



## CAN FIN HOMES LIMITED

**Registered Office No.** 29/1, 1<sup>st</sup> Floor, M N Krishna Rao Road,  
Basavanagudi, Bengaluru – 560 004

**E-mail:** [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) **Tel :** 080 41261144, 080 48536192

**Fax:** 080 26565746 **Web:** [www.canfinhomes.com](http://www.canfinhomes.com) **CIN:** L85110KA1987PLC008699

# Notice of the 37<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the THIRTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on Wednesday, August 7, 2024, at 11:00 A.M. IST through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the following businesses:

### ORDINARY BUSINESS

#### 1. Adoption of financial statements

To receive, consider and adopt the Audited Standalone Financial Statements, including Balance Sheet as at March 31, 2024 and the statement of the Profit and Loss of the Company for the year ended that date together with the Reports of the Board of Directors and the Auditors thereon.

#### 2. To confirm payment of Interim Dividend and declaration of Final Dividend

To confirm the payment of Interim Dividend of ₹ 2.00 per equity share of face value of ₹ 2/- each and to declare a Final Dividend of ₹ 4.00 per equity share of face value of ₹ 2 each for the Financial Year ended March 31, 2024.

#### 3. Re-appointment of Shri K Satyanarayana Raju as Director

To appoint a Director in place of Shri K Satyanarayana Raju (DIN-08607009), Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### 4. To appoint Joint Statutory Central Auditors

To appoint two Audit Firms/LLPs as the Joint 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 consider and if thought fit, to pass, with or without modification(s), the following Resolution(s) as an Ordinary Resolution:

“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. Rao & Emmar, Chartered Accountants (Firm Reg. No. 003084S) and M/s. V K Ladha & Associates, Chartered Accountants (Firm Reg. No. 002301C), 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 37<sup>th</sup> Annual General Meeting until the conclusion of the 40<sup>th</sup> Annual General Meeting to be held in 2027, 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”.

## SPECIAL BUSINESS

As Ordinary Resolution(s):

### 5. Material Related Party Transactions/ Arrangements

To approve existing as well as new material related party transactions with Canara Bank, Canbank Computer Services Limited, Canara HSBC Life Insurance Company Limited and Other Subsidiaries, Associates and Joint Venture Companies of Canara Bank and to consider and if thought fit, to pass, with or without modification(s), the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in the course of related party transactions, on

such terms and conditions as detailed in the explanatory statements pursuant to Section 102(1) of the Act and as may be mutually agreed between such related parties and the Company such that the value of the related party transactions with such parties, in aggregate does not exceed the value as specified under each category in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof and/or officers of the Company to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s), instrument(s) and such other documents as may be required, seeking all necessary approvals to give effect to these resolution(s), for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects”.

### As Special Resolution(s)

### 6. Re-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(s), as Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Associations, applicable clauses of the Master Direction- Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s),

and based on the recommendation of the Nomination Remuneration and HR Committee and the board of directors of the Company, modification(s), variation(s) or re-enactment(s) thereof, Shri Ajai Kumar (DIN: 02446976), whose tenure of office comes to an end on the conclusion of the 37<sup>th</sup> Annual General Meeting on August 7, 2024, who meets the criteria of independence and is eligible for reappointment, 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 as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three years until the conclusion of the Annual General Meeting of the financial year 2026-27 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.”

**7. 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 basis.**

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, 71 and other applicable provisions, if any, of the Companies Act, 2013, the 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 Non-Convertible Securities) Regulations, 2021, the SEBI's Operational Circular for Issue and Listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated August 10, 2021 as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, Directions/Guidelines/Circulars or laws 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 reenactment(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(s)

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/General Information Document (GID)/ Key Information Document (KID), on private placement basis, in one or more series/ tranches, during a period of one year commencing from the date of this Annual General 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 be and is hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above NCD/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, agreements, 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)”.

## 8. Further issue of shares 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, 41, 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 [“Listing 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 any foreign security) Regulations, 2004, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (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 follow on public issue, rights issue, private placement, Qualified Institutional Placement (“QIP”), preferential allotment 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) by way of one or more public and / or private offerings 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 categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of equity shares of ₹ 2/- each of the Company to one or more of the members, employees of the Company by way of ESOS/ESPS, Indian nationals, Non-Resident Indians (NRIs), Companies (private or public), Investment institutions, Societies, Trusts, Research Organisations, Qualified Institutional Buyers (“QIBs”) like Foreign Institutional Investors (“FIIs”), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, Alternate Investment Funds, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity /preference shares / securities of the Company (collectively called “Investors”) in accordance with all the applicable laws, rules, regulations and guidelines, 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 or any other mode as per the above resolutions pursuant to Chapter V and/or Chapter VI of ICDR Regulations, shall be made to the QIBs or such other Investors within the meaning prescribed under the said regulations and such securities shall be fully paid-up and the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) to be completed within 365 days from the date of passing of these Resolutions or such other time as may be allowed 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 V and/or 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 V and/or Chapter VI of ICDR Regulations, as applicable, as may be amended from time to time and the "Relevant Date" for the purpose of pricing of the Equity Shares shall 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 in accordance with the ICDR Regulations and if the issue and allotment of equity shares, if any, to NRIs, FIIs and/ or other eligible foreign investors be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable and within the overall limits set forth under the said Act.

