



## CAN FIN HOMES LIMITED

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# Notice of the 38<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the THIRTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on Wednesday, 20<sup>th</sup> August, 2025, at 11:00 A.M. (IST) through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements, including Balance Sheet as at 31<sup>st</sup> March, 2025 and the Statement of the Profit and Loss of the Company for the year ended on that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹6/- per Equity Share of face value of ₹2/- each and to declare Final Dividend of ₹6/- per Equity Share of face value of ₹2/- each, as recommended by the Board of Directors, for the Financial Year ended March 31, 2025.
3. To appoint a Director in place of Shri Vikram Saha (DIN-10597814), Director, who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### As Ordinary Resolution(s):

4. **To appoint M/s. Kedarnath & Karthik, a Firm of Company Secretaries as Secretarial Auditors of the Company.**

To 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 204 and other applicable provisions of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, based on the recommendation of the Audit Committee and approval of the Board of Directors, M/s. Kedarnath & Karthik, Firm of Company Secretaries (Firm Registration Number P2023KR098600) who have offered themselves for appointment and have confirmed their eligibility to be appointed as Secretarial Auditors, be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive financial years commencing from FY 2025-26 till FY 2029-30, at such remuneration as may be mutually agreed between the Board (including the Audit Committee of the Board or any other person(s) authorised by the Board or the Audit Committee in this regard), and the Secretarial Auditors.

**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 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 Secretarial Auditor, 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.”

#### 5. Material Related Party Transactions / Arrangements

To approve existing as well as new material related party transactions with 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** in supersession of the earlier resolution passed by the Members of the Company at their meeting held on Wednesday, 7<sup>th</sup> August, 2024 in this regard and 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 into/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 Canara Bank, a related party of the Company 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 38<sup>th</sup> Annual General Meeting until the conclusion of the 39<sup>th</sup> Annual General Meeting for a limit up to ₹5,504 Crores for entering into following transactions in the ordinary course of business and at arm’s length basis:

1. Availing Term Loans, Commercial Papers, and Overdraft Facilities, including interest thereon;

2. Placing of Fixed Deposits and earning interest thereon;
3. Bank Charges; and
4. The Company may have to enter into transactions with Canara Bank, like payment of arranger’s fees in respect of CP / NCDs, guarantee fees, or any such transactions which cannot be foreseen at present. Omnibus approval is sought to execute such transactions, subject to their value not exceeding ₹1 Crore per transaction upto a maximum ceiling of ₹2 Crores.

**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 Board and any Committee of Directors constituted / to be constituted 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** the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s) or Chief Financial Officer or Company Secretary or any other officer(s)/ authorised representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board, or any other person so authorised 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 Arvind Narayan Yennemadi (DIN: 07402047) as an Independent Director

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

**“RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b), 17 and 17(1A) and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Articles of Associations of the Company and applicable clauses of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s) modification(s), variation(s) or re-enactment(s) thereof, and based on the recommendation of the Nomination Remuneration and HR Committee and the Board of Directors of the Company (“Board”), Shri Arvind Narayan Yennemadi (DIN: 07402047), whose tenure of office comes to an end on the conclusion of the 38<sup>th</sup> Annual General Meeting and who meets the criteria of independence and is eligible for re-appointment and who will attain the age of 75 (seventy five) years by the end of the proposed term, 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 Arvind Narayan Yennemadi as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a 2<sup>nd</sup> term of three years from the Conclusion of 38<sup>th</sup> Annual General Meeting until the conclusion of the 41<sup>st</sup> Annual General Meeting for FY 2027-28.

**RESOLVED FURTHER THAT** office of Shri Arvind Narayan Yennemadi (DIN: 07402047) shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursement of expenses for attending Board and Committee meetings as applicable till the end of his 2<sup>nd</sup> tenure in terms of the offer of his appointment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient,

including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including Governmental Authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and to execute such documents, writings etc. as may be necessary to give effect to this resolution.”

### 7. Appointment of Shri. Swarupananda Mallick (DIN:11164699) as an Independent Director

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

**“RESOLVED THAT** in accordance with the provisions of Section 149, 150, 152, 160 and other applicable provisions 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, Regulations 16(1)(b) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the Articles of Associations of the Company and applicable clauses of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and based on the recommendation of the Nomination Remuneration and HR Committee and the Board of Directors of the Company (“Board”), Shri Swarupananda Mallick (DIN:11164699), who meets the criteria of independence and who is eligible for appointment as an Independent Director of the Company and in respect of whom the Company has received Notice in writing from a member under Section 160 of the Act signifying their intention to propose Shri Swarupananda Mallick for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of three (3) years commencing from 21<sup>st</sup> August, 2025 to 20<sup>th</sup> August, 2028.

**RESOLVED FURTHER THAT** office of Shri Swarupananda Mallick (DIN:11164699) shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursement of expenses for attending Board and Committee meetings as applicable till the end of his tenure in terms of the offer of his appointment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including Governmental Authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers herein conferred to Director(s), Committee(s), Executive(s), Officer(s) or Representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and to execute such documents, writings etc. as may be necessary to give effect to this resolution."

