



#### Registered Office

No. 29/1, 1st Floor, M N Krishna Rao Road  
Near Lalbagh West Gate, Basavanagudi, Bengaluru - 560 004  
E-mail : compsec@canfinhomes.com • Tel : 080 26564259/ 26568687  
Fax:080 26565746 • Web: www.canfinhomes.com  
CIN: L85110KA1987PLC008699

## Notice of the 29th Annual General Meeting

NOTICE is hereby given that the TWENTY-NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LTD., will be held at 11 A.M. on Wednesday the July 20, 2016 at the J.S.S. Shivarathreeswara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru-560 082, to transact the following business:

### ORDINARY BUSINESS

#### Agenda No.1 - Adoption of accounts

To receive, consider and adopt the audited financial statements, including Balance Sheet as at March 31, 2016 and statement of the Profit and Loss account for the year ended that date together with the Reports of the Directors and Auditors.

#### Agenda No.2 - Declaration of dividend

To declare a dividend of ₹10/- per equity share for the financial year ended March 31, 2016.

#### Agenda No.3 - Re-appointment of Shri S. A. Kadur

To appoint a Director in the place of Shri S.A.Kadur (DIN-06426985), who retires by rotation and being eligible, offers himself for re-appointment.

#### Agenda No.4 - Appointment of Auditors

To appoint statutory auditors and to authorise the Board of Directors to appoint branch auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company and consider and if thought fit, to pass, with or without modification(s), the following Resolution (s):

"RESOLVED that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s.K.P.Rao & Co., Chartered Accountants, (Firm Reg.No.003135S), be and are hereby re-appointed as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, at such remuneration as may be fixed by the Board of Directors, applicable taxes thereon and reimbursement of out-of-pocket expenses incurred by them for the purpose of conducting audit of the accounts of the Company.

RESOLVED FURTHER that pursuant to the provisions of Section 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company, be and is hereby authorised to appoint any person(s) qualified for appointment as auditor(s) of the Company under Section 141 and all other applicable provisions, if any of the Companies Act, 2013 as Branch Auditors for audit of any of the Branch offices of the Company, present and future, from the conclusion of this Annual

General Meeting until the conclusion of the next Annual General Meeting on such terms and conditions, including remuneration and reimbursement of out-of-pocket expenses incurred by them for the purpose of conducting audit of the accounts of any branch office(s)".

### SPECIAL BUSINESS

#### As Ordinary Resolution(s)

#### Agenda No.5 - Acceptance of deposits from public

To consider and if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED that the consent of the Company is hereby accorded to the Board of Directors of the Company, pursuant to the Housing Finance Companies (NHB) Directions, 2010 issued under National Housing Bank Act, 1987 and guidelines issued from time to time and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as applicable, for acceptance of deposits from public, to the extent not exceeding 5 (five) times of the net owned funds and from others, provided that the total amount upto which aggregate money(ies) borrowed by the Board of Directors of the Company together with the deposits so accepted from the public and others shall not exceed the limit approved by the Company in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013."

#### Agenda No.6 - Re-appointment of Shri C Ilango, Managing Director for a further period upto May 18, 2016

To consider and if thought fit, to pass, with or without modification(s), the following resolution:

"RESOLVED THAT the re-appointment of Shri C Ilango (DIN-03498879), as Managing Director of the Company pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and relevant Rules, by the Board of Directors, with effect from April 28, 2016 upto May 18, 2016, at such remuneration, he was entitled to in accordance with the Service Regulations of Canara Bank, as detailed in the explanatory statement attached hereto, not exceeding the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof and all the acts, deeds, matters and things and execution of documents, forms, instruments, and writings, if any, carried out, in connection with the above said re-appointment, be and are hereby ratified."

## Agenda No.7 – Appointment of Shri Sarada Kumar Hota as the Director, Wholetime Director and the Managing Director

To consider and if thought fit, to pass, with or without modification(s), the following resolutions:

“RESOLVED that Shri Sarada Kumar Hota (DIN-07491088), be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER that pursuant to the provisions of Section 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules, including any amendment, modification, variation or re-enactment thereof, and the related Articles of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded for the appointment of Shri Sarada Kumar Hota, Director, as the Whole-time Director of the Company with effect from April 28, 2016 upto May 18, 2016, at such remuneration, he was entitled to in accordance with the Service Regulations of Canara Bank, as detailed in the explanatory statement attached hereto, not exceeding the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER that pursuant to the provisions of Section 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules, including any amendment, modification, variation or re-enactment thereof, and the related Articles of the Articles of Association of the Company, approval of the members of the Company, be and is hereby accorded for the appointment of Shri Sarada Kumar Hota as the Managing Director of the Company with effect from May 19, 2016 for a tenure of 3 years and subject to further extension in the period of service, if any, by Canara Bank, at such remuneration, as he is entitled to in accordance with the Service Regulations of Canara Bank, payable by way of reimbursement to Canara Bank and on the terms and conditions as detailed in the explanatory statement attached hereto, provided however that the remuneration payable to Shri Sarada Kumar Hota, shall not exceed the limits prescribed under Schedule V to the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof from time to time.