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,

class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, number of securities to be allotted in each tranche, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue of the securities, if any, and to dispose of unsubscribed shares as it deems fit and/or in consultation with the lead managers, underwriters, advisers and/or other persons as appointed by the Company, and 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, lawyers, auditors, 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 reimburse them out of pocket expenses incurred by them 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.”

**9. To borrow amounts not exceeding ₹ 50,000 Crore**

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

“RESOLVED THAT in supersession of the resolution passed by the Members through postal ballot dated June 04, 2023, 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, relevant regulations/directions as may be prescribed by the National Housing Bank/Reserve Bank of India from time to time, to continue to borrow from time to time any

sum or sums of 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 and remaining outstanding at any point of time 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 and which shall remain outstanding at any given point of time, including the temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹ 50,000 Crore (Rupees Fifty Thousand Crores only).”

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

Sd/-

**Nilesh Jain**

DGM & Company Secretary

M. No. A18320

Place: Bengaluru

Date: June 06, 2024

**NOTES:**

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars"), applicable provisions of the Companies, 2013 (Act) and the rules made thereunder, and the latest SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM), 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) and 36(3) of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 (SEBI LODR) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts concerning agenda No. 3 & 4 and special businesses under agenda Nos.5 to 9 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 MCA 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, including Authorised Representative(s) of Corporate Members, Institutional Investor(s), etc participating in the AGM through VC will be recorded digitally and be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. The Members may note that the Company had paid interim Dividend at ₹2.00 per equity share of face value of ₹2/- each on January 12, 2024 as approved by the Board. Further, the Board at their meeting held on April 29, 2024, has recommended a final Dividend of ₹ 4 per equity share of face value of ₹ 2/- each.
5. Pursuant to Regulation 42 of SEBI LODR, July 18, 2024 (Thursday) is fixed as the 'Record Date' for determining entitlement of the Members to the final Dividend of ₹ 4 per equity share of face value of ₹2/- each for the FY 2023-24.
6. The final Dividend amounts will be paid subject to approval of the Members in the AGM. If approved, the Company will pay the Dividend amounts, within 30 days from the date of AGM, to those shareholders whose name appear in the Register of Members as at the close of business hours on July 18, 2024 (Thursday), 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 of this Notice. 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. 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 2023-24 are being sent only through electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.canfinhomes.com](http://www.canfinhomes.com), website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively and on the website of NSDL [www.evoting.nsd.com](http://www.evoting.nsd.com). Members who wish to obtain physical copies of Annual Report 2023-24, may send an e-mail at [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) from their registered e-mail address.
8. All documents referred to in this Notice and other statutory registers like Register of Directors and Key Managerial Personnel and their shareholdings (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. August 07, 2024. Members seeking to inspect such documents can send an email to [investor.relationship@canfinhomes.com](mailto: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.nsd.com>.
9. Pursuant to Regulation 36 of the SEBI LODR, additional information/particulars, in respect of the appointment/re-appointment of Directors/ 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 2023-24 or on any other related subject may write to the Company at e-mail IDs; [accounts@canfinhomes.com](mailto:accounts@canfinhomes.com) or [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) at

least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

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/Investor/investorpagecontentwithsm/investor\\_services](https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor_services). 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. under General Information).

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](mailto:investor.relationship@canfinhomes.com) by July 18, 2024 (Thursday).

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 2024-25, 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 July 18, 2024 (Thursday).

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

**Norms for furnishing of PAN, KYC, Bank details and Nomination:** To mitigate unintended challenges on account of freezing of folio, SEBI vide circular dated November 17, 2023 has done away with the provision regarding freezing of folios not having PAN, KYC and nomination details. Further, SEBI, vide its circular dated November 3, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and May 7, 2024) has mandated that with effect from April 1, 2024, dividend to security

holders holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made after furnishing the PAN, contact details including mobile no., bank account details and specimen signature.

The relevant circulars and forms for updation of PAN, KYC, bank details and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13 are available on our website at [https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor\\_services](https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor_services). Further, the relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf). In view of the above, Members holding shares in physical form are requested to submit the required forms along with the supporting documents at the earliest. Members who hold shares in dematerialised form and wish to update their PAN, KYC, Bank details and Nomination, are requested to contact their respective DPs.

12. The Board has appointed Shri K N Nagesha Rao, Practicing Company Secretary (Membership No. FCS 3000, CP No.12861), as the Scrutinizer for ensuring e-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman (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), within 2 working days 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](http://www.canfinhomes.com)

The Company has availed the services of National Securities Depository Limited (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 LODR, the Company has provided a facility to the Members to exercise their right to vote electronically through e-Voting service facility provided/made available by the NSDL. The facility for voting through electronic voting system will also be made available during the 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. 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, August 03, 2024 (9:00 a.m. IST) and ends on Tuesday, August 06, 2024 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, August 01, 2024 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**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular 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 Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>“Beneficial Owner”</b> icon under <b>“Login”</b> which is available under <b>‘IDeAS’</b> section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</li> </ol>

Type of shareholders	Login Method
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4. 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

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. 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 & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) 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 ‘Shareholder/ 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.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders 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. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. 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) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

### How to cast your vote electronically and join General Meeting 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” 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 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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [scrutinizer@canfinhomes.com](mailto:scrutinizer@canfinhomes.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter

etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.

