



Can Fin Homes Limited

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Notice of the 34th Annual General Meeting

NOTICE is hereby given that the THIRTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on September 08, 2021, Wednesday at 11:00 A.M. IST through Video Conference (VC) or Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS

Agenda No.1 – Adoption of financial statements

To receive, consider and adopt the Audited Financial Statements, including Balance Sheet as at March 31, 2021 and statement of the Profit and Loss account of the Company for the year ended that date together with the reports of the Directors and Auditors thereon.

Agenda No.2 – Declaration of dividend

To declare a dividend of ₹ 2/- per equity share for the financial year ended March 31, 2021.

Agenda No.3 – Re-appointment of Shri Debashish Mukherjee as Director

To appoint a director in the place of Shri Debashish Mukherjee (DIN-08193978), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Agenda No.4 – To appoint Statutory Central Auditors

To appoint two Audit Firms/LLPs as the Statutory Central Auditors (SCAs) in terms of the RBI guidelines RBI/2021-22/25-Ref.No.DoS.CO.ARG/SEC.01/08.91.001/2021-22 dated April 27, 2021, for a tenure of 3 years on such remuneration as may be determined by the Board of Directors of the Company and to authorise the Board of Directors to appoint Branch Auditors, 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, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and guidelines issued by the Reserve Bank of India (RBI), including any amendments, modifications, variations or re-enactments thereof, M/s. B Srinivasa Rao & Co., Chartered Accountants (Firm Reg. No.008763S) and M/s. B K Ramadhyani & Co., LLP, Chartered Accountants (Firm Reg. No.002878S/S200021), who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Central Auditors in terms of Section 141 of the Companies Act, 2013 and applicable rules and the RBI guidelines dated April 27, 2021, be and are hereby appointed as the joint Statutory Central Auditors of the Company for a period of 3 (three) years to hold office from the conclusion of the 34th Annual General Meeting until the conclusion of the 37th Annual General Meeting to be held in 2024, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company, for the purpose of audit including reporting on internal financial controls of the Company's accounts at its Registered Office and Branch offices, to be allocated between both in consultation with the management, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and/or any other authority.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to implementation of the resolution including

but not limited to determination of roles and responsibilities/scope of work of the respective joint Statutory Central Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 143(8) and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and the applicable RBI guidelines, 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, for such tenure and on such terms and conditions, including remuneration and out-of pocket expenses, as may be decided by the Board of Directors of the Company, within the purview of the applicable law."

SPECIAL BUSINESS

As Ordinary Resolution(s)

Agenda No.5 – Appointment of Shri Amitabh Chatterjee as a Director and Whole-time Director

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

"RESOLVED THAT Shri Amitabh Chatterjee (DIN-09219651), be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules thereunder read with Schedule V of the said Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and Articles 25 to 29 of the Articles of Association of the Company, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of Shri Amitabh Chatterjee (DIN-09219651) as the Whole-time Director (to be designated as Deputy Managing Director) of the Company for a tenure of 3 (three) years with effect from July 15, 2021 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, he is entitled to in accordance with the Service Regulations of Canara 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 and incentives as per the schemes approved by

the Board of Directors of the Company and on the terms and conditions as detailed in the explanatory statement attached hereto, provided however that the remuneration payable to Shri Amitabh Chatterjee shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time.

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

Agenda No.6 – Appointment of Shri Ajai Kumar as an Independent Director

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and all other applicable provisions of the Companies Act, 2013, if any, the Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Master Direction–Non-Banking Financial Company–Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, Shri Ajai Kumar (DIN-02446976), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Shri Ajai Kumar for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, for a tenure upto the conclusion of the Annual General Meeting of the Company of the year 2023-24 and whose office shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of his tenure in terms of the offer of his appointment."

Agenda No.7 – Acceptance of deposits from public

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

"RESOLVED THAT the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 73(2) and Section 76 and all the applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any amendment(s), modification(s),

variation(s) or re-enactment(s) thereof), the Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021 issued by RBI in supersession of 'The Housing Finance Companies (NHB) Directions, 2010' and guidelines issued from time to time and as applicable, for invitation, acceptance and renewal of deposits from public, to the extent not exceeding 3 (three) times of the net owned funds or such other limits prescribed by NHB/RBI from time to time, and deposits 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 Members of the Company in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and this consent shall be effective and valid until altered, modified or rescinded in future."

As Special Resolution(s)

Agenda No.8 - To borrow amounts not exceeding ₹ 30,000 Crore

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

"RESOLVED THAT in supersession of the resolutions passed by the Members at the Thirty Third Annual General Meeting of the Company held on August 26, 2020, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and read with the Articles of Association of the Company, to continue to borrow from time to time money(ies) on behalf of the Company as they deem requisite and/or expedient 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, free reserves and securities premium 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 the Company's bankers in the ordinary course of business, shall not exceed ₹ 30,000 Crore (Rupees Thirty Thousand Crore only)."

Agenda No.9 - Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding ₹ 4000 Crore, on private placement

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

"RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, Master Direction - Non Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, Directions/Guidelines/Circulars issued by National Housing Bank or Reserve Bank of India or any other statutory/regulatory authorities from time to time, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for issuance of redeemable, secured or unsecured Non-Convertible Debentures (NCDs)/bonds, and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the RBI-HFC Directions, 2021, subordinated debt in the nature of Tier II NCDs/bonds, onshore and/or offshore, denominated in Indian Rupees and/or any Foreign Currency, for cash, either at par or premium or at a discount to the face value, upto an amount not exceeding ₹ 4000 Crore (Rupees Four Thousand Crore only) under one or more information memorandum/shelf disclosure document, on private placement basis, in one or more series/ tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments shall be within the overall limit of borrowings as approved by the Members of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company is hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures/bonds, number of securities, number of tranche(s)/series, to be issued under each such tranche/series, tenure, purpose, face value, issue size, method of issuance, security/charge creation, if any, coupon/interest rate(s), yield, listing, allotment, pricing of the issue, date(s) of opening and closing of the offers/ invitations for subscription of such securities, deemed date(s) of allotment, exercise 'PUT' and 'CALL' option, utilization of the issue proceeds, redemption, to select, appoint and finalize the remuneration of various agencies and all matters connected with or incidental thereto and all other terms and conditions relating to the issue of the said securities on private placement basis.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolution(s), 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 above resolution(s)."