RESOLVED FURTHER that the Board of Directors of the Company, be and is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writing(s), if any, as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolutions.”

### As Special Resolution(s)

## Agenda No.8 – Increasing the borrowing powers of the Board of Directors of the Company from ₹14,000 Crore to ₹16,000 Crore.

To consider and if thought fit, to pass, with or without modification(s), the following resolution, as a Special Resolution:

“RESOLVED that in supersession of the Resolution(s) passed at the Twenty-Eighth Annual General Meeting of the Company held on July 08, 2015, the consent of the Company, be and is hereby accorded, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to borrow from time to time any money(ies) as they deem requisite for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed

by the Company would exceed the aggregate of paid-up share capital and free reserves of the Company, provided that the total amount upto which money(ies) borrowed by the Board of Directors of the Company at any time, including the temporary loans obtained from Company's Bankers in the ordinary course of business, shall not exceed ₹16,000 Crore (Rupees Sixteen Thousand Crore) only.”

## Agenda No.9 – Offer or invitation for subscription for Non-Convertible Debentures (NCD) aggregating to ₹3,000 Crore on private placement.

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special Resolution:

“RESOLVED that subject to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Rules, 2008, Directions/Guidelines issued by the National Housing Bank/ Regulators or any other statutory authorities from time to time, including any amendment, modification, variation or re-enactment thereof, the approval of the Members of the Company is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “the Board” which term shall be deemed to include any Committee thereof) and the Board is authorised to offer or invite/ issue subscription for Redeemable Non-Convertible Debentures (NCDs) upto an amount of ₹3,000 Crore (Rupees Three Thousand Crore) only, on private placement basis, in one or more tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER that the Board of Directors of the Company are hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures, number of securities, number of tranche(s), to be issued under each such tranche, tenure, coupon rate(s), pricing of the issue, date(s) of opening and closing of the offers/invitations for subscription of such securities, securities for the issue, if any, deemed date(s) of allotment, exercise ‘PUT’ and ‘CALL’ option, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s) duly constituted for the purpose.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER that the Board is hereby authorised to delegate all or any of the powers herein conferred to any director(s)/ Committees and/or officers(s) of the Company, to give effect to the resolution(s).”

By Order of the Board of Directors  
For Can Fin Homes Ltd.

Sd/-  
**Veena G Kamath**  
Company Secretary

Place: Bengaluru  
Date: May 18, 2016

Registered Office:  
No.29/1, I Floor,  
Sir M N Krishna Rao Road  
Basavanagudi, Bengaluru – 560 004  
CIN: L85110KA1987PLC008699

## NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **Voting through electronic means (e-voting)**: Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through ballot (Poll) paper and e-voting will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM through ballot paper/e-voting. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not cast their votes again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names will be entitled to vote.
3. (a) A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak (Section 105 of the Companies Act, 2013).
- (b) A proxy need not be a member of the Company.
- (c) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
- (d) A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (e) Proxies in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given. The proxy form shall be duly complete, signed and stamped at the time of submission.
- (f) The instrument appointing a proxy, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
- (g) A proxy form for the AGM is enclosed.
4. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing is given to the Company.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Friday the July 08, 2016 to Wednesday the July 20, 2016 (both days inclusive) for the purpose of determining the entitlement of shareholders to the payment of dividend for the financial year ended March 31, 2016.
6. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the close of business hours on July 07, 2016.
7. Copies of the Notice of the 29th AGM, Attendance Slip, Proxy form, e-voting instructions and Annual Report are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2016 are sent by the permitted mode.
8. Members may note that the Notice of the 29th AGM, Annual Report 2016 and instructions for e-voting will be available on the Company's website [www.canfinhomes.com](http://www.canfinhomes.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to communication via e-mail or having any other queries, may write to us at [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com).
9. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during Business Hours (10.00 a.m. to 5 p.m.) on all working days upto the date of declaration of the result of the 29th AGM of the Company.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s.170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
11. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
12. Additional information/particulars, pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM are furnished in the explanatory statement forming part of this Notice. The directors

have furnished consent(s)/declaration(s) for their appointment/re-appointment as required under the Companies Act, 2013 and related Rules.