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 [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Assistant Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### 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](mailto: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](mailto:investor.relationship@canfinhomes.com) . If you are an Individual shareholders 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 to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/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/OAVM 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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.
  1. Members are encouraged to join the Meeting through Laptops for better experience.
  2. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  3. 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.
  4. 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](mailto:investor.relationship@canfinhomes.com). The same will be replied by the company suitably.

5. 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](mailto:investor.relationship@canfinhomes.com) on or before August 01, 2024.

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.

6. Members who need assistance before or during the AGM, can contact Mr Falguni Chakraborty, Assistant Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) on [evoting@nsdl.com](mailto:evoting@nsdl.com) / 1800 1020 990 and 1800 22 44 30.
7. 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.com](mailto:evoting@nsdl.com). 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.
8. 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 e-mail to [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com). Pursuant to the proviso to Reg.40 of SEBI LODR, 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 2016-17 remaining unclaimed and unpaid 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. Shareholders who have not encashed their dividend warrants for the financial years 2016-17 to 2022-23 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 2023-24, 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 2015-16, to 'IEPF Demat Account' in accordance with the procedure prescribed. The Company had sent reminder letters dated May 13, 2024 to all the shareholders (2196 Nos.), who have not claimed their dividend amounts pertaining to 2016-17 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 during August 2024.

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 SEBI 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.

- i. by writing to the Company with details of Folio Number and attaching a self-attested copy of PAN card at [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) or to Canbank Computer Services Limited at [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in) or
  - ii. The form ISR-1 (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/admin/UploadedFiles/Investors/f9e265f4b81e4096bcccc9cf55b3538.pdf](https://www.canfinhomes.com/admin/UploadedFiles/Investors/f9e265f4b81e4096bcccc9cf55b3538.pdf) for download by the Shareholders and submission to the Company or the RTA.
17. Shareholders 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://canfinhomes.com/admin/UploadedFiles/Investors/451a4682a5c2497a8f47d6fd91327238.pdf> for download by the Shareholders 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://canfinhomes.com/admin/UploadedFiles/Investors/f3887e26a2a1497d870946fb0cd805ee.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 Limited, R & T Centre, Unit: Can Fin Homes Limited, J.P. Royale, I Floor, No.218, 2<sup>nd</sup> Main, Sampige Road (near 14<sup>th</sup> Cross), Malleshwaram, Bengaluru-560003; e-mail: [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in);

# Annexure to the Notice

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

### In respect of Agenda No.3 - Re-appointment of Shri K Satyanarayana Raju as Director

Shri K Satyanarayana Raju, was appointed as Director by the Members at the 36<sup>th</sup> Annual General Meeting (AGM) of the Company held on July 19, 2023, liable to retire by rotation. In terms of section 152(6)(d) of the Act, Shri K Satyanarayana Raju (Non- Executive Promoter Director), being longest in the office since his last appointment, would be liable to retire by rotation at this 37<sup>th</sup> 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 (SEBI LODR) and Secretarial Standard-2, the following particulars relating to Shri K Satyanarayana Raju (DIN 08607009), Director, are provided for the information of Members:

Name of the Director	Shri K Satyanarayana Raju
Director Identification Number (DIN)	08607009
Age	58 Years
Nationality	India
Date of first appointment on the Board	April 26, 2023
Qualification	Shri K. Satyanarayana Raju is a Physics graduate, post graduate in Business Administration (Banking and Finance) and Certified Associate of Indian Institute of Bankers (CAIIB).
Brief profile & nature of expertise in specific functional areas	<p>Shri K Satyanarayana Raju had taken the charge as the Managing Director &amp; CEO of Canara Bank with effect from February 07, 2023. He had worked as Executive Director of Canara Bank from March 10, 2021 and had been overseeing various verticals in Canara Bank including Information Technology &amp; Digital Banking, Business Analytics &amp; Information System, Inspection, Compliance, Priority Credit, Financial Inclusion, Gold Loan, MSME, Retail Asset, Corporate Credit, General Administration, Marketing &amp; Public Relations, etc.</p> <p>He had joined erstwhile Vijaya Bank in 1988 and had risen to the level of General Manager and after merger he was elevated to the rank of Chief General Manager in Bank of Baroda. During his tenure at erstwhile Vijaya Bank (Bank of Baroda), he had headed various branches including specialized corporate banking branch. He had served as Regional Head of various regions and also served as Zonal Head of Mumbai zone of the amalgamated Bank of Baroda. He has also headed operations and services department at Bank of Baroda. He had served as a Director in BoB Financial Solutions Limited, a subsidiary of Bank of Baroda and as a Director in Canbank Computer Services Ltd.</p> <p>He is currently a member on the Boards of two listed entities viz., Can Fin Homes Limited and Canara Bank.</p>
Terms and conditions of appointment & details of remuneration	Details are provided infra.
No. of meetings of the Board attended during the year	Attended 9 out of 12 meetings held during FY 2023-24
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is the Managing Director and CEO of Canara Bank and Director in Canara HSBC Life Insurance Company Limited and Canara Robeco Asset Management Company Limited