Agenda No.10 – Further issue of shares by way of QIP not exceeding ₹ 1000 Crore

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, the relevant provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (SEBI) Act, 1992 and the rules and regulations made thereunder including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["ICDR Regulations"], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"], the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Transfer or issue of any foreign security) Regulations, 2004 (including any amendment(s), modification(s), variation(s) or re-enactment(s) to the above laws), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law, rules or regulations, in India or outside India, including without limitation, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India as amended, and in accordance with such other rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC"), the Ministry of Corporate Affairs ("MCA"), National Housing Bank ("NHB"), BSE Limited and the National Stock Exchange of India Limited and such other statutory and regulatory authorities (hereinafter referred to as 'regulatory authorities'), from time to time, and to the extent applicable and subject to approvals, consents, permissions and/ or sanctions,

if any required, from any statutory or regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by these Resolutions), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of fully paid Equity Shares of the Company of face value of ₹ 2/- each (Rupees Two only) (the "Securities"), in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, by way of Qualified Institutional Placement ("QIP") through issue of a placement document to Qualified Institutional Buyers ("QIBs") [as defined in the ICDR Regulations] in accordance with all the applicable laws, rules, regulations and guidelines whether or not such persons are Members of the Company, or by any other mode of further issue of specified securities or any combination thereof for an amount not exceeding in aggregate of ₹ 1000 Crore (Rupees One Thousand Crore only) or through foreign currency equivalent thereof, inclusive of such premium as may be fixed on such Securities at such time or times, through issue of prospectus, offer letter, offer document, offering circular, placement document or otherwise, in such manner and on such terms and conditions including at such price or prices (including floor price), at a discount or premium to market price or prices (as permitted under the applicable laws), etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the QIBs to whom to offer, issue and allotment shall be made to the exclusion of other QIBs at the time of such creation, offer, issue and allotment, all subject to applicable laws, considering the then prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT the allotment of Securities, in case of QIP pursuant to Chapter VI of ICDR Regulations, shall be made only to the QIBs within the meaning prescribed under the said regulations and to be completed within 365 days from the date of passing of these Resolutions or such other time as may be permitted under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of ICDR. Regulations, as applicable and as may be amended from time to time, provided that the Board may, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under the applicable laws, with such lock-in requirements as provided under Chapter VI of ICDR Regulations, as applicable, as may be amended from time to time.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of pricing of the Equity Shares to be issued as per the above resolutions, shall be the date of the meeting in which the Board decides to open the proposed issue of such shares or such other dates as may be prescribed, subject to any relevant provisions of applicable laws, rules, regulations, etc. as amended, from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company as per the above resolutions shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company as per the above resolutions shall be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final placement document(s), determining the type, form and manner of the issue, number of securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue of the securities, if any, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, and to give instructions or directions or clarifications and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, ROC, RBI, NHB or such other statutory & regulatory authorities, merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, scrutinizer, trustee, escrow agent or such other agents/agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its

absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent, authority or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to these Resolutions may be exercised by the Board or Committee thereof, the Board has constituted or may constitute in this behalf, to the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of these Resolutions, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/ appoint consultants, lead managers, managers, underwriters, authorised representatives, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such professionals, intermediaries and agencies as may be involved or concerned in such offerings of securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and also to enter into and execute all such arrangements, agreements, memoranda, undertakings, placement agreements, underwriting agreements, deposit agreements, trust deeds, subscription agreements, payment and conversion agency agreements and any other agreements or documents with such agencies and to seek the listing of such securities on the stock exchange(s).

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Directors or any other officer(s) of the Company to give effect to the above resolutions.

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

Sd/-

Veena G Kamath

AGM & Company Secretary

Place: Bengaluru
Date: July 31, 2021

NOTES:

1. In view of the continuing restrictions on the movement of persons at several places in the country due to Covid – 19 pandemic, the Ministry of Corporate Affairs (MCA) has vide General Circular nos. 14/2020, 17/2020, 20/2020 and 02/2021 and SEBI vide Circular no. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 and SEBI/HO/CFD/CMD2/CIR/ P/2021/11 (hereinafter collectively referred to as "the Circulars") and pursuant to provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI-LODR") companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM) ("VC"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11), 26(4) and 36(3) of SEBI-LODR setting out the material facts concerning agenda No.3 and 4 and special business under agenda Nos. 5 to 10 in the Notice, is annexed.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy, to attend and vote on his/her behalf, and such proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available and hence the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.

In case of joint holders attending/participating in the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-Voting by the first holder.

The attendance of the Members participating in the AGM through VC will be recorded digitally. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. The Members may note that the Board of Directors in their meeting held on April 30, 2021, has recommended a Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each.

5. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **August 20, 2021 (Friday) is fixed as the 'Record Date'** for determining entitlement of the Members to a Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each for the FY 2020-21

6. The dividend amounts will be paid subject to approval of the Members in the AGM. If approved, the Company will pay the Dividend amounts, within 10 days from the date of AGM to the Members, whose name appear in the Register of Members as at the close of business hours on August 20, 2021, Friday, subject to deduction of tax at source (TDS) in terms of Section 194 of the Income Tax Act, 1961. For further details on TDS please refer point no. 11.

As per the Circulars and Green Initiative by MCA, payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered addresses, which may get delayed due to the pandemic situation. Shareholders are requested to update their Bank account details & KYC with their depositories (where the shares are held in dematerialised mode) and with the Company's RTA i.e. Canbank Computer Services Limited (CCSL) (where the shares are held in physical mode) to receive the dividend directly into their Bank Account.

7. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2020-21 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.canfinhomes.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL www.evoting.nsdl.com.

8. All documents referred to in this Notice and other statutory registers like Register of Directors and Key Managerial Personnel and their shareholding (Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (Section 189 of the Act) etc. maintained, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 08, 2021. Members seeking to inspect such documents can send an email to investor.relationship@canfinhomes.com. The said documents would also be available online for inspection during the AGM at the NSDL e-Voting portal <https://www.evoting.nsdl.com>.

9. Pursuant to Regulations 26(4) and 36 of the SEBI-LODR, additional information/particulars, in respect of the directors seeking appointment/ re-appointment of directors and auditors at the AGM are furnished in

the explanatory statement forming part of this Notice. The directors and auditors have furnished consent(s)/ declaration(s) for their appointment/ re-appointment as required under the Companies Act, 2013 and related Rules and as per NHB/RBI Directions.

10. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2020-21 or on any other related subject may write to the Company at e-mail IDs; accounts@canfinhomes.com or compsec@canfinhomes.com at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.
11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof and FAQ on Tax on Dividend at <https://www.canfinhomes.com/pdf /FAQ-TAX-DIVIDEND.pdf>. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). (Please refer point 16(i) below for updating PAN etc.)

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H/Tax exemption certificate, to avail the benefit of non- deduction of tax at source by e-mail to investor. relationship@canfinhomes.com by August 31, 2021. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. For non-resident shareholders, the rate of TDS is 20% (plus applicable surcharge and cess) as per Income-Tax Act, 1961. However, where a non-resident shareholder is eligible to claim the tax treaty benefit and the tax rate provided in the respective tax treaty is beneficial to the shareholder, then the rate as per the tax treaty would be applied. In order to avail tax treaty benefits, non-resident shareholders would be required to submit Tax Residency Certificate for FY 2021-22, Form 10F as per the format specified under Income Tax Act, 1961, Copy of PAN Card attested, Self-declaration of beneficial ownership and not having a Permanent Establishment (PE) in India. The aforesaid declarations and documents need to be submitted by the shareholders by August 31, 2021.

12. The Board has appointed Shri S Kedarnath of M/s. S Kedarnath & Associates, Practicing Company Secretaries, as the Scrutinizer for ensuring e-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairperson of the Company ('the Chairperson') or to any other person authorized by the Chairperson (who shall countersign the same) after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA and will also be displayed on the Company's website www.canfinhomes.com.

