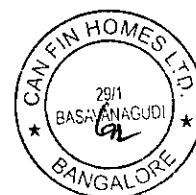


Corporate Governance Report 31/03/2019

General information about company

Scrip code	511196
NSE Symbol	CANFINHOME
MSEI Symbol	
ISIN	INE477A01020
Name of the entity	CAN FIN HOMES LIMITED
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Applicable



Disclosure of notes on composition of board of directors explanatory

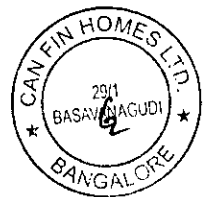
Whether the listed entity has a Regular Chairperson: Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
1	Mrs	BHARATI RAO	ABEPR3693M	01892516	Non-Executive - Independent Director	Chairperson		05-09-2017		37	4	6	1
2	Mr	SARADA KUMAR HOTA	AAEPH6872P	07491088	Executive Director	Not Applicable	MD	19-05-2016			1	1	0
3	Mr	NAGANATHAN GANESAN	AACPG4295M	00423686	Non-Executive - Independent Director	Not Applicable		07-09-2016		37	1	2	1
4	Mr	SHREEKANT M BHANDIWAD	ABAPB3828Q	08120906	Executive Director	Not Applicable		28-04-2018			1	0	0
5	Mr	YELURI VIJAYANAND	AAHPV2404J	00594503	Non-Executive - Independent Director	Not Applicable		29-08-2018		37	1	2	1
6	Mr	SHANKARA NARAYANAN SUBRAMANIAN	AGIPS9053P	07901414	Non-Executive - Non Independent Director	Not Applicable		06-10-2018			1	1	0
7	Mr	DEBASHISH MUKHERJEE	ADFPM7035H	08193978	Non-Executive - Non Independent Director	Not Applicable		12-03-2019			2	1	0
8	Mrs	BHARATHI	AAKPB9557B	06519925	Non-Executive - Non Independent Director	Not Applicable		22-09-2014			1	0	0



Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00423686	Mr. Naganathan Ganesan	Non-Executive - Independent Director	Chairperson	07-09-2016		
2	01892516	Mrs. Bharati Rao	Non-Executive - Independent Director	Member	24-10-2017		
3	00594503	Dr. Yeluri Vijayanand	Non-Executive - Independent Director	Member	29-08-2018		
4	07901414	Mr. Shankara Narayanan Subramanian	Non-Executive - Non Independent Director	Member	06-10-2018		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00594503	Dr. Yeluri Vijayanand	Non-Executive - Independent Director	Chairperson	29-08-2018		
2	01892516	Mrs. Bharati Rao	Non-Executive - Independent Director	Member	24-10-2017		
3	08193978	Mr. Debashish Mukherjee	Non-Executive - Non Independent Director	Member	12-03-2019		
4	00423686	Mr. Naganathan Ganesan	Non-Executive - Independent Director	Member	07-09-2016		
5	06519925	Mrs. Bharathi	Non-Executive - Non Independent Director	Member	22-09-2014	01-02-2019	



Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00594503	Dr. Yeluri Vijayanand	Non-Executive - Independent Director	Chairperson	29-08-2018		
2	07491088	Mr. Sarada Kumar Hota	Executive Director	Member	14-07-2016		
3	00423686	Mr. Naganathan Ganesan	Non-Executive - Independent Director	Member	07-09-2016		
4	01892516	Mrs. Bharati Rao	Non-Executive - Independent Director	Member	24-10-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08193978	Mr. Debashish Mukherjee	Non-Executive - Non Independent Director	Chairperson	12-03-2019		
2	01892516	Mrs. Bharati Rao	Non-Executive - Independent Director	Member	24-10-2017		
3	08120906	Mr. Shreekant M Bhandiwad	Executive Director	Member	28-04-2018		
4	99999999	Mrs. Shamila M	Member	Member	24-05-2017		
5	06519925	Mrs. Bharathi	Non-Executive - Non Independent Director	Member	22-09-2014	01-02-2019	Textual Information(1)

Sr Text Block

Textual Information(1) Mrs Bharathi resigned as a Direcor with effect from 01/02/2019 and till then she was the Chairperson of the Risk Management Committee.



Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01892516	Mrs. Bharati Rao	Non-Executive - Independent Director	Chairperson	24-10-2017		
2	07491088	Mr. S K Hota	Executive Director	Member	14-07-2016		
3	00423686	NAGANATHAN GANESAN	Non-Executive - Independent Director	Member	07-09-2016		
4	08120906	Mr. Shreekant M Bhandiwad	Executive Director	Member	28-04-2018		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	07491088	Mr. S K Hota	Management Committee	Executive Director	Chairperson	
2	01892516	Mrs. Bharati Rao	Management Committee	Non-Executive - Independent Director	Member	
3	07901414	Shankara Narayanan Subramanian	Management Committee	Non-Executive - Non Independent Director	Member	
4	08120906	SHREEKANT M BHANDIWAD	Executive Director	Executive Director	Member	
5	00423686	NAGANATHAN GANESAN	IT Strategy Committee	Non-Executive - Independent Director	Chairperson	
6	08120906	SHREEKANT M BHANDIWAD	IT Strategy Committee	Executive Director	Member	
7	99999999	Mrs. Shamila M	IT Strategy Committee	Member	Member	
8	99999999	Sikhin Tanu Shaw	IT Strategy Committee	Member	Member	



Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory			Textual Information(1)	
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	06-10-2018			
2	22-10-2018		15	
3	13-11-2018		21	
4		23-01-2019	70	
5		12-03-2019	47	
6		29-03-2019	16	

Text Block

Textual Information(1)	Meetings were held within the permissible time gap.
------------------------	---

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory						Textual Information(1)		
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Risk Management Committee	23-01-2019	Yes					The previous Risk Management Committee Meeting was held on 18/08/2018.



2	Stakeholders Relationship Committee	23-01-2019	Yes		22-10-2018	92		
3	Audit Committee	23-01-2019	Yes		22-10-2018	92		
4	Nomination and remuneration committee	23-01-2019	Yes		06-10-2018	108		
5	Nomination and remuneration committee	09-02-2019	Yes		13-11-2018	87		
6	Nomination and remuneration committee	15-02-2019	Yes	The previous quarter Nomination & Remuneration Committee Meeting was held on 13/11/2018.				
7	Audit Committee	11-03-2019	Yes	The previous quarter Audit Committee Meeting was held on 22/10/2018.				
8	Nomination and remuneration committee	29-03-2019	Yes	The previous quarter Nomination & Remuneration Committee Meeting was held on 13/11/2018.				

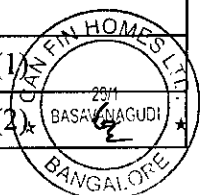
Text Block

Textual Information(1)	Meetings were held within the permissible time gap.
------------------------	---

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Textual Information(1)
Disclosure of notes of material transaction with related party			Textual Information(2)



Text Block

Textual Information(1)	The related party transactions given in the attachment are provisional subject to review by Audit Committee and the meeting of the Board of Directors scheduled to be held during April, 2019. All related party transactions are well within the limits approved by the shareholders of the Company at the 31st Annual General Meeting held on 18/07/2018. Regulation 23(9) will be complied separately.
Textual Information(2)	The quarterly corporate governance report as on 31/12//2018 was placed before the Board for review on 23/01/2019 and the same was noted by the Board.

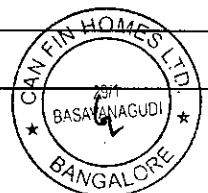
Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Veena G Kamath
2	Designation	Company Secretary and Compliance Officer



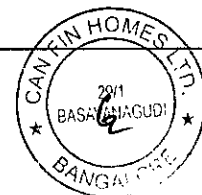
Text Block

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		https://www.canfinhomes.com/home.aspx
2	Terms and conditions of appointment of independent directors	Yes		https://www.canfinhomes.com/pdf/Terms-of-Appointment-of-Independent-Directors-120419.pdf
3	Composition of various committees of board of directors	Yes		https://www.canfinhomes.com/pdf/Composition-of-Committees-of-the-Board-of-Directors-120419.pdf
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.canfinhomes.com/pdf/Code-Of-Conduct-for-Directors-120419.pdf https://www.canfinhomes.com/pdf/Code-Of-Conduct-for-Senior-Management-Personnel-120419.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.canfinhomes.com/pdf/Whistle-Blower-Policy-120419.pdf
6	Criteria of making payments to non-executive directors	Yes		https://www.canfinhomes.com/pdf/Terms-of-Appointment-of-Independent-Directors-120419.pdf
7	Policy on dealing with related party transactions	Yes		https://www.canfinhomes.com/pdf/Related-Party-Transactions-Policy-of-the-Company-120419.pdf
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.canfinhomes.com/pdf/CFHL-Familiarisation-Programme-FY-2018-19-120419.pdf



Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.canfinhomes.com/investor-contact.aspx
11	email address for grievance redressal and other relevant details	Yes		https://www.canfinhomes.com/investor-contact.aspx
12	Financial results	Yes		https://www.canfinhomes.com/financial-results.aspx
13	Shareholding pattern	Yes		https://www.canfinhomes.com/shareholding-pattern.aspx
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block

Textual Information(1)	The Company has complied with the requirements under Regulation 46 of the SEBI LODR Regulations.
------------------------	--



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	



Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

Annexure II

1	Name of signatory	Veena G Kamath
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	

Annexure II

1	Name of signatory	Veena G Kamath
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	VEENA G KAMATH
Designation of person	Company Secretary and Compliance Officer
Place	BENGALURU
Date	13-04-2019

