

Can Fin Homes Limited

Registered Office: No. 29/1, 1st Floor, Sir M N Krishna Rao Road
Basavanagudi, Bengaluru 560 004, Karnataka, India
Corporate Identity Number (CIN): L85110KA1987PLC008699
e-mail: compsec@canfinhomes.com Web: www.canfinhomes.com
Tel: 080 48536192 Fax: 080 26565746

Ref: CFHRO/CS/006/2024

Date: 09/01/2024

Dear Sir/ Madam,

Sub: Secretarial Audit and Secretarial Compliance Report – Request for Quotation

Can Fin Homes Limited sponsored by Canara Bank is a leading Housing Finance Company. The Company is incorporated under the Companies Act, 1956 having its registered office at Bengaluru (presently having a paid-up share capital of Rs. 26.63 Crores). The Company's shares are listed in BSE & NSE and the turnover of the Company for the Financial Year 2022-23 is Rs. 2,742 Crore. The Company is regulated by the Directions issued by National Housing Bank and Reserve Bank of India from time to time. Also, being a listed company, the Company has to comply with various applicable provisions of SEBI rules, regulations, circulars and guidelines.

Secretarial Audit of the Company including verification of the compliances under various enactments, rules, regulations, guidelines etc., is due for the financial year ending March 31, 2024 as per the provisions of section 204 of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. As you are aware that after performing due verification, the Secretarial Audit Report has to be submitted as per Form MR-3 prescribed under Rule 9(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

As per the requirements of Reg.24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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 Practicing 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 broad scope of the Secretarial Audit and relative details are furnished in the **Annexure I.**

In this regard, the Company requests for a quotation from the Practicing Company Secretaries. The basic criteria and other terms and conditions are as under:

- i) The PCS/Firm should have an Office in Bengaluru.
- ii) Practicing Company Secretary Firm 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.

- iii) 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 31/03/2024 in the capacity of Fellow Member of ICSI.
- iv) Peer reviewed Firm having validity as on date.
- v) 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.
- vi) For the financial year 2023-24, 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.
- vii) The audit work 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.
- viii) Payment will be released within one month from the date of submission of bill 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.

In this connection, subject to ensuring the above, 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 **19/01/2024, 4:00 P.M.** to the above address to enable us to take a decision in the matter.

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 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - 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 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):	
	• 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 can be attached.	

B. Schedule of Rates**For one year i.e. for FY 2023-24**

Description	Professional fee (Rs)
Fixed Amount (Inclusive of all charges, out of pocket expenses, etc.) for: (i) Conducting Secretarial Audit for the FY 2023-24 and Submission of Secretarial Audit Report (as per the prescribed formats) and (ii) Providing Secretarial Compliance Report for the FY 2023-24 (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