13. The members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2015-16 or on any other related subject may write to the Company at e-mail IDs; [accounts@canfinhomes.com](mailto:accounts@canfinhomes.com) or [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

**14. Members/proxies attending the Annual General Meeting are requested to bring the following:**

- (a) Attendance Slip duly completed and signed by the respective members/proxy.
  - (b) Member companies/Institutions are requested to send a copy of the resolution of their Board or governing body, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
  - (c) DP & Client ID Number(s), by members holding shares in de-materialised form.
  - (d) Folio number(s), by members holding shares in physical form.
  - (e) Copy of the Annual Report.
15. Members/ authorised representatives/ Proxies are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
16. The route-map to the AGM venue is provided as a part of this Notice as required under the Secretarial Standards.

**General Information:**

1. Unclaimed Dividend: Pursuant to the provisions of Section 205A & 205C of the Companies Act, 1956, the dividend declared for 2008-09 remaining unclaimed and unpaid as on August 27, 2016 would be transferred to the Investor Education & Protection Fund (IEPF) on completion of 7 years. Members may please note that as of date no claim shall lie against the IEPF or the Company in respect of Dividend 2009 after August 27, 2016. Members who have not encashed their dividend warrants for the years 2008-09 to 2014-15 are requested to approach the RTA of the Company at the earliest.
2. E-mail address: The Company has been concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Members holding equity shares of the Company in physical form, are again requested to provide their e-mail address to the Company via e-mail to [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) or to the RTA of the Company via e-mail to [ravi@ccsl.co.in](mailto:ravi@ccsl.co.in) or [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in)

*Members holding equity shares of the Company in electronic form are requested to register their e-mail address with their*

respective Depository Participant for enabling us to send the annual report etc., via e-mail.

3. Payments in electronic mode: SEBI vide its Circular dated March 21, 2013 has made it mandatory for the Companies to make payment to its investors using electronic mode viz., ECS, NECS, RTGS, NEFT etc.
- In respect of members holding shares in physical form, the Company and/or its R & T Agents are expected to maintain the bank account particulars of its investors together with the related IFSC Code. In the above Circular, the respective Depository Participants (DP) are also instructed to maintain such details pertaining to the members holding shares in demat mode.
  - Members holding shares in electronic/de-materialised form may please note that while printing the bank account particulars on the dividend warrants, the particulars as provided by the National Securities Depository Ltd. (NSDL)/ Central Depository Services (India) Ltd. (CDSL) will only be considered (in terms of the regulations of Depositories Act, 1996) for crediting the amount directly to the respective beneficial owners' bank account. Hence, the Company will not be in a position to act on any direct request from such demat holders for any change of bank account particulars.
  - The forms (separate for physical and demat holders) for furnishing Bank account particulars with the related IFSC Code, are made available on the website of the Company viz., [www.canfinhomes.com](http://www.canfinhomes.com) for download by the members and submission to the Company. Members who have not yet complied with the above requirement are requested to immediately send required particulars for enabling the Company/RTA to pay dividends through electronic mode.
  - Instructions, if any, already given by the members to the Company while holding shares in physical form will become redundant on conversion of shares to demat mode. The details provided/available with the respective DPs only will be considered for all purposes, including for payment of dividend.
4. PAN: Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company.
5. Nomination facility: Pursuant to Section 72 of the Companies Act, 2013 individual/ joint members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the RTA. The Nomination form is made available on the website of the Company.
6. Correspondence: Members are requested to address all correspondence, including payment of dividend, change of



address etc. to the Registrars and Share Transfer Agents (RTA) of the Company viz., M/s.Canbank Computer Services Ltd.,

R & T Centre, Unit: Can Fin Homes Ltd.,  
J.P. Royale, I Floor, No.218, 2nd Main, Sampige Road  
(near 14th Cross), Malleshwaram, Bengaluru-560003  
e-mail: [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in)  
CIN: U85110KA1994PLC016174

If the shares are held in dematerialised form, the change of address, bank account particulars and all such requests are to be processed through the respective depository participants.

### **Annexure to the Notice**

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act").

#### **In respect of Agenda No.3 - Re-appointment of Shri S. A. Kadur**

Agenda No. 3 is an ordinary business. However, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following particulars relating to Shri S.A.Kadur (DIN-06426985), Director, who is retiring by rotation in this meeting and being eligible has offered himself for re-appointment, are provided for the information of members.

In terms of the Provisions of Section 152 and all other applicable Provisions of the Act the office(s) of Smt.P.V.Bharathi (DIN-06519925) (Non-executive promoter director) and Shri S.A.Kadur, Director (Non-executive promoter director) are in the category of directors to retire by rotation.