Memberships/ Chairmanships of the committee of the Board of Directors of the Company / other Companies	<p>Shri K Satyanarayana Raju is member of following Committees of Canara Bank:</p> <ol style="list-style-type: none"> <li>1. Risk Management Committee</li> <li>2. IT Strategy Committee</li> <li>3. Sub-Committee on Human Resources</li> <li>4. Sub-Committee on Business Plan Strategy</li> <li>5. Special Committee of the Board for Monitoring and Following up cases of Frauds</li> </ol> <p>Shri K Satyanarayana Raju is Chairman of following Committees of Canara Bank:</p> <ol style="list-style-type: none"> <li>1. Management Committee of the Board</li> <li>2. Committee for Monitoring Recovery</li> <li>3. Sub - Committee - Capital Planning Process of the Bank</li> <li>4. Customer Service Committee of the Board</li> <li>5. Sub Committee of the Board to Review Classification of Willful Defaulters</li> <li>6. Committee of Directors</li> <li>7. Subcommittee - Sustainable Development Corporate Social Responsibility (SC-SDCSR)</li> <li>8. Departmental Promotion Committee</li> </ol> <p>He is the Chairman of CSR Committee of the Board of Can Fin Homes Limited.</p>
Listed entities from which the Director has resigned in the past three years	<ol style="list-style-type: none"> <li>1. Canbank Computer Services Limited</li> <li>2. BOB Financial Solutions Limited</li> </ol>
Number of shares held in the Company including as a beneficial owner	As confirmed/declared by him, Shri K Satyanarayana Raju 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.
Details of remuneration sought to be paid, if any	The details of remuneration are provided infra.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement)	Not applicable as he is a Non- Executive Promoter Director and not an independent director. However, he possesses the skills and capability required for the role.

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 K Satyanarayana Raju 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, and (RBI-HFC Directions, 2021) and also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

The Nomination Remuneration & HR Committee at its meeting held on June 4, 2024 has determined that Shri K Satyanarayana Raju 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, 2024. 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, except Shri Debashish Mukherjee, Executive Director, Shri Vikram Saha, Deputy General Manager of the Canara Bank. Your Directors are of the opinion that Shri K Satyanarayana Raju 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.

### Key terms and conditions of appointment:

Remuneration: Shri K Satyanarayana Raju, a Non-Executive Promoter Director of the Company would be eligible to receive a sitting fee of ₹ 50,000/- for attending the meeting of the Board and ₹ 30,000/- for attending a meeting of the Committee and the Chairperson of the Board and Committees

are eligible for an additional fee of ₹ 10,000/- per meeting . The Directors are also eligible for re-imburement of travel and lodging expenses relating to meetings as per the Articles of Association of the Company. However, the Company has received a communication from Canara Bank intimating not to pay any sitting fee to the Bank for participation of Promoter Directors w.e.f April 1,2023. Shri K Satyanarayana Raju has been appointed as a Director liable to retire by rotation.

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 June 6, 2024 has recommended for re-appointment of Shri K Satyanarayana Raju, as a Director, as proposed at Agenda No.3 (Ordinary Business) of the Notice.

**In respect of Agenda No. 4- Appointment of Joint Statutory Central Auditors (JSCAs)**

The Members of the Company at the 34<sup>th</sup> Annual General Meeting held on September 8, 2021 had approved the appointment of 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), as the Statutory Central Auditors (SCA) of the Company 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 period of 3 (three) years commencing from the conclusion of the 34<sup>th</sup> Annual General Meeting until conclusion of the 37<sup>th</sup> Annual General Meeting.

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. Accordingly, the tenure of the existing auditors M/s. B Srinivasa Rao & Co., Chartered Accountants and M/s. B K Ramadhyani & Co., LLP, Chartered Accountants will come to an end on the conclusion of this 37<sup>th</sup> Annual General Meeting.

In view of the above, M/s. B Srinivasa Rao & Co., Chartered Accountants and M/s. B K Ramadhyani & Co., LLP, Chartered Accountants cannot continue beyond September 30, 2024 as statutory auditors of the Company.

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. Rao & Emmar, Chartered Accountants (Registration No.: 003084S) and M/s. V K Ladha & Associates, Chartered Accountants (Registration No.: 002301C) as joint Statutory Central Auditors and recommended to the Board.

Disclosure Under Regulation 36(5) of SEBI LODR

Proposed statutory audit fee payable to auditors	The Central audit fees proposed to be paid to both the statutory central auditors in aggregate for the period ending March 31, 2025 will be up to ₹ 26.50 lakhs plus OEM + applicable taxes. which will be decided by the Board of Directors including any committee thereof, as authorised by the Members.
Terms of Appointment	M/s. Rao & Emmar, Chartered Accountants (Registration No.: 003084S) and M/s. V K Ladha & Associates, Chartered Accountants (Registration No.: 002301C) are recommended for appointment for a term of three years from the conclusion of the 37 <sup>th</sup> Annual General Meeting until the conclusion of the 40 <sup>th</sup> 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 Central statutory audit fees ₹ 21.00 Lakh for FY 2024.
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.