The Company has availed the services of NSDL for arrangement of the AGM on VC to enable the Members to participate in the meeting in terms of the Circulars cited above. Also the Company has provided a facility to the members to exercise their rights to vote electronically through electronic voting service facility made available by NSDL.

13. 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 electronic voting system will also be made available during 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 during said AGM through e-Voting.

Members who have cast their votes by remote e-Voting prior to the AGM may attend the AGM on VC but shall not be allowed to vote 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. Since the AGM is being conducted through VC the said resolutions will not be voted on show of hands during the AGM in terms of Section 107 of the Companies Act, 2013.

The manner of voting remotely, by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses, is provided in the instructions for e-Voting as below.

The instructions for remote e-Voting and joining AGM are as under:

- i. **The remote e-Voting period** commences on **Saturday, September 4, 2021 (9:00 a.m. IST)** and **ends on Tuesday, September 7, 2021 (5:00 p.m. IST)**. During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, September 2, 2021 i.e. cut-off date**, may cast their vote electronically. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- ii. **Process and manner for remote e-Voting** are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.

Step 1: Access to NSDL e-Voting system are mentioned below:

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with depositories and depository participants.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

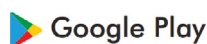
1) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL	A. NSDL IDeAS facility
	If you are already registered, follow the below steps:
	1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile.
	2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.
	3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.
	4. Click on "Access to e-Voting" appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.
	5. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.
	If you are not registered, follow the below steps:
	1. Option to register is available at https://eservices.nsd.com.
	2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
Please follow steps given in points (1) to (5) above.	
B. e-Voting website of NSDL	
1. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a personal computer or on a mobile phone.	
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.	

Type of shareholders	Login Method
	<ol style="list-style-type: none"> A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit DEMAT account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. NSDL portal. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. <p>Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective E-voting Service Provider i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in DEMAT mode) logging through their depository participants	<ol style="list-style-type: none"> You can also login using the login credentials of your DEMAT account through your DP registered with NSDL / CDSL for e-Voting facility. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in DEMAT mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

II) Login method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in DEMAT mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholders / Member" section.
3. A new screen will open. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
5. Your User ID details are given below:

Manner of holding shares i.e. DEMAT / (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in DEMAT account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
For Members who hold shares in DEMAT account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if EVEN is 116695 and folio number is 001*** then user ID is 116695001***

6. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - ii) In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
 - c) How to retrieve your 'initial password'?
 - i) If your e-mail ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from evoting@nsdl.com. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
 - a) Click on "Forgot User Details / Password?" (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on www.evoting.nsdl.com.

- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your DEMAT account number / folio number, your PAN, your name and your registered address.
 - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
 9. Now, you will have to click on "Login" button.
 10. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 116695" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Member companies/Institutional Shareholders are required to send a certified copy of the Board or governing body Resolution/Authorisation letter etc., authorising their representative to attend the AGM through VC and vote on their behalf. The said Resolution/Authorization with attested specimen signature of the duly authorized signatory/ies who are authorized to vote to the Scrutinizer by email canfinscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password.

In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com> to reset the password.

3. In case of any queries relating to e-Voting you may refer to the FAQs for Shareholders and e-Voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Soni Singh at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor.relationship@canfinhomes.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor.relationship@canfinhomes.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/Members may send a request mail to evoting@nsdl.co.in for procuring user id and password for e-Voting by providing above mentioned documents.

The instructions for Members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

Instructions for Members for attending the AGM through VC are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via

Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their Name, DEMAT account number/ folio number, email id, mobile number at investor.relationship@canfinhomes.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a 'speaker' may send their request mentioning their name, DEMAT account number/folio number, email id, mobile number to investor.relationship@canfinhomes.com on or before September 02, 2021.

Those shareholders who have registered themselves as a 'speaker' will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800 1020 990 and 1800 22 44 30 or contact Ms. Soni Singh – NSDL at evoting@nsdl.co.in.
8. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing user ID and password for casting the vote.
9. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1500 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Company Secretary, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

General Information:

14. Dematerialisation of shares: Considering the advantage of scripless trading, Members are requested to consider dematerialisation of their shareholding so as to avoid inconvenience. For any assistance for opening demat account, the Members may contact the RTA Ph: 080 23469661/65 or vide e-mail to compsec@canfinhomes.com. Pursuant to the proviso to Reg.40 of SEBI (LODR) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository.

15. Transfer of Unclaimed Dividend and shares to IEPF: Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the dividend declared for 2013-14 remaining unclaimed and unpaid as on July 31, 2021 are liable to be transferred to the Investor Education & Protection Fund (IEPF) since 7 years have lapsed. Reminder letters have been sent to all such shareholders as per the address registered with the Company/RTA. Members who have not encashed their dividend warrants for the financial years 2014-15 to 2019-20 are requested to approach the RTA of the Company at the earliest.

Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof and as per Rule 6 of the said Rules, during FY 2020-21, the Company has transferred the shares, in respect of which dividend amounts remained unclaimed or unpaid for 7 consecutive years by the shareholders i.e., upto 2012-13, to 'IEPF Demat Account' in accordance with the procedure prescribed. The Company had sent reminder letters dated June 02, 2021 to all the shareholders (1977 Nos.), who have not claimed their dividend amounts pertaining to 2013-14 for a consecutive period of 7 years and also issued newspaper notifications. The details are made available on the website of the Company in 'Investors' page. The shareholders are requested to contact RTA and submit their KYC documents and comply with the formalities for claiming the said amounts. The unclaimed amount together with related shares are due to be transferred to IEPF by August 30, 2021.

16. Updation of E-mail address, Bank Account particulars, PAN etc.: The Company has been concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Also in terms of the Circulars,

Members holding the shares in physical mode, who have not registered/updated their email addresses and/or Bank Account particulars, PAN etc. with the Company, are requested to register /update the same in any of following manner and enable us to send the annual report etc., via e-mail and pay the Dividend through electronic mode (as mandatorily required as per SEBI Circular dated March 21, 2016)

- i) by clicking on <https://www.canfinhomes.com/shareholder-request-detail.aspx> and uploading the required documents or
- ii) by writing to the Company with details of Folio Number and attaching a self-attested copy of PAN card at investor.relationship@canfinhomes.com or to Canbank Computer Services Limited at naidu@ccsl.co.in or
- iii) by sending an SMS to the number '9971393333', mentioning 'INVESTOR<space>Folio Number <space>e- mail address'.
- iv) The forms (for physical) for furnishing Bank account particulars with the related IFSC Code, are made available on the website of the Company <https://www.canfinhomes.com/pdf/ECS-mandate-Physical-Holding.pdf> for download by the Members and submission to the Company or the RTA.

17. Members holding shares in dematerialised mode, who have not registered/updated their email addresses/ Bank account particulars with their Depository Participants, are requested to register/update their email addresses and mobile numbers with the Depository Participants with whom they maintain their demat accounts. The forms (for Demat) for furnishing Bank account particulars with the related IFS Code, are made available on the website of the Company <https://www.canfinhomes.com/pdf/ECS-mandate-Demat-Account.pdf> for download by the Members and submission to the DP.