Shri S.A.Kadur, Director, was re-appointed at the 28th Annual General Meeting of the Company held on July 08, 2015 and Smt. P V Bharathi was appointed as a director of the Company by the members at the same meeting. Since both the directors under the subject category were appointed on the same day, in terms of section 152(6) (d) of the Act, the Board had resolved that Shri S.A.Kadur, Director, shall retire at the 29th Annual General Meeting of the Company and being eligible may offer himself for re-appointment as a Director at the same meeting.

Shri S.A.Kadur, General Manager, Canara Bank, is a director of the Company since June 07, 2013. He is a B.E., (Mechanical) engineering graduate and began his career as a Technical Field Officer in Canara Bank in February 1984. During his tenure in the Bank for over a period of 32 years, he has served in different branches, including Prime Corporate branch at Pune and Chennai, Circle Office, Mumbai, Corporate Merchant Banking Division, Mumbai and Risk Management Wing at Head Office. At present, he is working as the General Manager, Prime Corporate Credit Wing, Head Office, Bengaluru.

Shri S.A.Kadur, Director, being eligible is willing and offering himself for re-appointment as the director of the Company, at this Annual General Meeting.

Shri S.A.Kadur, Director is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company. He is not disqualified from being appointed as a director in terms of Section 164(2) of the

Act. The requisite Form DIR-8 is received from him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility.

Shri S.A.Kadur, Director does not hold directorships in any other listed entities. He is a member of Audit Committee and Management Committee of the Board of your Company. Shri S.A.Kadur, Director, is eligible to receive a sitting fee of ₹20,000/- for attending a meeting of the Board and ₹10,000/- for attending a meeting of the Committee. The sitting fee amount will be paid to the credit of Canara Bank.

Your directors are of the opinion that Shri S.A.Kadur fulfils the conditions specified in the Companies Act, 2013 for such re-appointment and his re-appointment would be in the best interest of the Company.

All the registers and files relating to Shri S.A.Kadur, Director, are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

None of the directors are related inter-se. No Director, other than Shri.S A Kadur, Smt.P.V.Bharathi (General Manager, Canara Bank) and Shri. Sarada Kumar Hota (Deputy General Manager, Canara Bank) (all are executives of Canara Bank), or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said agenda.

Your Board of Directors therefore, recommend the re-appointment of Shri S.A.Kadur as proposed at Agenda No.3 of the Notice.

#### **In respect of Agenda No.5 – Acceptance of deposits from public**

The Company has been accepting deposits from the public since inception. With the business operations of the Company growing, Company's requirements for additional funds are increasing. The Company intends to continue to accept deposits from the public. However, in terms of section 73(2) and 76 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, effective from April 01, 2014 the Company is exempt from applicability of the provisions under the Companies (Acceptance of Deposits) Rules, 2014 for the purpose of acceptance of deposits from public since your Company is a Housing Finance Company registered with National Housing Bank (NHB).

Your Company being a housing finance Company registered with NHB, has been following the Directions/guidelines issued by the NHB from time to time with regard to acceptance and renewal of deposits and will continue to follow the Directions/Guidelines issued by NHB from time to time. In terms of the NHB Directions, the Company's aggregate public deposits shall not exceed five times of the net owned funds of the Company as per its last audited Balance Sheet.

In order to be eligible for accepting deposits from the public in terms of section 73(2) of the Companies Act, 2013, the Company is seeking the prior consent of the members by way of an ordinary resolution, subject to the condition that the amount accepted in the form of deposits from public together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of the Companies Act, 2013.

No Director(s) or any key managerial personnel or the relative(s) of the director(s) or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.5 of the Notice.

### **In respect of Agenda No.6 - Re-appointment of Shri.C.Ilango, Managing Director for a further period upto May 18, 2016**

Shri.C.Ilango (DIN-03498879), General Manager of Canara Bank was appointed as the Managing Director of the Company by the Board of Directors at their meeting held on April 29, 2011 and the appointment was approved at the 24th Annual General Meeting of the Company held on August 24, 2011, for a tenure of 3 years and subject to further extension in the period of service, if any, by Canara Bank, at such remuneration as he would be entitled to, under the Service Regulations of the Bank subject to any modifications, revisions thereon (including revision on account of promotion etc., that may take place from time to time) payable by way of reimbursement to Canara Bank, subject to the ceiling limit prescribed under Schedule XIII of the Companies Act, 1956, as amended from time to time.

Canara Bank had extended the tenure of deputation of Shri C.Ilango from time to time since August 2014. The Bank, vide their letter dated May 17, 2016, had repatriated Shri.C.Ilango, Managing Director, to Canara Bank, since they did not receive a favourable response from the competent authority for extension of the period of deputation for a further tenure. Consequently, as per the terms and conditions of the deputation, Shri C Ilango, Managing Director submitted his resignation as the director and Managing Director w.e.f. May 18, 2016, after office hours.