**Profile of M/s. Rao & Emmar., Chartered Accountants, Bengaluru**

M/s. Rao & Emmar, Chartered Accountants (Registration No.: 003084S), ("the Audit Firm") was established in 1977 providing various audit and advisory services. The Audit Firm is a partnership firm incorporated in India. At present, the firm has 25 full-time partners. The Audit Firm has valid Peer Review certificate and is primarily engaged in providing audit services to its clients in various sectors including NBFCs and banks.

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**Profile of M/s. V K Ladha & Associates, Chartered Accountants, Ujjain**

M/s. V K Ladha & Associates, Chartered Accountants (Registration No.: 002301C), (“the Audit Firm”) was established in 1984 providing various audit and advisory services. The Audit Firm is a partnership firm incorporated in India. At present, the firm has 15 full-time partners. The Audit Firm has valid Peer Review certificate and is primarily engaged in providing audit services to its clients in various sectors including NBFCs and banks.

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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. Rao & Emar, Chartered Accountants (Registration No.: 0030845) and M/s. V K Ladha & Associates, Chartered Accountants (Registration No.: 002301C), 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.

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 resolution.

Accordingly based on the review of the Profile of Auditors, their experience and specialisation, the Board recommends the appointment of M/s. Rao & Emar, Chartered Accountants and M/s. VK Ladha & Associates, Chartered Accountants as Joint Statutory Central Auditors of the Company till the conclusion of 40th AGM.

**In respect of Agenda No.5- Material Related Party Transactions/Arrangements**

The Company has been obtaining prior approval of the members for entering into or continuing with the transactions, arrangements or contracts with related parties viz., Canara Bank and/or their subsidiaries and/or Associates and /or any of their joint venture companies. The members, at the 32<sup>nd</sup> Annual General Meeting held on July 17, 2019 have given prior approval for related party transactions Section 188 of the Companies Act, 2013 and Companies (Amendment) Acts thereafter, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI LODR and other applicable regulations for aggregate amounts not exceeding ₹ 6000/- Crore (Rupees Six Thousand Crore only) with respect to the transactions entered into or to be entered into with respect to sale, purchase of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agents, appointment to any office or place of profit in the Company, remuneration for underwriting of securities, transactions involving payment to a related party with respect to brand usage or royalty, etc., or reimbursement towards any transaction or any transaction of whatever nature.



Following are the particulars of the proposed transactions and/or contracts and/or arrangements with the related parties for the period from conclusion of 37<sup>th</sup> Annual General Meeting to the conclusion of 38<sup>th</sup> Annual General Meeting:

Sl. No.	Particulars							
1	Name of the Related Party	Canara Bank		Canbank Computer Services Limited		Canara HSBC Life Insurance Company Limited		
2	Name of the Director or KMP who is related	Details provided Below*						
3	Nature of Relationship	Promoter (Sponsor)	Limit (₹ Crores) (% of Annual Turnover of FY 2023-24)	Subsidiary of Canara Bank, Promoter	Limit (₹ Crores)	Subsidiary of Canara Bank, Promoter	Limit (₹ Crores)	
4	Nature, material items, monetary value and particulars of the contract	1. Availing term loans, commercial papers, and overdraft facilities, including interest thereon.	3000.00 (85.11%)	Registrar and Transfer Agency Charges	1.00	Corporate Agency Business with the Company	20.00	
2. Issuance of Shares or Nonconvertible debentures, including interest thereon		1000.00 (28.37%)	Recovery Call Centre units	1.00	Investment in the NCDs issued by the Company and payment of interest on	50.00		
3. Placing of Fixed Deposits and earning interest thereon		1000.00 (28.37%)	Information Technology Solutions	1.00				
4. Other transactions include maintaining current accounts, dividend accounts, payment of fee and bank charges, leasing of properties and collection /payment of rent, re-imbusement of remuneration to the deputed officials, payment of sitting fee, etc. for meeting the regulatory requirements like Statutory Liquidity Ratio etc.		927.00						
5	Justification as to why the RPT is in the interest of the company	Services provided by the Bank are good, and rates are competitive.		The products and services provided by Canbank Computer Services Limited is good.		The products and services provided by the Canara HSBC Life Insurance Ltd is good.		

**\*Name of the Director/KMP who are related :**

- (i) Shri K Satyanarayana Raju, MD & CEO of Canara Bank (Director of the Company)
- (ii) Shri Debashish Mukherjee, Executive Director of Canara Bank (Director of the Company)
- (iii) Shri Ajay Kumar Singh, Deputy General Manager of Canara Bank (Dy. Managing Director and KMP of the Company up to April 29,2024)
- (iv) Shri Vikram Saha, Deputy General Manager of Canara Bank (Dy. Managing Director and KMP of the Company w.e.f. April 29,2024)

Note:1. Proposed transactions with related parties are continuous and ongoing basis and hence tenure of the transactions cannot be specifically provided. The Company is taking approval of members every year for all the proposed material related party transactions as per the Companies Act 2013, SEBI Regulations and all other applicable laws/ statutory provisions, if any.