#### **08. Increase in borrowing limit by the Board of Directors upto ₹ 55,000 Crores**

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

**"RESOLVED THAT** in supersession of the resolution passed by the Members at the 37<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> August, 2024, and 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, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred on the Board of Directors by this Resolution) 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 ₹55,000 Crores (Rupees Fifty Five Thousand Crores only).

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution".

#### **09. Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding ₹10,000 Crores, on private placement basis.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as a **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 Master Circular for Issue and Listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated 22<sup>nd</sup> May, 2024 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

re-enactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee(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, sub-ordinated 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, or Residential Mortgage Backed Securities (RMBS) including Pass Through Certificates (PTC) upto an amount not exceeding ₹10,000 Crores (Rupees Ten Thousand Crores only) under one or more Shelf Disclosure Document / General Information Document (GID) / Key Information Document (KID) as required, on private placement basis, in one or more series / tranches, during a period of one year commencing from the date of this 38<sup>th</sup> Annual General Meeting until the conclusion of the 39<sup>th</sup> 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 instruments specified above shall be within the overall limit of borrowings as approved by the Members of the Company, from time to time pursuant to Section 180 (1) (c) of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above NCDs/ 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, allotment, listing, 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)".

#### 10. Further issue of shares not exceeding ₹1000 Crores

To consider and if thought fit, to pass with or without modification(s), the following resolution(s) as a **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"), The Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, 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 Crores (Rupees One Thousand Crores 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 issuance of Equity Shares 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."

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

Sd/-

**Nilesh Jain**

Place : Bengaluru  
Date : June 25, 2025

DGM & Company Secretary  
(M. No. A18320)

**NOTES:**

1. In accordance with the General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 20/2020 dated May 5, 2020 and subsequent circulars issued in this regard latest being General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA Circulars"), applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder, and the latest SEBI Circular No. SEBI/ HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 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 relating to special businesses under agenda Nos. 4 to 10 in the Notice is annexed.

Details in respect of Agenda No.3 pertaining to Re-appointment of Shri Vikram Saha as a Director and Whole-time Director liable to retire by rotation are also provided at the end of the AGM Notice.

3. 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 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.

5. The Members may note that the Company had paid an interim Dividend of ₹6/- per equity share of face value of ₹2/- each on 20<sup>th</sup> December, 2024 as approved by the Board. Further, the Board at their meeting held on 23<sup>rd</sup> April, 2025, has recommended a final Dividend of ₹6/- per equity share of face value of ₹2/- each.

6. Pursuant to Regulation 42 of SEBI LODR, Friday, 11<sup>th</sup> July, 2025 is fixed as the 'Record Date' for determining entitlement of the Members to the final Dividend of ₹6/- per equity share of face value of ₹2/- each for the FY 2024-25.

7. The final Dividend amount 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 Friday, 11<sup>th</sup> July, 2025 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. 13 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. Integrated Registry Management Services Pvt Ltd (where the shares are held in physical mode) to receive the dividend directly into their Bank Account.

SEBI has mandated that with effect from 1<sup>st</sup> April, 2024, dividend to members holding shares in physical form, shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, contact details (including postal address, mobile number and E-mail), bank account details and specimen signature by the shareholder holding shares in physical form.

8. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2024-25 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA / Depositories. Members may note that the Notice and Annual Report for 2024-25 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.nsdl.com](http://www.evoting.nsdl.com). A letter providing the web-link, including the exact path, where complete details of the Annual Report of the Company is available, is being physically sent to those shareholder(s) who have not registered their e-mail addresses with the Depository Participant(s), the Company or the RTA of the Company. Members who wish to obtain physical copies of Annual Report 2024-25, may send an e-mail to: [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) from their registered e-mail address, mentioning their demat ID / Folio no.

9. 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), Certificate from Secretarial Auditor of the Company certifying that the Employee Stock Option Scheme, 2024 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, etc., 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 20, 2025. 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.nsdl.com>.
10. Pursuant to Regulation 36 of the SEBI LODR and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, 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 / reappointment as required under the Companies Act, 2013 and related Rules and as per NHB/RBI Directions.
11. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2024-25 or on any other related subject may write to the Company at e-mail ID:

[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.

12. SEBI vide Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated 31<sup>st</sup> July, 2023, as updated from time to time, has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above Circular, a member shall first take up his / her / their grievance with the Company by lodging a complaint directly with the Company / RTA and if the grievance is not redressed satisfactorily, the member may escalate the same through existing SCORES Portal. Post exhausting all available options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

13. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. 1<sup>st</sup> April, 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 20 below for updating KYC and other details etc. under General Information).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act, 1961. 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 by uploading aforementioned documents on the website of RTA at <https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx> on or before Friday, 25<sup>th</sup> July, 2025.

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, 1961, 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 2025-26, 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 uploaded by the shareholders on or before Friday, 25<sup>th</sup> July, 2025 at RTA website <https://ipostatus.integratedregistry.in/TaxExemptionRegistration.aspx>

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 17<sup>th</sup> November, 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/jan2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan2024/1704433843359.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.