18. 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/ dematerialised 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/RTA.

19. 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 in the website of the Company <https://www.canfinhomes.com/pdf/Nomination-Form-SH-13.pdf>

20. Correspondence: Members are requested to address all correspondence, including for payment of

unclaimed 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;

ANNEXURE TO THE NOTICE

Explanatory Statement: [Pursuant to Section 102(1) of the Companies Act, 2013, Regulation 17(11) of the SEBI (LODR) Regulations, 2015 and additional information on appointment/re-appointment of directors and auditors as required under Regulation 36 of the said regulations and secretarial standards to the extent applicable].

The following explanatory statement sets out all material facts relating to the business mentioned under Items Nos. 3 to 10 of this Notice.

In respect of Agenda No.3 – Re-appointment of Shri Debashish Mukherjee as Director

Shri Debashish Mukherjee, Director, has been appointed as Director by the Members at the 33rd Annual General Meeting (AGM) of the Company held on August 26, 2020, liable to retire by rotation. In terms of section 152(6)(d) of the Act, Shri Debashish Mukherjee (Non-executive promoter director), being longest in the office since his last appointment, would be liable to retire by rotation at the ensuing 34th AGM of the Company and eligible to be re-appointed as a Director at the same meeting.

Agenda No.3 is an ordinary business. However, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, the following particulars relating to Shri Debashish Mukherjee (DIN 08193978), Director, are provided for the information of Members.

Shri Debashish Mukherjee, was appointed as an Additional Director (Non-executive Promoter) w.e.f. March 12, 2019 on the Board of the Company and he has been appointed by the Members as a Director at the 32nd Annual General Meeting held on July 17, 2019 and was re-appointed as Director by the Members at 33rd Annual General Meeting of the Company held on August 26, 2020. He is a Non-Executive Promoter Director of the Company.

Brief Profile of Shri Debashish Mukherjee, pursuant to SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Shri Debashish Mukherjee
Director Identification Number (DIN)	08193978
Age	56 years
Nationality	Indian
Date of first appointment on the Board	March 12, 2019
Qualification	Shri Mukherjee is a post graduate in Business Administration (MBA – Finance) from the University of Kolkata.
Brief profile & nature of expertise in specific functional areas	<p>Shri Mukherjee started his career with Punjab National Bank as a Financial Analyst in scale II in 1994. He joined United Bank of India as an Asst. General Manager (Credit) in the year 2006. He worked in various capacities at Regional Offices, headed Corporate Finance Branch at Kolkata and was Regional Manager of Bihar Region. He has vast experience in Corporate Credit, Credit Monitoring and Recovery. He is an avid reader and has travelled extensively.</p> <p>Shri Debashish Mukherjee has taken charge as Executive Director of Canara Bank on February 19, 2018. He is overseeing the functions of Risk Management (including Capital planning), Financial Management and subsidiaries, MSME, Credit Administration & Monitoring, Stressed Assets Management and Recovery, Inspection, Treasury, International Operations & Corporate Customer Relations. He is currently a member on the Boards of two listed entities viz., Can Fin Homes Limited and Canara Bank. He is also a member on the Boards of the subsidiaries and/or Joint venture Companies viz., Canara Robeco Asset Management Company, Canara HSBC OBC Life Insurance Company, Canara Bank Securities Limited, Canbank Venture Capital Ltd. and a non-profit organization viz., Higher Education Financing Agency.</p>

Name of the Director	Shri Debashish Mukherjee
Terms and conditions of Re-appointment & details of remuneration	Shri Debashish Mukherjee would be re-appointed as a director, liable to retire by rotation, at the 34th Annual General Meeting of the Company scheduled to be held on September 08, 2021. He is eligible for sitting fee of ₹ 30,000/- for attending a meeting of the Board and ₹ 20,000/- for Chairing the Meeting of Risk Management Committee and ₹15,000/- for attending the meetings of Audit Committee, Nomination Remuneration & HR Committee and Management Committee as a member. The sitting fee payable to Shri Debashish Mukherjee is liable to be paid to Canara Bank. He is also eligible to receive re-imbursement of expenses incurred towards travel, hotel and other incidental expenses incurred by him in the performance of his role and duties. The sitting fee will be reviewed and revised by the Board from time to time, within the ceiling limit prescribed under the Companies Act, 2013.
No. of meetings of the Board attended during the year	Attended 8 meetings during the FY 2021 out of 10 meetings held. For the remaining meetings leave of absence was granted.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is an Executive Director in Canara Bank, a listed entity and Director (Promoter Non-Executive) in your Company. He is a director in Canara Robeco Asset Management Co., Canara HSBC OBC Life Insurance Co., Canara Bank Securities Ltd., Canbank Venture Capital Ltd. and Higher Education Financing agency
Memberships/ Chairmanships of the committee of the Board of Directors of the Company /other Companies	He is the Chairman of Risk Management Committee and a member of the Audit Committee, Nomination Remuneration & HR Committee and Management Committee of the Board of your Company.
Number of shares held in the Company	As confirmed/declared by him, Shri Debashish Mukherjee is not holding any equity share in the Company (both own and held by/ for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se. No Director, other than Shri Shreekant M Bhandiwad (Dy. Managing Director and KMP of the Company upto April 27, 2021), General Manager, Canara Bank, Shri Venkata Prabhakar, MD and CEO of Canara Bank, Shri Amitabh Chatterjee (Dy. Managing Director and KMP of the Company w.e.f. July 15, 2021) Dy. General Manager, Canara Bank and no other 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.

He is not disqualified from being re-appointed as a director in terms of Section 164(2) of the Companies Act, 2013. 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 Debashish Mukherjee has confirmed that he continues to satisfy the fit and proper criteria as prescribed under RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021). He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. Shri Debashish Mukherjee is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards various stakeholders.

The Nomination Remuneration & HR Committee at its meeting held on July 15, 2021 has determined that Shri Debashish Mukherjee continues to be a fit and proper candidate for re-appointment and his performance has been evaluated by the Independent Directors for the year ended March 31, 2021. Your

directors are of the opinion that Shri Debashish Mukherjee fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, for re-appointment as a Director and his appointment as a Director would be in the best interest of the Company.

Consents, declarations etc., referred above would be available for inspection by the Members as mentioned in the notes to this Notice.

The Board of Directors at their meeting held on July 15, 2021 has recommended for re-appointment of Shri Debashish Mukherjee, as a Director, as proposed at Agenda No.3 (Ordinary Business) of the Notice.

In respect of Agenda No.4 – Appointment of Statutory Central Auditors

The Members of the Company at the 30th Annual General Meeting held on June 28, 2017 had approved the appointment

of M/s Varma & Varma, Chartered Accountants (ICAI Firm Registration No.004532S), as the Statutory Auditors of the Company for a period of 5 (five) years commencing from the conclusion of the 30th Annual General Meeting until conclusion of the 35th Annual General Meeting, subject to ratification by Members every year, as applicable.