2. Material terms and conditions of related party transactions are as per the separate contracts executed with the respective related parties. The copies of such documents and Register of material related party transactions are available for inspection at the Registered Office of the company in Bengaluru.

3. Other relevant information important for the member to take a decision on the proposed resolution(s):

Apart from the related parties detailed above, the Company has entered into Related Party Transactions or may enter into related party transactions with other Subsidiaries, Associates, Joint Venture companies of Canara Bank viz., Canara Robeco Asset Management Company, Canara Bank Securities Ltd., Canbank Factors Ltd., Canbank Computer Services Ltd., Canbank Financial Services Ltd., Canbank Venture Capital Fund, etc., and other related parties as per the Accounting Standards. The Company has entered into related party transactions or may also enter into other related party transactions like investment in the securities, commercial papers, holding demat account(s), providing loans and collecting repayments and interest; acceptance of deposits and payment of interest; call centre facilities; etc. in the ordinary course of business and at arm's length.

Regulation 23 of the SEBI LODR requires prior shareholders' approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and on an arm's length basis. As per the said Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company has been entering into contracts and arrangements with the promoter and sponsor bank viz., Canara Bank since incorporation i.e., in 1987, in the ordinary course of business. The transactions of the Company with Canara Bank individually or taken together with previous transactions identified and detailed in the table above during a financial year exceed the materiality threshold prescribed under Regulation 23(4) of the SEBI LODR.

As per the clarifications given by SEBI vide its Circular SEBI/HO/ CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 on applicability of Reg.23(4) read with Regulation 23(3)(e) of SEBI LODR the omnibus approvals of material RPTs given by the members at the Annual General Meeting shall be valid upto the date of the next Annual General Meeting, for a period not exceeding 15 months. Accordingly, prior approval of members is being sought for entering into the above listed material related party transactions with Canara Bank from the conclusion of the 37<sup>th</sup> Annual General Meeting till the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company or such other period as may be statutorily allowed or permitted.

The Audit Committee of the Board and also the Board of Directors, wherever applicable, have granted approvals for entering into related party transactions with Canara Bank and its subsidiaries and/or associates and/or joint venture as detailed in the resolutions and the explanatory statement.

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, other than Shri K Satyanarayana Raju (Managing Director & CEO, Canara Bank), Shri Debashish Mukherjee (Executive Director, Canara Bank) and Shri Vikram Saha (Deputy General Manager, Canara Bank), or any key managerial personnel or the relatives of the Directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.5 of the Notice, for the approval of Shareholders.

The Shareholders may please note that all the related parties of the Company are prohibited from voting on Resolution No.5 of this Notice.

## In respect of Agenda No.6 – Re-appointment of Shri Ajai Kumar (DIN: 02446976), as an Independent Director

Shri. Ajai Kumar (DIN 02446976) was appointed as an Independent Director at the 34<sup>th</sup> Annual General Meeting (AGM) of the Company held on 08/09/2021, for a tenure of 3 years i.e., up to the conclusion of the Annual General meeting for the year 2023-24. His tenure comes to end on the conclusion of the ensuing AGM.

The Nomination Remuneration & HR Committee at its meeting held on 04/06/2024, considering the knowledge, profile, criteria of independence, expertise, vast and varied experience, matching to the requirements of the Company has determined the fit and proper criteria of Shri Ajai Kumar, and recommended to the Board for his re-appointment as an Independent Director.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an Independent Director may hold office for two terms up to five consecutive years each.

Shri Ajai Kumar fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the SEBI LODR.

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 re-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 to act as director in Form DIR-2 pursuant to Sec.152 of the 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	71 years
Nationality	India
Date of first appointment on the Board	July 31, 2021
Qualification	Shri Ajai Kumar is a Master Degree holder in Science (Physics), Bachelor degree in Science, LLB and has acquired CAIB (Certified Associate of Indian Institute of Banking) certification.
Brief profile & nature of expertise in specific functional areas	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 multidimensional 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. His past engagements include appointment as Chairman & Managing Director of Corporation Bank, Managing Director & CEO (interim) of Yes Bank Ltd, Executive Director of UCO Bank, General Manager of Bank of Baroda, etc. The Director has participated in the capacity building activities of ID Databank organised by IICA.
Terms and conditions of appointment & details of remuneration	The draft terms and conditions of his re-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 <a href="http://www.canfinhomes.com">www.canfinhomes.com</a>
No. of meetings of the Board attended during the year	Attended all 12 Board meetings during FY 2023-24.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri Ajai Kumar is director in National Urban Co-Operative Finance and Development Corporation Limited, Indiabulls Investment Management Ltd., Future Generali India Insurance Company Limited, Amar Ujala Limited, HFCL Limited, Adani Krishnapatnam Port Limited and Satyadevi Institute of Financial Learning.