14. 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)

#### **15. 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, as amended, 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, 16<sup>th</sup> August, 2025 (9:00 a.m. IST) and ends on Tuesday, 19<sup>th</sup> August, 2025 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 13<sup>th</sup> August, 2025 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 9<sup>th</sup> December, 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 e-mail 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>For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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 &amp; voting during the meeting.</li> <li>Existing IDeAS 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" 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 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> <li>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 "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>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 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 &amp; voting during the meet.</li> <li>Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>

**NSDL Mobile App is available on**

 **App Store**  **Google Play**



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 &amp; 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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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.
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**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: 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. 1800-21-09

**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 :

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 e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail 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 e-mail 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail 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), AADHAAR (self-attested scanned copy of Aadhaar Card) to [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder / members may send a request 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.

#### INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members / shareholders, who will be present in the AGM through VC / OAVM facility and have not cast 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their Name, DEMAT account number / folio number, e-mail ID, mobile number at investor.relationship@canfinhomes.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a 'speaker' may send their request mentioning their name, DEMAT account number/folio number, e-mail ID, mobile number to investor.relationship@canfinhomes.com

on or before Wednesday, 6<sup>th</sup> August, 2025. Those shareholders who have registered themselves as a 'speaker' will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

7. Members who need assistance before or during the AGM, can contact Mr Falguni Chakraborty, Assistant Manager, NSDL at [evoting@nsdl.com](mailto:evoting@nsdl.com) / 1800 1020 990 and 1800 22 44 30.
8. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at [evoting@nsdl.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.
9. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1500 Members on first-come-first-serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Company Secretary, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, etc., who are allowed to attend the AGM without restriction on account of first-come-first-serve basis.

**General Information:**

16. **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: 080-23460815-818 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.

**17. 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 2017-18 remaining unclaimed and unpaid are liable to be transferred to the Investor Education & Protection Fund (IEPF) since 7 years have lapsed.

The Company had sent reminder letters dated June 21, 2025 to all the shareholders (3299 Nos.), who have not claimed their dividend amounts pertaining to 2017-18 for a consecutive period of 7 years and also issued newspaper notifications. The details are made available on the website of the Company on '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 2025.

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 2024-25, 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 2016-17, to 'IEPF Authority' in accordance with the procedure prescribed. The detailed procedure for claiming of shares and dividend from IEPF authority is available at the website of the Company at <https://www.canfinhomes.com/Investor/investorpagecontentwithsm/iepf>

**18. 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 e-mail 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 Integrated Management Services Private Limited at [irg@integratedindia.com](mailto:irg@integratedindia.com) 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/Investor/investorpagecontentwithsm/investor\\_services](https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor_services) for download by the Shareholders and submission to the Company or the RTA.

19. Shareholders holding shares in dematerialised mode, who have not registered/updated their e-mail addresses / Bank account particulars with their Depository Participants, are requested to register / update their e-mail addresses and mobile numbers with the Depository Participants with whom they maintain their demat accounts. The forms (for Demat) for furnishing Bank account particulars with the related IFS Code, are made available on the website of the Company: [https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor\\_services](https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor_services) for download by the Shareholders and submission to the DP.
20. 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.
21. **Nomination facility:** Pursuant to Section 72 of the Companies Act, 2013, individual / joint Members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the RTA. The Nomination form is made available in the website of the Company [https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor\\_services](https://www.canfinhomes.com/Investor/investorpagecontentwithsm/investor_services)
22. **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. Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003; e-mail: [irg@integratedindia.in](mailto:irg@integratedindia.in);

# Annexure to the Notice

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

### In respect of Agenda No. 4:- To appoint M/s. Kedarnath & Karthik, Company Secretaries in practice, as Secretarial Auditor of the Company.

Pursuant to the provisions of Section 204 of the Companies Act, 2013, and relevant rules thereunder and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), every listed company is required to annex with its Board’s Report, a Secretarial Audit Report, issued by a Practising Company Secretary.

In terms of the notification issued by SEBI on 12<sup>th</sup> December, 2024, the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 were introduced, thereby amending the existing SEBI LODR. In accordance with the amended SEBI LODR read with the SEBI Circular No. SEBI/ HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024, SEBI has inter-alia prescribed the terms of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Pursuant to the amendment, every listed company is required to appoint either an individual for not more than one term of five consecutive years or a Secretarial Audit firm for not more than two terms of five consecutive years as the Secretarial Auditor based on the recommendation of its Board of Directors and subject to the approval of its members in Annual General Meeting.

Pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company, at its meeting held on April 23, 2025 have approved and recommended the appointment of M/s. Kedarnath & Karthik, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2023KR098600) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years from FY 2025-26 till FY 2029-30 on the following terms and conditions:

Term of Appointment:	Upto 5 (Five) consecutive years from FY 2025-26 till 2029-30
Proposed Fees:	The proposed remuneration to be paid to M/s. Kedarnath & Karthik, Company Secretaries for the financial year 2025-26 is ₹45,000/- (Rupees Forty Five Thousand only) (excluding out of pocket expenses and applicable taxes) for Secretarial Audit of the Company, issuance of Annual Secretarial Compliance Report and Certificate on Non-disqualification of Directors. The remuneration for subsequent years of their term shall be subject to yearly renewal based on the performance evaluation by the Audit Committee. Besides the audit services, the Company would also avail various services in the nature of certifications and other permissible professional work under various statutory regulations from time to time, for which the auditors will be remunerated separately on mutually agreed terms.
Any material change in the remuneration / fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change :	There is no material change in the remuneration / fee payable to such auditor from that paid to the outgoing auditor. The audit fees paid to outgoing auditor for FY2025 was ₹ 55,000/-
Basis of Recommendations and Credentials:	The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR with regard to the full-time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
Brief Profile of M/s Kedarnath & Karthik, Secretarial Auditors	M/s. Kedarnath & Karthik (Firm Registration Number: P2023KR098600) ('Secretarial Audit Firm'), is a reputed firm of Company secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 24 years in providing various corporate law services. The Firm also holds a valid Peer Review Certificate issued by Institute of Company Secretaries of India.

M/s. Kedarnath & Karthik have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as an Ordinary Resolution.

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

As per Reg.23(4) of the SEBI LODR Regulations 2015 ('SEBI LODR'), all material Related Party Transactions and subsequent material modifications as defined by the Audit Committee under Reg.23(2) of SEBI LODR shall require prior approval of the shareholders through resolution and no related party shall be eligible to vote to approve such resolutions whether the entity is a related party to the particular transaction or not. Further, as per SEBI LODR, "Material Related Party Transaction" means any transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crores or 10% of the consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower. The said limits are applicable, even if the transactions are in the ordinary course of business and on an arm's length basis.

Further, Reg.2(zc) of SEBI LODR defines a "Related Party Transaction" ('RPT') to include a transaction involving transfer of resources, services or obligations between a listed entity and a related party, regardless of whether a price is charged and a transaction with a related party shall be construed to include a single transaction or a group of transactions in a contract.

Members are further informed that at the 37<sup>th</sup> Annual General Meeting held on 7<sup>th</sup> August, 2024, the Company had obtained prior approval of the members for entering into or continuing with the Material Related Party Transactions ('MRPTs') with Canara Bank and/or their subsidiaries and/

or Associates and /or any of their joint venture companies as per Section 188 and other applicable provisions of the Companies Act, 2013 and Regulation 23 of SEBI LODR and other applicable regulations for aggregate amounts not exceeding ₹6,000 Crores (Rupees Six Thousand Crores only).

As per the clarifications given by SEBI vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated 8<sup>th</sup> April, 2022 on applicability of Reg.23(4) read with Regulation 23(3)(e) of SEBI (LODR) Regulations, 2015, the omnibus approvals of MRPTs 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.

Further, SEBI vide circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2025/18 dated 14<sup>th</sup> February, 2025 has introduced the Industry Standards on "Minimum information to be provided for review of the Audit Committee and shareholders for approval of a Related Party Transaction" ("Industry Standards") to facilitate uniform approach and assist listed companies in complying with the provisions of Regulation 23 of the SEBI LODR read with the SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 ("SEBI Master Circular") which shall be applicable from 01 July 2025. The Industry Standards inter-alia requires listed entity to provide minimum information, in specified format, relating to the proposed RPTs, to the Audit Committee and to the shareholders, while seeking approval.

Accordingly, the Management of the Company has provided the Audit Committee (the "Committee") with the relevant details (as required under the Industry Standards) about the proposed RPTs including rationale, material terms, justification as to why the proposed RPT(s) are in the interest of the Company and the basis of pricing. The Committee has reviewed and taken note of the certificate placed before it by the Promoter Director and the Chief Financial Officer (CFO) of the Company, confirming that the proposed RPT(s) are not prejudicial to the interest of public shareholders and nor are the terms and conditions of the proposed RPT(s) unfavourable to the Company, compared to terms and conditions, had the Company executed similar transaction(s) with an unrelated party. After considering the details on RPTs as placed by the Management, the Committee has granted approval for both material and non-material related party transactions proposed for the financial year 2025-26 with the related parties and recommended to the Board for its approval on the proposed MRPTs with Canara Bank, aggregating up to the amount of ₹5504 Crore, for the FY 2025-26. Accordingly, the Board in its meeting held

on 25/06/2025 considered the recommendations of the Committee and approved the proposed MRTPs and recommended the same for the approval of Shareholders.

The Audit Committee and the Board have also noted and confirmed that:

- (i) the proposed MRTPs are on an arm's length basis and in the ordinary course of business of the Company;
- (ii) the relevant disclosures, as required under the Industry Standards, were placed before the Committee and the Board for decision making on proposed MRTPs; and
- (iii) the Committee and the Board have determined that the promoter(s) will not benefit from the proposed MRTPs at the expense of public shareholders.

