS (Trade Receivables Discounting System compliances as required by MCA, FIRMS (Foreign Investment Reporting and Management System) as required by RBI; and
14. The Practicing Company Secretary/ Firm shall also audit/check the following:
 - (1) All the Secretarial documents and records maintained by the Company;
 - (2) The filings/ submissions made by the Company to the stock exchanges;
 - (3) Website of the Company as per SEBI Listing Regulations, etc.;
 - (4) Any other document / filing, as may be relevant.

Note: The scope of Secretarial Audit is not limited to the corporate laws applicable to the Company but it extends to all laws applicable to the Company. (Above list is only illustrative and not exhaustive)

(On letter head of Practicing Company Secretary/ Firm of Company Secretaries)

(For conducting Secretarial Audit of Can Fin Homes Limited)

To
The Board Secretariat Department
Can Fin Homes Limited
No. 29/1, 1st Floor, M N Krishna Rao Road
Near Lalbagh West Gate, Basavanagudi,
Bengaluru – 560 004

A. Details:

Sl. No.	Particulars	
1	Name of the Practicing Company Secretary (PCS)/ Firm of Company Secretaries (Firm of PCS):	
	• Whether Partnership/ Proprietorship/ Individual	
	• Name of the Lead Partner/ Proprietor/ Individual / In- charge	
	• Name(s) of the Contact person(s) and the Contact details	
2	I. Date of Commencement of Practice as PCS	
	II. Date of registration of name of the Firm with ICSI	
	III. Certificate of Practice (COP) Number / Registration Number	
3	Details of Office(s) Address: -	
	Telephone Nos. : -	
	Website:-	
	Fax No. :-	
	Email:-	
4	Post Qualification Experience in full time practice of the Lead Partner/ Proprietor/ Individual under whose supervision the Secretarial Audit will be conducted. (Please Attach Documentary evidence)	
5	PAN No.	
	GST Tax Registration No.	
6	Number of active partners in the firm or number of employees with PCS, who are qualified Company Secretaries and members of ICSI. (Please attach details including name, membership no; experience etc., of active partner / employee)	
7	Annual turnover of the PCS / firm in preceding financial year based on ITR / Balance sheet. (please attach documentary evidence)	
8	Any other relevant information (please attach a separate sheet, if required). List of 5 ENTITIES for whom Secretarial Audit was conducted during last 3 years.	
9	Details of the peer Review & copy of the same to be attached.	

B. Schedule of Rates

Description	Professional fee (Rs) yearly basis
Fixed Amount (Inclusive of all charges, out of pocket expenses, etc.) for: (i) Conducting Secretarial Audit and Submission of Secretarial Audit Report (as per the prescribed formats); (ii) Providing Secretarial Compliance Report (as per the prescribed formats); and (iii) Providing Certificate of non-disqualification of directors under Regulation 34 of the SEBI Listing Regulation (as per the prescribed formats)	
Total Amount Payable	
Amount in Words	

Declaration –

1. All the information provided by me/us herein above are correct.
2. I/We have no objection if enquiries are made about the work listed by me/us in the accompanying sheets/annexure
3. I/ we will follow the the Company's procedure throughout the process, as per the Terms and Conditions agreed upon.
4. I/ We will be compliant to information security/ confidentiality clauses.
5. I/ We am/ are in compliance with all the applicable laws including ESG (Environmental Social & Governance) compliances within the country and whenever required evidences will be provided to the Company.
6. I/ we will produce the Financial Statement, Bank Statement, CIBIL if demanded by the Company.
7. I/We have read all the terms & conditions of RFQ dated 31/03/2025 and the same is acceptable to me/us.

Date:
Place:

Signature: _____
Name & Designation of the
Authorized Signatory
Stamp of the PCS/ Firm