Memberships/ Chairmanships of the committee of the Board of Directors of the Company /other Companies	Shri Ajai Kumar is Chairman of Audit Committee of Amar Ujala Limited, member of Audit Committee and NRC of Adani Krishnapatnam Port Limited, Chairman of RMC and member of CSR & Audit Committee of Indiabulls Investment Management Ltd., member of NRC Committee of National Urban Co-Operative Finance and Development Corporation Limited and Chairman of Bank Affairs Committee, member of Audit Committee, Ethics and Compliance Committee, CSR Committee and NRC of Future Generali India Insurance Company Limited.  He is Chairman of IT Strategy Committee and member of member of Audit Committee and Nomination and Remuneration & HR Committee of Can Fin Homes Limited
Listed entities from which the Director has resigned in the past three years	Shri Ajai Kumar has resigned from Indiabulls Asset Management Limited, Nuclear Power Corporation of India Limited and Metropolitan Stock Exchange of India Limited in the past three years.
Number of shares held in the Company including as a beneficial owner	Shri Ajai Kumar, is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and she has not availed any loan from the Company.
Disclosure of relationships between Directors inter-se	None of the Directors are related inter-se.
Details of remuneration sought to be paid, if any	Shri Ajai Kumar is eligible to receive sitting fees of Rs. 50,000/- for attending each meeting of the Board and Rs. 30,000/- for any Board Committee(s) thereof. Additional chairing fee of ₹ 10,000/- 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-imbursment 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 (Skills and capability required for the role and the Director meets such requirement)	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 she is independent of the management of the Company.

In terms of Regulation 25(8) of the 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 her eligibility for such appointment.

He has also submitted a declaration to the 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).

The Board has recommended for passing the resolution seeking the approval of members for the re-appointment of Shri Ajai Kumar as an Independent Director of the Company for a second term with effect from August 1, 2024 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

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 – NonBanking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 for re-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 re-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 also 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 re-appointed as an Independent Director from this Annual

General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2027. No Director except for Shri Ajai Kumar 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.

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

**In respect of Agenda No.7 - 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 basis.**

In terms of Section 42, 71 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 36<sup>th</sup> AGM of the Company held on July 19, 2023 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 the year 2023-24 (subsequent to 36<sup>th</sup> AGM), the Company has issued NCDs aggregating to ₹ 1,000 Crore with coupon rate at 8.25%. The SRNCD outstanding as on March 31, 2024 was ₹ 5,371 Crore, which works out to 17% of the total borrowings.

As per SEBI Circular SEBI/HO/DDHS/DDHS-RACPOD1/P/ CIR/2023/172 dated 19/10/2023, SEBI has prescribed to raise minimum 25% of incremental long-term borrowings in a financial year through issuance of debt securities. The condition of raising minimum 25% of their net long-term incremental borrowings in a financial year by way of long-term capital instruments was not met due to the technical issue for FY 2023-24. From financial year 2025 onwards, the

requirement of mandatory qualified borrowing by a large corporate in a financial year shall be met over a contiguous block of three years.

Keeping in view the business of the Company, the expected growth in the activities and operations of the Company, the requirement of additional funds through alternative sources and cost of each of such source, it is proposed to offer or invite subscription of bonds or NCDs or tier II bonds, onshore and/or offshore, which may or may not be classified as Tier II capital under the provisions of the RBI-HFC Directions 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 during the period of one year from the conclusion of the 37<sup>th</sup> 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 and subject to compliance of all the applicable laws.

The terms of issue of such NCDs would depend upon the requirement of the funds, time of issue, market conditions and availability of alternative sources of funds 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 abovementioned 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.

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 recommend the passing of the special resolution as set out at Agenda No.7 of this Notice, for the approval of the Members.



The approvals given by the members, in terms of Section 42 of the Act, at the last Annual General Meeting (AGM) held on July 19, 2023 will remain valid only upto the date of this AGM. Hence, this agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

### **In respect of Agenda No.8 - Further issue of shares not exceeding ₹ 1000 Crore**

In order to enable the Company to access the capital market at the appropriate time, the Board of Directors at their meeting held on June 6, 2024 has recommended to the shareholders for approval through special resolution for the proposal to create, offer, issue and allot Equity Shares not exceeding ₹ 1000 Crore.

The Company focuses on four key parameters viz., growth, asset quality, liquidity and profitability. The Company expects to grow at an average rate of 18% to 20% for the next five years. 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 Capital Adequacy Ratio as well as Leverage Ratio at comfortable levels.

At the 36<sup>th</sup> AGM of the Company held on July 19, 2023 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). Since the Company had been maintaining ROE at expected level and additional internal accruals were sufficient to maintain CAR as well as leverage ratio at comfortable levels, the Company did not raise any capital during 2023-24, though approval was taken from the members.

Our loan book has grown by 11% for the FY 2023-24 and keeping in view the current scenario, we have projected approx. ₹ 41,000 Crore as loan outstanding as on March 31, 2025.

The Capital Adequacy Ratio of the Company as on March 31, 2024 was at 24.48% which was well above the regulatory requirement of 15%. However, considering the growth potential, there is a need to infuse Tier-1 capital.