- (iv) Members are further informed that the Company may have to enter into transactions with Canara Bank like payment of arranger's fees in respect of CP/NCDs, guarantee fees, transactions with or any such transactions which cannot be foreseen at present. Accordingly, on the recommendations of the Committee, Omnibus approval is sought from the shareholders of the Company to execute such transactions, subject to their value not exceeding ₹1 Crore per transaction upto a maximum ceiling of ₹2 Crores.

Details of the proposed material related party transactions with Canara Bank (Sponsor Bank) being a related party of the Company, including the information pursuant to Clause 4 of the Industry Standards read with SEBI Master Circular and applicable provisions of the Act, if any, and as placed before the Audit Committee and the Board for their consideration while seeking prior approval of the proposed MRPT(s), are provided below:

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
<b>A. Details of the related party and transactions with the related party</b>			
<b>A(1). Basic details of the related party</b>			
1.	Name of the related party	Canara Bank	
2.	Country of incorporation of the related party	India	
3.	Nature of business of the related party	Banking Company	
<b>A(2). Relationship and ownership of the related party</b>			
4.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party.	Promotor (Sponsor Bank)	
5.	Shareholding or contribution % or profit & loss sharing % of the listed entity / subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.  <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.</i>	29.99% Shareholding	
6.	Shareholding of the related party, whether direct or indirect, in the listed entity / subsidiary (in case of transaction involving the subsidiary).  <i>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</i>	29.99% (Direct)	
<b>A(3). Financial performance of the related party</b>			
7.	Standalone turnover of the related party for each of the last three financial years:		
	<i>FY 2024-2025</i>	₹142207.87 Crores	
	<i>FY 2023-2024</i>	₹127654.37 Crores	
	<i>FY 2022-2023</i>	₹103186.98 Crores	

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
8.	Standalone net worth of the related party for each of the last three financial years:		
	<i>FY 2024-2025</i>	₹99,900.11 Crores	
	<i>FY 2023-2024</i>	₹86,954.59 Crores	
	<i>FY 2022-2023</i>	73,607.18 Crores	
9.	Standalone net profits of the related party for each of the last three financial years:		
	<i>FY 2024-2025</i>	₹17,026.67 Crores	
	<i>FY 2023-2024</i>	₹14,554.33 Crores	
	<i>FY 2022-2023</i>	₹10,603.76 Crores	

#### A(4). Details of previous transactions with the related party

10.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.	<b>Annexure 1</b>
	<b>Note:</b> Details need to be disclosed separately for listed entity and its subsidiary.	
11.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).	₹3,050.17 Crores
12.	Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?	Yes
13.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years.	NA

#### A(5). Amount of the proposed transactions (All types of transactions taken together)

14.	Total amount of all the proposed transactions being placed for approval in the current meeting.	₹ 5,504 Crores
15.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?	Yes
16.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	141.87%
17.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)	NA
18.	Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.	3.87%

#### B. Details for specific transactions

##### B(1). Basic details of the proposed transaction

*(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)*

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Annexure-2	
2.	Details of the proposed transaction	Annexure 2	
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	1 Year	
4.	Indicative date / timeline for undertaking the transaction	From 1 <sup>st</sup> April, 2025 till 31 <sup>st</sup> March, 2026	
5.	Whether omnibus approval is being sought?	Yes	
6.	Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.  If omnibus approval is being sought, the maximum value of a single transaction during a financial year.	Annexure-2	
7.	Whether the RPTs proposed to be entered into are:  (i) not prejudicial to the interest of public shareholders, and  (ii) going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party	Yes.  Further, certificate from the Promoter Director and CFO of the Company confirming that the proposed transactions are not prejudicial to the interest of the public shareholders and are going to be carried out on the same terms and conditions, as would be applicable to any third party, have also been obtained.	
8.	Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.	The rate of interest, bank charges and the reimbursements provided by the Canara Bank is in tune with the market rates offered by the competitors and the same are at arm's length basis.	
9.	Details of the Promoter(s) / Director(s) / Key Managerial Personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives.	Nil	
	a. Name of the Director / KMP	Nil	
	b. Shareholding of the Director / KMP, whether direct or indirect, in the related party	Nil	

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
10.	Details of shareholding (more than 2%) of the Director(s) / Key Managerial Personnel / partner(s) of the related party, directly or indirectly, in the listed entity.  Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.	Nil	
	a. Name of the Director / KMP / Partner	Nil	
	b. Shareholding of the Director / KMP / Partner, whether direct or indirect, in the listed entity	Nil	
11.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Nil	
12.	Other information relevant for decision making.	Nil	
<b>B(2). Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction</b>			
13.	Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.	Not Applicable	
14.	Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.	NA	
15.	Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.	NA	
16.	Where bids were not invited, the fact shall be disclosed along with the justification for the same.	The Company being a Housing Finance Company and engaged in lending business borrows money in form of term loans, commercial papers, and overdraft facilities from various banks and places fixed deposits of surplus funds with various banks in ordinary course of business and at arm's length basis the market scenario and urgency of funds. The Company maintains current account with Canara Bank for regular business activities of the Company. Bank charges are levied in relation to the account maintained and banking services availed, basis standard terms and conditions as offered by Canara Bank to its other customers	The terms and conditions of the services availed from the Canara Bank are competitive and at par with other banks and does not benefit the Canara Bank at the expense of public shareholders.