Subsequently, the Reserve Bank of India ("RBI") has on April 27, 2021, issued the Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) ("RBI Guidelines"). The Guidelines intend to supersede the existing circulars/notification(s) on appointment of statutory auditors by Banks and NBFC. The Guidelines provide necessary instructions for appointment of SCAs/SAs, the number of auditors, their eligibility criteria, tenure and rotation as well as norms for ensuring the independence of auditors. A copy of the Policy for appointment of Statutory Central Auditors has been made available on the website of the Company.

In terms of the RBI Guidelines, the Statutory Auditors have to be appointed for a term of 3 years subject to the firms satisfying the eligibility norms each year. The RBI Guidelines are applicable for HFCs from the second half year of FY 2021-

22. Accordingly, the tenure of the existing auditors M/s Varma & Varma, will come to an end on the conclusion of this 34th Annual General Meeting, whereat the Members are appointing the new Statutory Central Auditors for the Company.

In view of the above, as M/s Varma & Varma cannot continue beyond 30 September, 2021 as statutory auditors of the Company, they have communicated their intention to resign as statutory auditors of the Company.

Further as per the RBI Guidelines, the Company needs to have a minimum of two joint Statutory Central Auditors since the asset size of the Company is more than ₹15,000 crore.

In terms of the RBI Guidelines and the Company's Policy for appointment of SCAs, after following the due procedure, the Audit Committee has shortlisted two Audit Firms viz., M/s. B Srinivasa Rao & Co., Chartered Accountants (Registration No.: 008763S) and M/s. B K Ramadhyani & Co. LLP, Chartered Accountants (Registration No.: 002878S/S200021), as joint Statutory Central Auditors and recommended to the Board. Accordingly, the Board recommends for appointment of M/s. B Srinivasa Rao & Co. and M/s. B K Ramadhyani & Co. Chartered Accountants as Joint statutory central auditors of the Company.

Disclosure Under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed statutory audit fee payable to auditors

Upto ₹ 30 Lakh (approx.). Statutory audit fees for the period ending March 31, 2022 in aggregate for both the statutory central auditors of the Company will be decided by the Board of Directors including any committee thereof, as authorised by the Members.

Terms of appointment

M/s. B Srinivasa Rao & Co., and M/s. B K Ramadhyani & Co. LLP, are recommended for appointment for a term of three years from the conclusion of the 34th Annual General Meeting until the conclusion of the 37th Annual General Meeting of the Company.

Material change in fee payable

No material change in fee for the proposed auditors. Outgoing auditors were paid a statutory audit fees ₹ 21.10 Lakh for FY 21.

Basis of recommendation and auditors' credentials

The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 with regard to the fulltime partners, statutory and branch audit experience of the firms, CISA/ISA qualification, No. of professional staff, assessment of criteria of independence, additional considerations as per Company's policy, etc.

M/s. B Srinivasa Rao & Co., Chartered Accountants

M/s. B Srinivasa Rao & Co., Chartered Accountants (Registration No.: 008763S), ("the Audit Firm"), was established in 1999 providing various audit and advisory services. The Audit Firm is a partnership firm incorporated in India. The firm has more than 80 audit staff and 10 audit partners in India. The Audit Firm has valid Peer Review certificate and is primarily engaged in providing audit and assurance services to its clients in various sectors including NBFCs and banks.

M/s. B K Ramadhyani & Co. LLP, Chartered Accountants

M/s. B K Ramadhyani & Co. LLP, Chartered Accountants (Registration No.: 002878S/S200021), ("the Audit Firm"), was established in 1958 providing various audit and advisory services. The audit firm is a Limited Liability Partnership firm (LLP), incorporated in India. The firm has experience for over six decades in various sectors including NBFCs and Banks. The firm has 7 partners and more than 70 audit staff. The Audit Firm has valid Peer Review certificate.

Accordingly, the approval of the Members of the Company is requested pursuant to Sections 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant Rules thereunder and guidelines issued by the RBI including any amendments, modifications, variations or re-enactments thereof, to appoint M/s. B Srinivasa Rao & Co., Chartered Accountants (Registration No.: 008763S) and M/s. B K Ramadhyani & Co. LLP, Chartered Accountants (Registration No.: 002878S/S200021), as joint Statutory Central Auditors of the Company, with the terms and conditions of appointment mentioned above, including authorisation to the Board for determining the overall audit fee payable to the Statutory Central Auditors.

The Members are also requested to authorize the Board of Directors or any other person(s) authorised by the Board or the Audit Committee to do all such acts, deeds, matters and things that are necessary for the purpose of settling all questions, difficulties or doubts that may arise in regard to implementation of the resolution including but not limited to determination of roles and responsibilities/ scope of work of the respective joint Statutory Central Auditors, negotiating, finalising, the terms of appointment including any contracts or documents in this regard, without being required to seek any further consent or approval of the Members of the Company. Further, the Members are also requested to authorize the Board of Directors to appoint any person(s) qualified for appointment as Branch Auditors of the Company under Section 141 and all other applicable provisions of the Companies Act, 2013, and to finalise or determine the tenure and such terms and conditions, including remuneration and out-of-pocket expenses and applicable taxes, within the purview of the applicable law, as may be mutually agreed between the Company and the said Statutory Auditors, depending upon their respective scope of work.

A special notice for moving Agenda no. 4, as required under Section 140(4) of the Companies Act, 2013, has also been received.

The Board of Directors recommends the appointment of the selected Audit Firm/LLP as the Company's Statutory Central Auditors based on a review of their profile, experience and specialization, as per Agenda No.4 of the accompanying Notice.

In respect of Agenda No.5 – Appointment of Shri Amitabh Chatterjee as a Director and Whole- time Director

Shri Amitabh Chatterjee (DIN:09219651) has been appointed as an additional director and the Whole-time Director (designated as Deputy Managing Director) of the Company with effect from July 15, 2021, on the recommendations of the Nomination Remuneration & HR Committee of the Board.

As required under provisions of the 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 Amitabh Chatterjee, are provided in this explanatory statement.

Considering the profile and experience of Shri Amitabh Chatterjee, Deputy General Manager, Canara Bank and recommendations of the Nomination Remuneration & HR Committee, the Board of Directors of your Company has appointed Shri Amitabh Chatterjee as an additional director and the Whole-time Director of the Company, with effect from July 15, 2021 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, 203 and all other applicable provisions, if any, of the Companies Act, 2013, related rules, read with Schedule V to the said Act.

Brief Profile of Shri Amitabh Chatterjee pursuant to SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Shri Amitabh Chatterjee
Director Identification Number (DIN)	09219651
Age	50 years
Nationality	Indian
Date of first appointment on the Board	July 15, 2021
Qualification	Shri Amitabh Chatterjee has a Master Degree in Business Administration, Bachelor Degree in Science, CAIIB (Certified Associate of Indian Institute of Banking and Finance) and has done Diploma in Treasury, Investment and Risk Management.