As the validity of the resolutions obtained in the 36<sup>th</sup> AGM for issue of shares by way of QIPs is restricted to one year, in order to increase the Company's Tier I capital, the Board of Directors have decided and to raise Capital to the extent of ₹ 1,000 Crores (including premium) through Follow-on Issue, and/or Rights Issue, and/or Preferential Issue, and/or Qualified Institutional Placement and/or other permitted mode of raising capital and recommended the same to the members for approval.

The Board seeks authorization for taking a decision on the time of issue, type of issue, number of shares to be, mode of issued, terms of the offer including the class of investors to whom the securities to be allotted, etc., considering market scenario, the

cost, benefit, requirement of time etc., with reference to each of the alternative modes of raising funds.

The Regulation 41(4) of the SEBI (LODR) Regulations, 2015 provides that whenever any further issue or offer is being made by the Company, the existing shareholders should be offered the same on pro-rata basis unless the shareholders in the general meeting decide otherwise. The said resolution, if passed, shall have the effect of allowing the Board on behalf of the Company to issue and allot the securities otherwise than on pro-rata basis to the existing shareholders.

The Resolution further seeks to empower the Board of Directors to undertake a qualified institutional placement with qualified institutional buyers as defined by ICDR Regulations or any other mode to any other investors within the meaning prescribed under ICDR Regulations. The Board of Directors may in their discretion adopt this mechanism as prescribed under Chapter V and/or Chapter VI of the ICDR Regulations for raising funds for the Company, without seeking fresh approval from the shareholders. In case of a QIP issue in terms of Chapter VI of ICDR Regulations, issue of securities, on QIP basis, can be made at a price not less than the average of the weekly high and low of the closing prices of the shares quoted on a stock exchange during the two weeks preceding the "Relevant Date". "Relevant Date" shall mean the date of the meeting in which the Board or Committee of the Company decides to open the QIP Issue.

Raising of Tier I Capital in any other mode will be made by taking necessary approvals and following the provisions of all applicable laws. The detailed terms and conditions for the offer will be determined in consultation with the Advisors, Lead Managers and Underwriters and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements.

As the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the ICDR Regulations and all other applicable provisions of any other guidelines/regulations/consents as may be applicable or required.

The Special Resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company. The Company with this resolution seeks the approval of the shareholders to undertake fund raising activity, through one or multiple modes including through an issue of QIP. The securities issued will be listed on one or more stock exchanges in India and the Company will make requisite disclosures to the stock exchanges under the provisions of the SEBI Listing Regulations

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. 02/2022 read with General Circular No. 10/2022 issued by the Ministry of Corporate Affairs.

For the reasons aforesaid, an enabling resolution is therefore proposed to be passed to give adequate flexibility and discretion to the Board to finalise the terms of the issue.

The equity shares allotted, shall rank pari passu in all respects with the existing equity shares of the Company.

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.

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.8 of the Notice.

### **In respect of Agenda No. 9 – To borrow amounts not exceeding ₹ 50,000 Crore**

The shareholders of the Company through Postal Ballot resolution dated June 04, 2023, accorded its approval by way of special resolution u/s.180(1)(C) and all other applicable provisions, if any, of the Companies Act, 2013, 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 ₹ 42,500 Crore (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

At the 28<sup>th</sup> Annual General Meeting held on July 08, 2015, the shareholders have authorised the Board of Directors of the Company u/s. 180(1) (a) Companies Act, 2013, 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, 2024 was ₹ 31,863 Crore (Rupees Thirty One Thousand Eight Hundred Sixty Three Crores). As per Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, for the financial year ended March 31, 2024, the maximum amount that the Company can borrow shall not exceed 12 times of the net owned funds (NOF) as per the last audited Balance Sheet. As on March 31, 2024, the NOF was ₹ 4,248 Crore (Rupees Four Thousand Two Hundred Forty Eight Crore only) (net of Dividend outflow) and hence our borrowing limit shall not exceed ₹ 50,976

Crores (Rupees Fifty Thousand Nine Hundred Seventy Six Crore only) at the end of the year 2023–24. The Borrowing Power of ₹ 50,000 Crore (Fifty Thousand Crore only) sought by the Company will be valid till the outstanding borrowing of the Company reaches the limit approved by the members through this Special Resolution. Though the approved limit is higher than the projected book size i.e., approximately ₹ 40,986 Crore (Rupees Forty thousand Nine Hundred Eighty Six Crores only) for FY25, 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 and optimize cost of funds.

In view of the above, it is considered desirable to increase the Company's existing borrowing limit from ₹ 42,500 Crore to ₹ 50,000 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 Item No.9 by way of special resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of ₹ 50,000 Crore (Rupees Fifty 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 ₹ 50,000/- 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 are available for inspection at the Registered Office of the Company.

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 K Satyanarayana Raju (Managing Director & Chief Executive Officer of Canara Bank), Shri Debashish Mukherjee (Executive Director of Canara Bank) and Shri Vikram Saha (Deputy General Manager, Canara Bank) shall be deemed to be the interested Directors.

The Board of Directors therefore, recommends the passing of the special resolution as set out at Item No.9 of this Notice, for approval of the Members.

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

**Nilesh Jain**

Place: Bengaluru  
Date: June 06, 2024

DGM & Company Secretary  
M. No. A18320