



Inviting Applications for appointment of Secretarial Auditor

1. About us :

GIC Housing Finance Limited, was incorporated on 12th December 1989 and is one of the most reputed housing finance companies in India. The Company is promoted by Government Insurance Companies namely General Insurance Corporation of India, National Insurance Company Limited, The New India Assurance Company Limited, The Oriental Insurance Company Limited and United India Insurance Company Limited. The primary business of GICHFL is granting housing loans to individuals and to persons/entities engaged in construction of houses/flats for residential purposes. GICHFL has 72 Branch offices, 5 Satellite Offices and 3 Hub offices across the country.

2. Proposal

As per Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, company is required to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary and annex a Secretarial Audit Report, with the annual report of the company.

Company invites proposal from eligible Practicing Company Secretary (PCS) Firm for their appointment as a Secretarial Auditor of the company *and to provide Secretarial Audit Report along with Annual Secretarial Compliance Report* in the format specified by the SEBI. The appointment will be for one term of five consecutive years starting from FY 2025-26. The term of appointment may be enhanced for further period depending upon the satisfactory performance of the PCS Firm.

Proposal is also invited to provide other certification related services such as issue of Certificate of Non-Disqualification of Director; Annual Corporate Governance Certificate (forming part of Annual Report), MGT-8, Quarterly Share Capital Audit Report and Scrutinizers Services for General Meeting(s) / Postal Ballot activities.

3. Eligibility Criteria:

- a) PCS Firm should be based in Mumbai, who are Peer Reviewed by Institute of Company Secretaries of India (ICSI).
- b) The proprietor / the Lead partners of the firm / LLP, should have at least 5 years post qualification experience as on 31-03-2025.
- c) PCS Firm should have carried out a Secretarial Audit for listed companies (Equity, Debt & CP listed companies) in Housing Finance Companies / NBFCs during the past three years.
- d) PCS Firm shall be free from any disqualification under the Companies Act, 2013/ SEBI (LODR) Regulations, 2015 and Circulars/notifications etc. issued by SEBI from time to time including SEBI Circular no. SEBI/HO/CFD/CFD-PoD2/CIR/P/2024/185 dated 31-12-2024.
- e) PCS Firm should not have been debarred/ black listed by any regulator/ statutory body or Government entity or any International/ National agency.



The PCS Firm should submit documentary proof specifying meeting the abovementioned Eligibility criteria. Proposals/Applications without the required documentary evidence(s) shall not be considered.

4. Scope of Work

The illustrative (but not exhaustive) scope of work under Secretarial Audit given in **Annexure-I** for understanding and ready reference.

5. Application Process:

1. Interested Company Secretary firms are requested to submit their applications along with the following documents:
 - a) Firm's profile and registration details/Peer Review Certificate.
 - b) Details of relevant experience and past clients.
 - c) Team composition and qualifications.
 - d) Proposed audit methodology and approach.
 - e) Fee structure and terms of engagement.

Application Submission:

Last date for receiving application will be **April 7, 2025 (Monday), by 6.00 pm**. Application received after due date and time will not be considered.

The application complete in all respects shall be submitted (in sealed envelope only) through registered post/speed post/hand delivery at Registered office and must be super subscribed as "Application for Appointment of Secretarial Auditor" and same to be addressed to -

Smt. Nutan Singh

Company Secretary

GIC Housing Finance Ltd.

6th floor, National Insurance Building

14, Jamshedji Tata Road, Churchgate,

Mumbai – 400020, State : Maharashtra

Tel : 022-43041900, Web-Site : www.gichfindia.com, Email : nutan.singh@gichf.com

6. Other Terms and Conditions

- a) PCS Firm shall not sub-contract the secretarial audit work.
- b) PCS Firm shall ensure that the maximum number of secretarial audit limits specified by the Council of Institute of Company Secretaries of India or under any other Act, are not violated.
- c) Canvassing of any kind is prohibited. Any firm found to be indulging in the same is liable for disqualification.
- d) In case of concealment /misrepresentation of facts the application is liable for rejection.
- e) Incomplete applications received / applications received after the cut-off date shall not be considered.



- f) The decision of the appointing authority with regard to appointment will be final. No correspondence in this regard shall be made/entertained.
- g) Other reason for Rejection of Application:
- 1) Not in prescribed forms and not containing all required details.
 - 2) Not properly sealed and signed as per requirements.
 - 3) Received after the expiry of due date and time.
 - 4) Missing of any supporting document(s) with the Proposal.

Disclaimer:

1. The GICHFL shall not be responsible for any late receipt of applications for any reasons whatsoever.
2. The GICHFL reserves the right :
 - a) To reject any/all applications without assigning any reasons thereof.
 - b) To relax or waive any of the conditions stipulated in this document as deemed necessary in the best interest of the GICHFL without assigning any reasons thereof.
 - c) To include any other item in the Scope of work at any time after consultation with applicants or otherwise.
 - d) To request for additional documents/ information (If required)
3. The matter for appointment of Secretarial Auditors will be placed to Board of Directors and decision of the Board shall be final and binding.

Annexure-I

Secretarial Audit of GIC Housing Finance Limited as per the provisions of Companies Act, 2013 and SEBI LODR Regulations and any notifications/ circulars/ clarifications issued by the SEBI or any other regulatory/statutory authority etc. and timely issue of Secretarial Audit Report in line with the provisions contained therein.

The broad scope of Secretarial Audit includes verification of the compliances under the following enactment, rules, regulations and guidelines *to the extent applicable*: -

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereunder ('Listing Regulations')
- (iv) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (v) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (vi) 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;
- (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

Other laws specifically applicable to the Company:

- (viii) National Housing Bank / RBI Directions, Circulars, notifications etc. relevant to Housing Finance Companies
- (ix) Insurance Regulatory and Development Authority (Registration of Corporate Agents) Regulations, 2015 and other regulations/circulars etc. applicable to Corporate Agents.