Name of the Director	Shri Amitabh Chatterjee
Brief profile	<p>Shri Amitabh Chatterjee started his career as an Officer in Canara Bank in the year 1995. Shri Amitabh Chatterjee is a senior banker with over 26 years of commercial banking experience having served in different geographical regions of the Country.</p> <p>During his service in the Bank, he has headed different branches including specialized branches like Overseas branches, Prime Corporate Branch and also headed a Regional Office of the Bank. Prior to his posting to the Company he was holding the position of Deputy General Manager, Prime Corporate Branch, Canara Bank. Prior to that he was heading the Regional Office-I (Kolkata) of the Bank.</p>
Terms and conditions of appointment	The terms and conditions of his appointment as the Whole-time Director are mentioned below and would be available for inspection electronically.
No. of meetings of the Board attended during the year	Shri Amitabh Chatterjee has been appointed as a director in the current financial year i.e., on July 15, 2021. He has attended all the meetings subsequent to his appointment.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities etc.	He is a DGM in Canara Bank, a listed entity and Director (Promoter Executive) in your Company.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company	He is the member of Corporate Social Responsibility Committee, Risk Management Committee, Management Committee and IT Strategy Committee of the Board of your Company.
Memberships/ Chairmanships of Committees of the Boards of other Companies	Nil
Number of shares held in the Company	As confirmed/declared by Shri Amitabh Chatterjee, he is not holding any equity share in the Company (both own and held by/ for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se. No Director, other than Shri Venkata Prabhakar (Managing Director & CEO, Canara Bank) and Shri Debashish Mukherjee (Executive Director, 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.
Details of remuneration sought to be paid, if any	Mentioned below.

Your Company has received a notice in writing from a member as required under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013, signifying their intention to propose the candidature of Shri Amitabh Chatterjee, 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 152, 161, 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013. Shri Chatterjee is willing to act as a Director and the Whole-time 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 Chatterjee as Whole-time Director are given below:

Tenure – 3 years; Remuneration: Basic Pay – ₹ 1,16,120 per month; Dearness Allowance – Variable; Dearness Allowance [as per index level]; Special Allowance – 20% of Basic Pay + DA; City Compensatory Allowance – ₹ 1400/- per month; Professional Qualification Allowance- ₹ 1020/- per month; Learning Allowance- ₹ 600/- ; Deputation Allowance – 4% of Basic Pay subject to maximum of ₹ 3000/- per month; House Rent Allowance – As per norms;

Perquisites:

Accommodation – If the executive having 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, Office Car & Driver; Other allowances/facilities: Medical Advances – ₹12,300/- per annum;

He is also eligible to receive performance-based incentive as per the schemes approved by the Board of the Company from time to time.

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: An officer by exercising an option any time during a four years block/ two years block as the case may be, surrender and encash his/her LFC [other than travel to place of domicile] upon which he/ she shall be entitled to receive an amount equivalent to 100% 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 in SMG IV & above. The permissible amount of encashment of leave fare concession as per the entitlement as at the prevailing railway fares. Such encashment amount is taxable as per IT 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 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 & PQR.;

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 Amitabh Chatterjee is eligible to receive the above remuneration, 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.

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.

In terms of the applicable provisions of the Companies Act, 2013 and rules made thereunder, Shri Amitabh Chatterjee being eligible, is proposed to be appointed as a Director and a Whole-time Director w.e.f. July 15, 2021 and to hold office for a tenure of 3 years and subject to further extension in the period of service, if any, by Canara Bank, subject to approval by the Members at the 34th Annual General Meeting of the Company.

Your directors are of the opinion that Shri Amitabh Chatterjee fulfils the conditions specified in the Companies Act, 2013 for such appointment and his appointment as the Whole-time Director (Dy. Managing Director) would be in the best interest of the Company.

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

All the registers and files relating to Shri Amitabh Chatterjee, Dy. 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.

In terms of Sec.161 of the Companies Act, 2013, the Additional Director appointed by the Board holds office upto the date of the ensuing AGM and he shall be appointed as a Director by the Members at the AGM. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

In respect of Agenda No.6- Appointment of Shri Ajai Kumar as an Independent Director

The Board of Directors of the Company has appointed Shri Ajai Kumar (DIN- 02446976), on the Board of the Company with effect from July 31, 2021 as an additional director and as an Independent Director pursuant to Section 161, 149, 152 and all other applicable provisions of the Companies Act, 2013, on the recommendations of the Nomination Remuneration and HR Committee of the Board. In terms of Section 161 of the Companies Act, 2013, Shri Ajai Kumar holds office as an additional director only up to the date of the ensuing Annual General Meeting.

In terms of Section 160 and all other applicable provisions of the Companies Act, 2013, your Company has received a notice in writing from a member signifying their intention to propose the candidature of Shri Ajai Kumar for appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Shri Ajai Kumar is willing to act as an Independent 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.

Brief Profile of Shri Ajai Kumar, Independent Director pursuant to SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Shri Ajai Kumar
Director Identification Number (DIN)	02446976
Age	68 years
Nationality	Indian
Date of first appointment on the Board	July 31, 2021
Qualification	Shri Ajai Kumar, is a Master Degree holder in Physics, Bachelor degree in Science and a law graduate and has CAIIB certification.
Brief profile	<p>He has over 40 years of experience in Public Sector Banking industry holding eminent position in India and overseas (New York USA). He has acquired multi-dimensional experience in the field of global and domestic banking operation, Risk Management, Treasury, Investment and Money Marketing Operations, Human Resources Management, Business process re-engineering, Retail Banking Operations, Project Management and Banking Information Technology.</p> <p>Shri Ajai Kumar's past engagements include appointment as Chairman & Managing Director-Corporation Bank, Managing Director & CEO (interim)-Yes Bank Ltd, Executive Director-UCO Bank, General Manager-Bank of Baroda (Retail Banking), General Manager, Bank of Baroda (IT & Projects) for Technology Enabled Business Transformation Program, Member-Governing Council, IDRBT-RBI Hyderabad, Non-Executive Director, National Payment Corporation of India, Non-Executive Director-Indo Zambia Bank Ltd., a Joint Venture of Bank of Baroda, Bank of India, Central Bank of India & Govt. of Zambia, Non-Executive Non-Independent Director, Yes Bank Ltd, Independent Director-Nuclear Power Corporation of India Ltd, Non-Executive Director-Multi Commodity Exchange of India Ltd, Non-Executive Director-Metropolitan Stock Exchange of India Ltd, Independent Director Kash Guru Financial Solutions Pvt Ltd, Independent Director-Poddar Wellness Ltd, Non-Executive Director-Bharat Wire Ropes Ltd, Non-Executive Director-Bank of Baroda Kshetriya Gramin Bank, Ajmer, Independent External Monitor-Bharat Earth Movers Ltd. Bangalore, Independent External Monitor-National Fertilizers Ltd, New Delhi, Independent External Monitor-IDBI Bank-Member-Management Committee, Indian Banking Association, Chairman of the Sub-Committee of Indian Banks Association on the matter of "Unsold Flats of Developers and Builders".</p>
Terms and conditions of appointment	The draft terms and conditions of his appointment as Independent Director are mentioned below and would be available for inspection electronically and the same is available on the website of the Company at www.canfinhomes.com
No. of meetings of the Board attended during the year	Shri Ajai Kumar has been appointed as an additional director in the current financial year i.e., on July 31, 2021. The proposal for his appointment as an Independent Director is placed before the ensuing Annual General Meeting.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities etc.	Shri Ajai Kumar is presently on the Boards of Amar Ujala Limited, Nuclear Power Corporation of India Limited, Adani Krishnapatnam Port Limited, National Co-Operative Finance & Development Corporation Limited, Indiabulls Asset Management Company Limited, Metropolitan Stock Exchange of India Limited and Indiabulls General Insurance Limited as Independent Director.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company	He is not a member of any Committees of the Board.
Memberships/ Chairmanships of Committees of the Boards of other Companies	Nil (Memberships/ Chairmanships in unlisted Companies are not considered.)