In view of the above, the re-appointment of Shri.C.Ilango as Managing Director of the Company from April 24, 2016 upto May 18, 2016 (after office hours) by the Board of Directors and the acts, deeds, matters and things carried out by him in the capacity of Managing Director during the said period, are placed before the members for ratification.

As required under the provisions of Companies Act, 2013 and related rules and under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the relevant information relating to Shri C.Ilango are provided herebelow.

A Post-Graduate Degree holder in Agricultural Science viz., M. Sc.,(Agri) and a CAIIB, Shri. C.Ilango began his illustrious career as an Officer in Canara Bank in the year 1980. During his tenure in the Bank he had efficiently headed multiple branches.

Shri C.Ilango is a senior banker with over 31 years of pan India commercial banking experience before joining Can Fin Homes Ltd. His immediate prior assignment was Deputy General Manager in the Audit Department of Canara Bank, Head Office, Bengaluru and presently he is in the cadre of General Manager of Canara Bank.

Shri C.Ilango did not hold directorships in any other listed entities. He was a member in the Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Chairman of the Management Committee of the Board.

Shri.C.Ilango, Managing Director had filed his consent in the prescribed format (DIR-2), to act as the Director and the Managing Director for a further tenure and also declared that he is not disqualified to become a director, as required under section 152(4) & (5) of the said Act.

During the extended period of deputation w.e.f. April 28, 2016 upto May 18, 2016, Shri.C.Ilango was entitled for the same remuneration which he was drawing just before his re-appointment at the same terms under the Service Regulations of the Bank, paid by way of reimbursement to Canara Bank as per the terms of his appointment approved by the members at the 24th Annual General Meeting of the Company held on August 24, 2011, which was within the ceiling limit prescribed under Schedule V of the Companies Act, 2013.

The terms and conditions of appointment and the remuneration paid to Shri.C.Ilango, Managing Director from April 28, 2016 to May 18, 2016, are given below:

Shri.C.Ilango as Managing Director of the Company received a remuneration of ₹26.48 Lakh for the financial year 2015-16 as per the remuneration payable to him in terms of Service Regulations of Canara Bank. He has been paid a proportionate remuneration of ₹2.51 Lakh (excluding service tax) for the period from April 01, 2016 to May 18, 2016, i.e. date of his resignation. The remuneration paid to Shri.C.Ilango, Managing Director was well within the limits prescribed under Schedule V of the said Act.

Shri.C.Ilango was not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and had not availed any loan from the Company. He was not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 was received from Shri.C.Ilango, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such re-appointment.

In terms of Sec.196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, Shri.C.Ilango was eligible for re-appointment as the Managing Director and the Board of Directors, upon recommendations of the Nomination & Remuneration Committee, re-appointed him as the Managing Director upto May 18, 2016.

None of the directors are related inter-se. No Director, other than Shri C.Ilango, Shri.S A Kadur (General Manager, Canara Bank), Smt.P.V.Bharathi (General Manager, Canara Bank) and Shri.Sarada Kumar Hota (Dy.General Manager, Canara Bank) (all are executives of Canara Bank) or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

All the registers and files relating to Shri C.Ilango, Managing Director, are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.6 of the Notice for ratification of re-appointment as well as the acts, deeds, matters and things done by Shri C Ilango, as Managing Director till May 18, 2016.

**In respect of Agenda No.7 - Appointment of Shri Sarada Kumar Hota (Shri S.K.Hota) as a Director, Wholetime Director upto May 18, 2016 and as Managing Director w.e.f. May 19, 2016**

The Board of Directors of your Company appointed Shri Sarada Kumar Hota as an Additional Director and then as the Wholetime Director of the Company with effect from April 28, 2016. Further, the Board of Directors appointed him as the Managing Director of the Company with effect from May 19, 2016.

As required under the provisions of Companies Act, 2013 and related rules and also under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the relevant information relating to Shri Sarada Kumar Hota, are provided in this explanatory statement.

Shri Sarada Kumar Hota (DIN-07491088) a Post-Graduate Degree holder in Agricultural Science, is a senior banker with over 25 years of commercial banking experience having served in Canara Bank across the Country.

Prior to his posting to the Company he was the Deputy General Manager and Circle head of Nagpur and Jaipur Circles of Canara Bank for 3 years, followed by a brief stint at the Recovery Wing of the Bank at Head Office. Apart from his expertise in retail operations, he also carries with him the experience of working in the areas of Human Resources, Strategic Business Planning and Profit Planning at the Head Office of the Bank in Bengaluru.