Sr. No.	Particulars of the Information	Information provided by the Management	Comments of the Audit Committee
17.	Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.	NA	
<b>B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary: Not Applicable</b>			
<b>B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary: Not Applicable</b>			
<b>B(5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary: Not Applicable</b>			
<b>B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary</b>			
18.	Material covenants of the proposed transaction	The Company being a Housing Finance Company	
19.	Interest rate (in terms of numerical value or base rate and applicable spread)	and engaged in lending business borrows money	
20.	Cost of borrowing (This shall include all costs associated with the borrowing)	in the form of term loans, commercial papers, and overdraft facilities from various banks including Canara Bank.	
21.	Maturity / due date		
22.	Repayment schedule & terms		
23.	Whether secured or unsecured?		
24.	If secured, the nature of security & security coverage ratio	Material covenants of each borrowing like interest rate, cost of borrowing, maturity repayment schedule, security to be provided depends on various factors such as market scenario, nature of instrument etc and can not be determined at this point.	
25.	The purpose for which the funds will be utilized by the listed entity / subsidiary	To meet the Working Capital Requirement/ General Corporate Purpose	
26.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.		
	a. Before transaction	6.96 times	
	b. After transaction	Not Applicable	
27.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Explanation: This shall not be applicable to listed banks.		
	a. Before transaction	Not Applicable	
	b. After transaction	Not Applicable	
<b>B(7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate: Not Applicable</b>			
<b>B(8). Additional details for transactions relating to payment of royalty: Not Applicable</b>			

## Annexure-1

Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.

Sr. No.	Related Party Nature	Nature of Relationship	Nature of Transaction	Head	Amount ₹ in Crs		
					FY 2024-25	FY 2023-24	FY 2022-23
1	Canara Bank	Promoter (Sponsor Bank)	Interest received on deposit	P&L - Income	33.78	22.62	16.52
2	Canara Bank	Promoter (Sponsor Bank)	Interest paid on loan	P&L - Expense	145.89	107.60	70.76
3	Canara Bank	Promoter (Sponsor Bank)	Rental expense	P&L - Expense	0.75	0.69	0.58
4	Canara Bank	Promoter (Sponsor Bank)	Bank charge	P&L - Expense	0.35	0.54	0.59
5	Canara Bank	Promoter (Sponsor Bank)	Salary to deputed staff	P&L - Expense	0.47	0.72	0.86
6	Canara Bank	Promoter (Sponsor Bank)	Sitting fees	P&L - Expense	-	-	0.10
7	Canara HSBC Life Insurance Company Limited	Subsidiary of the Promoter	Insurance commission earned	P&L - Income	3.19	3.11	3.57
<b>Total</b>					<b>184.43</b>	<b>135.28</b>	<b>92.98</b>

## Annexure-2

Aggregate MRPTs details of FY 2025-26 as follows:

Sr. No.	Related Party	Nature of Relation	Nature of Transaction	Limit in Crores	% of FY 2024-25 Turnover
1	Canara Bank	Promoter (Sponsor Bank)	Availing term loans, commercial papers, and overdraft facilities, including interest thereon - Canara Bank	4,500.00	115.99%
2	Canara Bank	Promoter (Sponsor Bank)	Placing of Fixed Deposits and earning interest thereon - Canara Bank	1,000.00	25.78%
3	Canara Bank	Promoter (Sponsor Bank)	Bank Charges - Canara Bank	2.00	0.05%
4	Canara Bank	Promoter (Sponsor Bank)	The Company may have to enter into such transactions with Canara Bank which cannot be foreseen at present. Omnibus approval is sought to execute such transactions, subject to their value not exceeding ₹1 Crores per transaction	2.00	0.05%
<b>Total</b>				<b>5,504.00</b>	

The MRPTs as set out in Item No.5 of this Notice have been unanimously approved by all the Independent Directors of the Audit Committee and approval of Members sought for the MRPTs shall be valid up to the date of next AGM.

None of the Directors, other than Shri K Satyanarayana Raju (Managing Director & CEO, 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 Shareholders may please note that, as per the provisions of Regulation 23 the SEBI LODR, all the related parties (whether such related party is a party to the above-mentioned transactions or not) are prohibited from voting to approve the Resolution as set out at Item No.5 of this Notice.

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

**In respect of Agenda No. 6: Re-appointment of Shri Arvind Narayan Yennemadi (DIN: 07402047), as an Independent Director**

Shri Arvind Narayan Yennemadi (DIN: 07402047), was appointed as an Independent Director at the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 7, 2022, for a tenure of 3 years upto the conclusion of AGM to be held for FY 2024-25. Accordingly he holds the office up to the conclusion of this AGM.