Name of the Director	Shri Ajai Kumar
Number of shares held in the Company	As declared/confirmed by Shri Ajai Kumar, he is not holding any equity share in the Company (both own and held by/ for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se. No Director 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.
Details of remuneration sought to be paid, if any	Shri Ajai Kumar is eligible to receive sitting fee for attending the meetings of the Board (presently ₹ 30,000/- per meeting) and if he becomes the member of any Board Committee(s), he will be eligible for a sitting fee of ₹ 15,000/- per meeting. Additional chairing fee of ₹ 5000/- for the Chairperson of the Board and Committees, if any, will be paid. The sitting fee will be reviewed and revised by the Board from time to time, within the ceiling limit prescribed under the Companies Act, 2013. He is also eligible to receive re-imbursement of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of their role and duties.
Justification for choosing the appointee for appointment	In the opinion of the Board, Shri Ajai Kumar possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the condition specified in the Act, Rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director.

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 Shri Ajai Kumar, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He has also submitted a declaration to that effect that he meets the criteria of independence as provided in Section 149(6) of the Act and confirmed that he continues to satisfy the fit and proper criteria as prescribed and the Deed of covenants as required under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority. He has also submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1).

Shri Ajai Kumar has also complied with the requirements under Rule 6 of the Companies (Appointment and qualifications) Rules, 2014.

Considering the knowledge, profile, expertise, vast and varied experience, criteria of independence and fit and proper criteria, the Nomination Remuneration and HR Committee in its meeting held on July 31, 2021 had recommended for appointment of Shri Ajai Kumar as an Independent Director and the Board at its meeting held on the same day, has appointed him as an Additional Director (Independent) and has now placed the proposal before the Members with its recommendations.

Your directors are of the opinion that Shri Ajai Kumar fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 for appointment as an Independent Director and his appointment as an Independent Director would be in the best interest of the Company.

The draft letter of appointment of an independent director setting out the terms and conditions is available on the website of the Company. Consents, declarations etc., referred above would be available for inspection by the Members as mentioned in the notes to this Notice.

In terms of Sec.149, 150, 152 and other applicable provisions of the Companies Act, 2013 and related rules made thereunder, Shri Ajai Kumar, being eligible, is proposed to be appointed as an Independent Director from this Annual General Meeting until the conclusion of the Annual General Meeting of the Company

of the year 2024. The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.6 of the Notice.

In terms of Sec.161 of the Companies Act, 2013, the Additional Director appointed by the Board holds office upto the date of the ensuing AGM and he shall be appointed as a Director by the Members at the AGM. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

In respect of Agenda No.7: 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 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, as amended from time to time and to the extent applicable. 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/RBI from time to time with regard to acceptance and renewal of deposits. The Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021 were issued by RBI on February 17, 2021.

Regarding the quantum of deposits that can be accepted, your Company is bound by Para 27.1 under Chapter VII (Acceptance of Public Deposits) of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, according to which the Company can accept deposits not exceeding 3 (three) times of our net owned fund (NOF) as per the last audited balance sheet (Notification No. NHB.HF 22/ MD&CEO/2019 dated June 17, 2019) or such other limits prescribed by NHB/RBI from time to time. The NOF of the Company as on March 31, 2021 (as per the definition given in Master Directions) is ₹ 2583.18 Crore (net of dividend payout) and the outstanding deposits as on the said date was ₹ 442.47 Crore.

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. The consent so obtained shall be effective and valid until altered, modified or rescinded in future.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company. 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 agenda. The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.7 of the Notice.

In terms of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, the terms and conditions of acceptance of Deposit issued by way of Annual Deposit Advertisement during the previous year is valid only upto the date of this Annual General Meeting. The Company has to obtain prior consent of the Members before acceptance of deposits and publish a fresh Annual Deposit advertisement with the terms of conditions for acceptance of public deposits on the next day of the Annual General Meeting. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

In respect of Agenda No.8 - To borrow amounts not exceeding ₹ 30,000 Crore

At the 33rd Annual General Meeting (AGM) of the Company held on August 26, 2020, the shareholders have accorded consent 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 money(ies) in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹ 27,500 Crore (including temporary loans obtained from the Company's Bankers in the ordinary course of business). At the 28th Annual General Meeting held on July 08, 2015, the shareholders have authorised the Board of Directors of the Company u/s. 180(1) (a) to create security to the extent of the borrowing limits approved by the Members from time to time.

The total borrowings of the Company as on March 31, 2021 was ₹ 19,293 Crore. As per NHB/RBI Master directions, for the financial year ended March 31, 2022, the maximum amount that the Company can borrow shall not exceed 12 times of the net owned funds as per the last audited balance sheet. As on March 31, 2021, the NOF was ₹ 2,583 Crore (net of Dividend payout) and hence our borrowing limit shall not exceed ₹ 30,996 Crore at the end of the year 2021-22. The Borrowing Power of ₹ 30,000 Crore sought by the Company will be valid till the outstanding borrowing of the Company reaches the

limit approved at this AGM. Though the approved limit is higher than the projected book size i.e., ₹ 26,000 Crore for FY22, the limits will be availed by the Company only based on the actual requirement. However, a higher limit will help the Company to approach various Banks/ Institutions and have sufficient cost-effective funds at our disposal.

In view of the above, it is considered desirable to increase the Company's existing borrowing limit from ₹ 27,500 Crore to ₹ 30,000 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 money(ies) upto a sum of ₹ 30,000 Crore (Rupees Thirty Thousand Crore) only, including the temporary loans obtained from Company's Bankers in the ordinary course of business. Accordingly, the aggregate amounts borrowed, which are outstanding at a given point of time shall not exceed the limit of ₹ 30,000/- Crore as recommended by the Board to the Members for their consent.

The borrowings of the Company include term loans, overdraft facilities, issue of non-convertible debentures, commercial papers, acceptance of deposits from public, etc. All the related documents and registers referred to in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

None of the directors are related inter-se. No Director 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, except for borrowings, if any, from Canara Bank, in which case Shri Venkata Prabhakar (MD and CEO of Canara Bank), Shri Debashish Mukherjee (Executive Director of Canara Bank) and Shri Amitabh Chatterjee (Dy. General Manager, Canara Bank) shall be deemed to be the interested directors.

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

As the Company is a housing finance institution and its main business is providing loans, borrowing through various sources is inevitable. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

In respect of Agenda No.9 – Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding ₹ 4000 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 (NCDs), 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.