Considering the profile and experience of Shri Sarada Kumar Hota, Dy.General Manager, Canara Bank and recommendations of the Nomination & Remuneration Committee, the Board of Directors of your Company appointed Shri Sarada Kumar Hota as an additional director and the Whole-time Director of the Company, with effect from April 28, 2016 for a tenure of three years and subject to further extension in the period of service, if any, by Canara Bank, at such remuneration, as detailed in the terms and conditions of deputation received from Canara Bank, in terms of the applicable Articles of the Articles of Association of the Company and Section 152, 161, 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013, related rules, read with Schedule V to the said Act.

Consequent to resignation of Shri C Ilango, Managing Director of the Company on his repatriation to Canara Bank due to completion of his tenure of deputation on May 18, 2016, the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, appointed Shri Sarada Kumar Hota, Wholetime Director, as the Managing Director of the Company with effect from May 19, 2016.

All the above appointments are subject to approval by the members of the Company at this Annual General Meeting of the Company.

Your Company has received a notice in writing from a member alongwith the deposit of ₹1,00,000/- under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the candidature of Shri Sarada Kumar Hota, for the office of a director of the Company, to be appointed as such at

the ensuing Annual General Meeting, under the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013.

Shri.Sarada Kumar Hota is willing to act as a Director and the Managing Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014.

The terms and conditions of appointment and the remuneration payable to Shri.Sarada Kumar Hota as Whole-time Director are given below:

**Tenure** - 3 years and subject to further extension in the period of service, if any, by Canara Bank;

**Remuneration:** Basic Pay - ₹76,520 per month; Dearness Allowance - Variable Dearness Allowance [as per index level]; Special Allowance - 11% of Basic Pay + DA; City Compensatory Allowance - ₹870/- per month; Deputation Allowance - 4% of Basic Pay subject to maximum of ₹2000/-per month; House Rent Allowance - As per norms;

**Perquisites:** Accommodation - If the executive has his own house at the place of deputation he should occupy the same else he is eligible for bank's quarters. If the executive has already occupied bank's quarters, he is not eligible for house rent allowance; Eligible for Residential Telephone; Eligible for Office Car & Driver;

**Other allowances /facilities:**

**Medical Advances** - ₹9050/- per annum;

**Leave Fare Concession** - In a block of 4 years once to native place / place of domicile in the sub block of 2 years by the shortest route and once to any place in India in the II sub block of two years by the shortest route.;

**Encashment of LFC Facility:** He has an option to exercise, any time during a four year block/ two year block as the case may be, surrender and encash his/ her LFC [other than travel to place of domicile] upon which he shall be entitled to receive an amount equivalent to 75% of the eligible fare for the class of travel by train to which he is entitled upto a distance of 5500 kms [one way] for officers, as applicable. The permissible amount of encashment of leave fare concession is as per the entitlement as at the prevailing railway fares. Such encashment amount is taxable as per Income Tax rules. Upto 30 days of PL can be encashed once in a period of 4 years while availing LFC.;

**Leave -Casual Leave:** 12 days in a calendar year; Privilege Leave: At the rate of one day for 11 working days — max accumulation is restricted to 270 days.; Sick Leave: 30 days of leave on half pay or 15 days on full pay as sick leave per year Maximum 540 days on half pay additional sick leave: maximum 90 days on half pay.;

**Contribution to Provident Fund- 10% of the Basic Pay & increment component of FPP & PQP.;**

On repatriation: Leave Salary corresponding to the leave earned during the period of deputation but not availed shall be payable to the bank.; Gratuity on prorata basis for the period of deputation

is payable to the bank; Club Membership & Reimbursement Towards Newspaper Payable as per bank rules; During the period of deputation, he shall be governed by the provisions of Canara Bank [officers] service regulations, 1979 and Canara Bank officer employees' [discipline and appeal] regulation 1976 and Canara Bank officer employees; [conduct], regulations, 1976. On repatriation, the deputed organisation shall pay the leave salary, bank's contribution of SPF during the period of deputation and gratuity on prorata basis payable for the period of deputation, to the bank.

Shri Sarada Kumar Hota is eligible to receive the above remuneration, perquisites, allowances etc., as per the service regulations of Canara Bank including revision on account of promotion etc., that may take place from time to time.

Shri.Sarada Kumar Hota is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company. He is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

Shri Sarada Kumar Hota does not hold directorships in any other listed entities. He is not a member in any of the Committees of the Board of your Company.

In terms of Sec.161, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, Shri.Sarada Kumar Hota being eligible, is proposed to be appointed as a Director w.e.f. April 28, 2016 and to hold office upto the date of the 29th Annual General Meeting in terms of Section 161 of the Act and as a Wholetime Director with effect from April 28, 2016 upto May 18, 2016 and as the the Managing Director of the Company w.e.f. May 19, 2016, subject to approval by the members at the 29th Annual General Meeting of the Company.