The Nomination, Remuneration & HR Committee ('NRHRC') at its meeting held on June 25, 2025 after taking into account the positive outcome of the performance evaluation of Shri Arvind Narayan Yennemadi during his current term as Non-Executive Director and considering the knowledge, profile, criteria of independence, expertise, vast and varied experience, matching to the requirements of the Company as determined under the 'fit and proper' criteria, recommended to the Board for his re-appointment as an Independent Director for the second term of 3 consecutive years from the conclusion of 38<sup>th</sup> AGM till the conclusion of 41<sup>st</sup> AGM.

In accordance with the provisions of Section 149 of the Companies Act, 2013 ('the Act'), an Independent Director may hold office for two terms up to five consecutive years each. Further, Shri Yennemadi 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 Yennemadi for re-appointment as an Independent Director of the Company at the ensuing Annual General Meeting.

The Company has also received the following documents from Shri Yennemadi:

- a) Consent in writing to act as director in Form DIR - 2;
- b) Intimation in form DIR - 8 to the effect that he is not disqualified under Section 164(2) of the Act;
- c) Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1);
- d) Declaration to the effect that he meets the criteria of independence as specified in the Act and SEBI LODR;
- e) Confirmation that he is neither disqualified nor debarred from holding the office of director under the Act or pursuant to any order issued by SEBI or any such other authority;
- f) Confirmation 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 as an Independent Director of the Company;
- g) Confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- h) A declaration to the effect 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.

Brief Profile of Shri Arvind Narayan Yennemadi, 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 Arvind Narayan Yennemadi
Director Identification	07402047
Age	72 Years
Category	Non-Executive Independent Director
Nationality	Indian
Date of first appointment on the Board	4 <sup>th</sup> August, 2022
Educational Qualification	Shri Yennemadi is a Chartered Accountant from the Institute of Chartered Accountants of India, B.Com from Mumbai University, D.I.S.A. qualified
Brief profile & nature of expertise in specific functional areas	<p>Shri Yennemadi has over 48 years' experience in the audits of Public / Private Sector Banks as Concurrent / Statutory Auditor and has domain knowledge in the field of Taxation. He handled Audit function in Kamani Engineering Limited, Mumbai (May 1977 till March 1978) looking after the Site Expense Control &amp; Monitoring. Practiced in a Partnership firm of Karnik Yennemadi &amp; Co. (April 1978 till March 1996) Mumbai, mainly carrying out Audits of Private Limited Companies (Client's in industries such as Automotive, Electricity Transmission, Heavy Engineering, Composite Textile Mill, Agricultural Produce &amp; Marketing, Petroleum &amp; Refinery, Courier Service, etc.) He has handled Concurrent audits of Co-operative Banks / NBFCs, Statutory / Special Audits for branches of PSBs such as Oriental Bank, Andhra Bank, IndusInd Bank, Punjab &amp; Sind Bank, etc., Special Investigation Audits for MSFC, Central Bank of India, Bank of India on behalf of BIFR. He has been handling Call Back operations for Payment Control Division for HDFC Bank (CPU) since 2007 till date. He has recently carried out testing of Internal Financial Controls for a Foreign Bank. He also renders taxation services including representation at Appellate Level. Joined RAY &amp; RAY, as Partner, having offices in all the Metros (April 1996 till Date).</p> <p>He has also handled audits of Large Public Sector banks such as Bank of Baroda: Treasury (SITB) Ops/ Money Market Ops, International Division, HO Audit Consolidation (Central Statutory Audit), Punjab National Bank (Branch Statutory Audit), Union Bank of India (Branch Concurrent audits), Punjab National Bank (Mid-Corporate Branch), Dena Bank (Treasury), State Bank of India (International Branches), Bank of India, Oriental Bank of Commerce, Axis Bank, Andhra Bank, Corporation Bank (All Branch/Statutory branch Audits) along with Statutory audits of FIs such as IFCI &amp; IDBI.</p>
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	Shri Yennemadi has attended all the 10 Board meetings during FY 2024-25.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri Yennemadi is presently working as a partner in RAY & RAY, Chartered Accountants and a Director in RAY & RAY Consultants Private Limited.
Memberships / Chairmanships of the committee of the Board of Directors of the Company / other Companies	Shri Yennemadi is Chairman of Audit Committee of Can Fin Homes Limited and Member of CSR Committee and IT Strategy Committee.
Listed entities from which the Director has resigned in the past three years	Nil

Number of shares held in the Company including as a beneficial owner	Shri Yennemadi is not holding any shares in the Company (both own and held by / for other persons on a beneficial basis) and he has not availed any loan from the Company.
Disclosure of relationships between Directors inter-se	None of the directors are related inter-se. None of the Directors or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise.
Details of remuneration sought to be paid, if any	Shri Yennemadi is eligible to receive sitting fees of ₹50,000/- for attending each meeting of the Board and ₹ 30,000/- for any Board Committee(s) thereof. Additional chairing fee of ₹10,000/- for the Chairman 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 reimbursement 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 Yennemadi possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.
Summary of Performance Evaluation	The performance of each of the Independent Director had been ranked "outstanding".