At the 33rd AGM of the Company held on August 26, 2020 approval of the Members of the Company was obtained for authorising the Board of Directors of the Company to Offer or Invite for subscription of 'Non-Convertible Debentures (NCDs)' upto an amount of ₹ 4000 Crore only, on private placement basis, in one or more tranches, during the period of one year commencing from the said AGM until the conclusion of the ensuing AGM.

During FY21, the coupon rates for NCD's were very high compared to the rates offered by the Banks for term loans and discounted rates for Commercial Papers. During the year 2020-21 (subsequent to 33rd AGM – August 26, 2020), the Company has issued 6.25% SRNCD 2020 Series 1 secured debenture of ₹ 275 crore on December 24, 2020. The SRNCD outstanding as on March 31, 2021 was ₹ 1440.43 Crore, which works out to 7.26% of the total borrowings.

Now, since the Ministry of Finance has come out with various beneficial schemes for NBFCs/ HFCs like TLTRO 2.0, to address liquidity-related stress points and structural issues, and Banks are showing interest in investing in NCDs/Bonds issued by good NBFCs/ HFCs, there is scope for raising NCDs during the Current Financial Year. As per SEBI Circular SEBI/HO/DDHS/CIR/P2018/144 dated November 26, 2018, SEBI has prescribed to raise one fourth (1/4) of incremental borrowings in a given financial year from debt market, which came into effect from April 01, 2019.

Keeping in view the above, volume of business of the Company, alternative sources of funds and cost of each of such source, 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 of the said Act, Directions/Guidelines by the Regulators like NHB, RBI, SEBI, etc. or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription of bonds or NCDs or tier II bonds, onshore and/or offshore, denominated in Indian Rupees and/or any foreign currency, for cash either at par or premium or at a discount to face value,

issuance of Redeemable Non-Convertible Debentures (NCDs), secured or unsecured, such other securities described above upto an amount of ₹ 4,000 Crore (Rupees Four Thousand Crore only), on private placement basis for a period of one year from the conclusion of the 34th AGM until the conclusion of the next AGM, in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures / Bonds / such other securities 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 such 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 by the Board or the Committee, if any constituted by the Board. All the required details/ disclosures relating to the issue would be made available in the standard/shelf disclosure document or respective information memorandum, as the case may be.

In order to issue Non-Convertible Debentures/bonds as per the proposed resolutions by way of an offer or invitation for subscription on private placement and in terms of the above-mentioned provisions of the Companies Act, 2013, as amended from time to time and related 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. All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

None of the directors are related inter-se. No Director 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 resolutions. The Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.9 of the Notice.

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case of an offer or invitation for subscription to the Non-Convertible Debentures (NCDs), 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. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

In respect of Agenda No.10 – Further issue of shares by way of QIP not exceeding ₹ 1000 Crore

The Company focuses on four key parameters viz., growth, asset quality, liquidity and profitability. The Company expects

that the market may open up and there is a scope for growth and the Company should be future-ready when the growth picks up/ opportunity opens up. The expected growth rate necessitates infusion of fresh capital to build in adequate cushion in the borrowing capacity of the Company for next 3-4 years and to keep the Leverage Ratio at comfortable levels. There is a need to improve the leverage ratio considering the growth potential to be tapped.

At the 33rd AGM of the Company held on August 26, 2020 approval of the Members of the Company was obtained for authorizing the Board of Directors of the Company for raising Tier I Capital – By way of issue of Qualified Institutional Placement (QIP) and/ or Preferential shares to promoters and/or by any other mode of further issue of specified securities. Since the growth did not pick-up as expected during 2020-21 and the Company continued to deliver a better ROE, additional internal accruals had kept the CAR as well as leverage ratio at comfortable levels. Hence, the Company did not raise any capital during 2020-21, though approval was taken from the Members.

Government of India and the Reserve Bank of India have taken several measures to revive the economy in general and Housing sector in particular, including the 'Housing for all' initiative by 2022. RBI came out with relief and welfare measure of injecting ₹ 30,000 crore liquidity facility for NBFCs/HFCs and ₹ 45,000 crore partial credit guarantee scheme 2.0 for NBFCs, to boost the economy.

As per the Business Plan of the Company for 2020-21, ₹ 26,000 crore has been projected as outstanding loan book as on March 31, 2022.

The Capital Adequacy Ratio of the Company as on March 31, 2021 was at 25.46% which was well above the regulatory requirement of 15%. However, the Leverage Ratio was expected to remain around 8% over a period of time. The CAR was also expected to deplete faster as growth picks up. Generally, lender /banks the comfortable with DEP around 7-8% and hence, there is a need to infuse Tier-1 capital so that growth does not suffer.

In the light of the above, it is anticipated that there will be a gradual revival and the demand for housing, particularly due to reduction in property prices and reduction in ROI. Further, as observed from recent trends, the growth is expected to gain momentum in Quarter 3 and Quarter 4 of FY 21-22. In view of Company's overall growth, we propose to issue Tier I Capital upto ₹ 1000 crores. This is mainly to keep the Leverage Ratio at an optimum level and to ensure availability of funds at competitive rate.

Considering the cost, benefit, requirement of time etc., with reference to each of the alternative modes of raising funds to improve the Leverage Ratio of the Company, the Board has now recommended to raise funds not exceeding ₹ 1,000 Crore through QIP mode.

This special resolution seeks to empower the Board to create, issue, offer and allot either in India or in the course of international offerings in one or more foreign markets, Equity Shares of the Company of face value of ₹ 2/- each, in one or more tranches through a private offering pursuant to a Qualified Institutional Placement ("QIP") by the issue of a placement document to Qualified Institutional Buyers in terms of the SEBI (ICDR) Regulations, for an amount not exceeding an aggregate of ₹ 1000 Crore (Rupees One Thousand Crores only), inclusive of such premium at such price(s) and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any Committee thereof which the Board may constitute/have constituted) at its absolute discretion.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes. The special resolution seeks to empower the Board to issue the specified securities through issue of prospectus and/or placement document/or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investor other than individuals, corporate bodies and family offices, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

The special resolution also seeks to empower the Board to offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as may be determined by the Board. As the Issue may

result in the issue of Equity Shares of the Company to investors who may or may not be Members of the Company, consent of the Members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In case of QIP, allotment of securities would be completed within a period of 365 days from the date of passing the resolution set out at agenda no. 10.

The securities issued will be listed on one or more stock exchanges in India. Considering the present situation of COVID-19 pandemic, it seems that the normalcy in postal facility for the purpose of obtaining approval of Members by way of postal ballot or holding of an extra-ordinary general meeting is not feasible for some more time. If the Company does not obtain approval from the Members at this point of time, the same may have an impact on its liquidity ratio and other consequential inconveniences in the smooth functioning of the Company. Hence, this agenda item is considered unavoidable and forms part of this Notice, in terms of the Circular No.20/2020 and General Circular No. 02/2021 issued by the Ministry of Corporate Affairs.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company. The Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.10 of the Notice.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies /institutions in which they are Directors, Members or employees.

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

Place: Bengaluru
Date: July 31, 2021

Sd/-
Veena G Kamath
AGM & Company Secretary