Your directors are of the opinion that Shri.Sarada Kumar Hota fulfils the conditions specified in the Companies Act, 2013 for such appointment and his appointment as the Managing Director would be in the best interest of the Company.

None of the directors are related inter-se. No Director, other than Shri. Sarada Kumar Hota, Shri.S A Kadur (General Manager, Canara Bank) and Smt.P.V.Bharathi (General Manager, Canara Bank) (all are executives of Canara Bank), or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

All the registers and files relating to Shri.Sarada Kumar Hota, Managing Director, are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

Your Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.7 of the Notice.

### **In respect of Agenda No.8 - Increasing the borrowing powers of the Board of Directors of the Company from ₹14000 Crore to ₹16000 Crore**

At the 28th Annual General Meeting of the Company held on July 08, 2015, consent of the shareholders was obtained u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹14,000 Crore (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business). At the said Annual General Meeting, the shareholders have also authorised the Board of Directors of the Company to create security to the extent of the borrowing within the limits approved by the members from time to time. Further, with the business operations growing and the expected growth in the activities and operations of the Company the aforesaid limit of ₹14,000 Crore (Rupees Fourteen Thousand Crore) only is likely to exceed in due course/in the near future.

In view of the overall increase in the business activities of the Company i.e., expected loan book size and considering the net owned funds and additional working capital requirements, it is considered desirable to increase the Company's existing borrowing limit of ₹14,000 Crore to ₹16,000 Crore. In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Agenda No.8 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of ₹16,000 Crore (Rupees Sixteen Thousand Crore) only, including the temporary loans obtained from Company's Bankers in the ordinary course of business.

None of the Director(s) or any key managerial personnel or the relative(s) of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.8 of the Notice.

### **In respect of Agenda No.9 - Offer or invitation for subscription for Non-Convertible Debentures (NCDs) aggregating to ₹3,000 Crore on private placement.**

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an



offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription of Non-convertible Debentures upto an amount of ₹3,000 Crore (Rupees Three Thousand Crore only) on private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of Companies Act, 2013.

The terms of issue of the above NCDs would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided in consultation with the merchant bankers/arrangers, if any, appointed by the Company for the purpose. All the required details/ disclosures relating to the issue would be made available in the

respective information memorandum.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of the Companies, 2013 and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

None of the Directors or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.9 of the Notice.

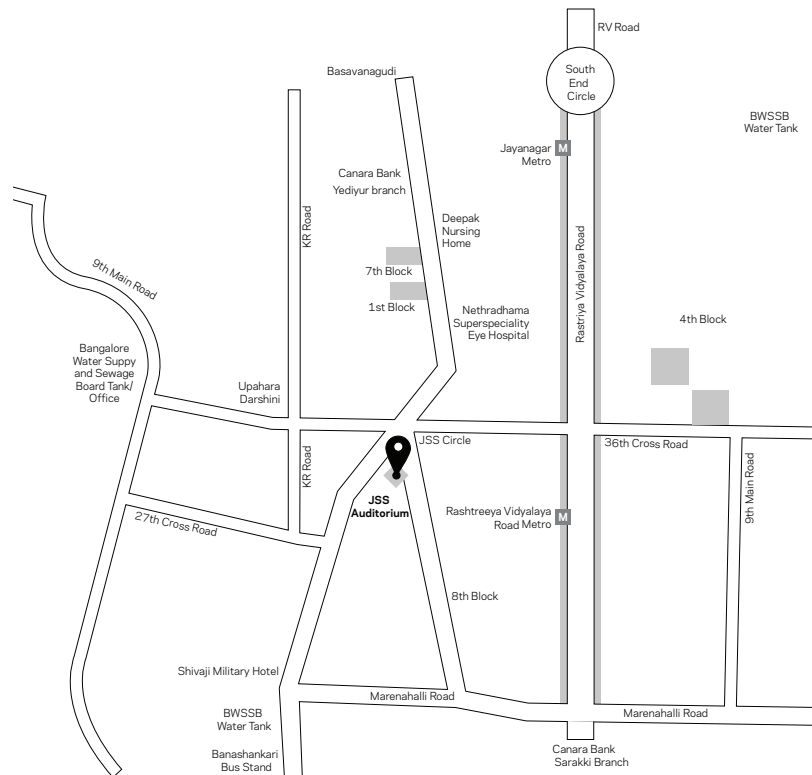
By Order of the Board of Directors  
For Can Fin Homes Limited

Sd/-  
**Veena G Kamath**  
Company Secretary

Place: Bengaluru  
Date: May 18, 2016

**Registered Office:**  
No.29/1, I Floor,  
Sir M N Krishna Rao Road  
Basavanagudi, Bengaluru - 560 004  
CIN: L85110KA1987PLC008699

