

CAN FIN HOMES LIMITED

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

REQUEST FOR QUOTATION (RFQ)

(Ref: CFHRO/CS/RFQ/235/2024 dated: December 28, 2024)

APPOINTMENT OF SECRETARIAL AUDITOR FOR THE FY 2024-25

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 financial year 2024-25

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 194 branches, 18 Affordable Housing Loan Centres (AHLCS); 211 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 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 27/12/2024 apart from Equity Shares, the Company have 5 Active ISINs for Commercial Papers (CP) listed on BSE and 10 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.

As per the requirements of Reg. 24A of SEBI Listing Regulations read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, every listed entity on an annual basis shall in addition to the Secretarial Audit Report, require a check by the Practising Company Secretary (PCS) on compliance of all applicable SEBI Regulations and circulars/ guidelines issued thereunder, consequent to which, the PCS shall submit the Secretarial Compliance Report to the listed entity in the manner/format specified in the above mentioned circular.

The Company had appointed Shri K N Nagesha Rao, Practising Company Secretary, FCS 3000 (CP 12861) as Secretarial Auditors of the Company for a period of 1 year. Shri K N Nagesha Rao has conducted the Secretarial Audit and also submitted the Annual Compliance Report for the FY 2023-24.

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 the financial year 2024-25.

In terms of the amended SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the RFQ for appointment of Secretarial Auditor for a period of 5 years effective from 01/04/2025 will be published subsequently on the website of the Company.

3. Eligibility Criteria:

The Applicant must fulfil the following eligibility criteria 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 and other terms and conditions are as under:

Sl.No	Eligibility Criteria
1.	The PCS/Firm should have an Office in Bengaluru.
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/ Practicing Company Secretary (PCS) should have Registration number/Certificate of practice. The Lead Partner/ Proprietor, under whose supervision the Secretarial Audit to be done, should have an experience of 7 years or more (continuous) as Company Secretary in full time practice as on 31/03/2025 in the capacity of Fellow Member of ICSI.
4.	Peer reviewed PCS/ firm having validity as on date.
5.	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.
6.	For the financial year 2024-25, the Audit shall commence immediately on communication of appointment and has to be completed within a maximum period of 7 days. Time being the essence of the contract, it is expected that the Final Secretarial Audit report & Secretarial Compliance Report are submitted within 3 days from the date of completion of Audit, as per the format prescribed under rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as near as possible, if permissible under law) and as per SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, respectively.
7.	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.
8.	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.

4. Scope of Work:

The Scope of work shall comprise of examine 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. 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 your terms & conditions, if any. The same shall reach us on or before **06/01/2025, 5:00 P.M.** to the given below address to enable us to take a decision in the matter.

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

6. 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.

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 LISTED ENTITIES for whom Secretarial Audit was conducted during last 5 years.	
9	Details of the peer Review & copy of the same to be attached.	

B. Schedule of Rates

Description	Professional fee (Rs)
Fixed Amount (Inclusive of all charges, out of pocket expenses, etc.) for: (i) Conducting Secretarial Audit for the FY 2024-25 and Submission of Secretarial Audit Report (as per the prescribed formats); (ii) Providing Secretarial Compliance Report for the FY 2024-25 (as per the prescribed formats); and (iii) Providing Certificate of non-disqualification of directors under Regulation 34 of the SEBI Listing Regulation for the FY 2024-25 (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 have read all the terms & conditions of quotation and the instructions are acceptable to me/us.

Date:
Place:

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