## ROUTE MAP TO AGM VENUE



Venue: J.S.S. Shivarathreeswara Center Auditorium 1<sup>st</sup>main, 8th Block, Jayanagar, Bengaluru - 560082



**Registered Office**

No. 29/1, 1st Floor, M N Krishna Rao Road  
Near Lalbagh West Gate, Basavanagudi, Bengaluru - 560 004  
E-mail : compsec@canfinhomes.com ▪ Tel : 080 26564259 / 26568687  
Fax:080 26565746 ▪ Web: www.canfinhomes.com  
CIN: L85110KA1987PLC008699

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## ATTENDANCE SLIP

I hereby record my presence at the Twenty-Ninth Annual General Meeting of the Company on Wednesday, the July 20, 2016 at 11.00 a.m. at the J.S.S. Shivarathreeswara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru - 560 082.

Name of the Shareholder(s) .....  
.....(In Capital Letters)

Name of the Proxy or Authorised Representative of the Company/Institution ..... (In Capital Letters)

I Certify that I am a member/proxy/authorised representative for the member of the Company.

**Signature of Shareholder(s) OR Proxy**

**OR Authorised Representative**.....

Reg. Folio No. ....

\* Client ID No. ....

\* DPID No. .... No. of shares held

- Notes:
1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.
  2. Members are requested to bring their copy of the Annual Report to the Meeting.
  3. Please fill up this attendance slip and hand it over at the registration counter near the entrance of the meeting hall.

\* Applicable for investors holding shares in electronic/dematerialised form.



**Registered Office**

No. 29/1, 1st Floor, M N Krishna Rao Road  
 Near Lalbagh West Gate, Basavanagudi, Bengaluru – 560 004  
 E-mail : compsec@canfinhomes.com ▪ Tel : 080 26564259/ 26568687  
 Fax:080 26565746 ▪ Web: www.canfinhomes.com  
 CIN: L85110KA1987PLC008699

## PROXY FORM (Form No. MGT-11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) : .....

Registered address : .....

E-mail Id : .....

Folio No./ Client ID or DP ID: .....

I/We, being the member(s) holding \_\_\_\_\_ equity shares of the above named Company, hereby appoint:

1. Name: .....

E-mail ID: .....

Address: .....

Signature: \_\_\_\_\_ **Or failing him/her**

2. Name: .....

E-mail ID: .....

Address: .....

Signature: \_\_\_\_\_ **Or failing him/her**

3. Name: .....

E-mail ID: .....

Address: .....

Signature: \_\_\_\_\_

as my/our **proxy to attend and vote** (on a poll, physical or electronic) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company, to be held on Wednesday, the 20th day of July 2016 at 11.00 a.m. at the J.S.S. Shivarathreeshwara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru-560 082, and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda No.	Subject/Resolution	Vote	
		For	Against
<b>Ordinary Resolutions</b>			
1	Consideration and adoption of audited financial statements for the year ended March 31, 2016 together with the Reports of Directors and Auditors.		
2	Declaration of dividend of ₹10/- per equity share for the year ended March 31, 2016.		
3	Re-appointment of Shri S.A.Kadur, Director, retiring by rotation and being eligible offering himself for re-appointment.		
4	Appointment of M/s.K.P.Rao & Co., Chartered Accountants, as statutory auditors for a period of one year from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next AGM at such remuneration as may be fixed by the Board of Directors and to authorise the Board of Directors to appoint branch auditors for a period of one year from the conclusion of this AGM until the conclusion of the next AGM and fix their remuneration.		
5	Consent of the members to the Board of Directors for acceptance of deposits from public		
6	Re-appointment of Shri. C Ilango, Managing Director for further period upto May 18, 2016, for ratification.		
7	Appointment of Shri. Sarada Kumar Hota as the Director and Managing Director.		
<b>Special Resolutions</b>			
8	Increasing the borrowing powers of the Board of Directors of the Company from ₹14,000 Crore to ₹16,000 Crore.		
9	Approval for Offer or invitation for subscription for Non-Convertible Debentures (NCD) aggregating to ₹3,000 Crore on private placement.		

Signed this .....day of ..... 2015

Signature of shareholder

Signature of Proxy holder(s)



#### Notes:

- A member who is entitled to attend the meeting and vote thereat, is entitled to appoint a proxy.
- A proxy can **vote on behalf of the member only on a poll** but shall not have the right to speak.
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
- A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional for the member to indicate preference of Votes in the proxy form. If the member leaves the 'for' or 'against' column blank against any or all resolutions, the proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Proxies (this form) in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.**
- Please refer to the Notes section of the Notice of the 29th Annual General Meeting of the Company for further related details.