#### Justification for re-appointing Shri Arvind Narayan Yennemadi Pursuant to Regulation 17 (1A):

Shri Yennemadi will attain the age of 75 years by the end of the proposed term. Considering the knowledge, expertise, role and contributions of Shri Yennemadi, as the Chairman of the Audit Committee, as Member of other Board Committees and as a Board Member over the last 3 years, the proposal for his re-appointment for a further period of three years is justified.

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

In view of the above, the Board strongly believes that Shri Yennemadi will bring immense value on account of his stature, professional competence and diversified experience, and accordingly, recommends his re-appointment, as an independent director for a term of 3 (three) years from the conclusion of 38th AGM until the conclusion of 41st AGM.

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 Arvind Narayan Yennemadi, being eligible, is proposed to be re-appointed as an Independent Director from the conclusion of 38<sup>th</sup> AGM until the conclusion of 41st AGM. No Director except Shri Arvind Narayan Yennemadi 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 Special resolution as set out in Agenda Item No. 6 of the Notice.

#### In respect of Item No. 07: Appointment of Shri Swarupananda Mallick (DIN: 11164699) as an Independent Director

The Nomination Remuneration & HR Committee at its meeting held on 25<sup>th</sup> June, 2025 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 Swarupananda Mallick and recommended to the Board for his appointment as a Non-Executive Independent Director for a tenure of three years.

Based on the recommendations of Nomination Remuneration & HR Committee, the Board of Directors of the Company recommended the appointment of Shri Swarupananda Mallick as an Independent Director with effect from

21<sup>st</sup> August, 2025 to the shareholders at the ensuing Annual General Meeting (AGM) pursuant to Section, 149,150, 152, 160 and all other applicable provisions of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, Company has received a notice in writing from a member signifying their intention to propose the candidature of Shri Swarupananda Mallick for appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Shri Swarupananda Mallick 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 Section 152 of the Act.

The Company has also received the following documents from Shri Swarupananda Mallick:

- a) intimation in form DIR - 8 to the effect that he is not disqualified under Section 164(2) of the Act;
- b) notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1);
- c) declaration to the effect that he meets the criteria of independence as specified in the Act and SEBI LODR;
- d) confirmation that he is neither disqualified nor debarred from holding the office of director under the

Act or pursuant to any order issued by SEBI or any such other authority;

- e) confirmation 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 as an Independent Director of the Company;
- f) confirmation that he has registered himself with the Independent Directors' databank and satisfied the requirement regarding the online proficiency self-assessment test in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014; and
- g) a declaration to the effect 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.

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

Name of the Director	Shri Swarupananda Mallick
Director Identification Number (DIN)	11164699
Age	51 years
Nationality	Indian
Date of first appointment on the Board	The Board of Directors of the Company pursuant to the recommendations of the Nomination, Remuneration & HR Committee, at their meeting held on 25 <sup>th</sup> June, 2025 have recommended the proposal for appointment of Shri Swarupananda Mallick as "Non-Executive, Independent Director" w.e.f. 21 <sup>st</sup> August, 2025
Qualification	Shri Swarupananda Mallick holds degree in Bachelor of Science (Agriculture), M.Sc. in Agriculture (Agricultural Economics), Diploma in Computer Application and JAIIB (Junior Associate of the Indian Institute of Bankers)

Brief profile & nature of expertise in specific functional areas	Shri Swarupananda Mallick is a seasoned banking professional with 27 years of experience across various domains of the financial services industry, including compliance, risk management, operations, and customer relationship management. Over the course of his career, he had worked with leading financial institutions such as Yes Bank, Axis Bank, IDBI Bank, IndusInd Bank, UTI Bank and Federal Bank. He holds a Post Graduate Diploma in Business Administration (Marketing) and has completed specialized certifications in banking and compliance such as Certified Anti-Money Laundering Investigator (CAMI), Junior Associate of Indian Institute of Banker, Digital Banking, Micro Finance, Cyber Crime & Fraud Management, KYC & AML, Customer Service & Banking Codes and Standards, which have further strengthened his expertise in the financial sector. His approach emphasizes integrity, detail-oriented analysis, and a commitment to continuous improvement in risk governance and operational efficiency. He was Country Head - Operations and Service Delivery of Emerging Branch Banking in Yes Bank from September 2021 to June 2024. He has worked as Principal Nodal Officer of Yes Bank in 2020. He has handled the Regulatory Escalation Desk of Axis Bank. He has handled the Regional Processing Unit and Central Processing Unit of IDBI Bank from 2007 to 2011. He has successfully led and delivered multiple automation and digitization initiatives aimed at enhancing operational efficiency, reducing manual workload, and improving data integrity across various business functions. In addition to automation, he has successfully led digitization efforts aimed at converting paper based systems into digital formats. This involved mapping existing processes, selecting appropriate digital tools, and ensuring smooth transition through change management initiatives. He worked closely with IT, operations, compliance, and business units to ensure alignment with organizational goals. His ability to translate business requirements into technical solutions played a key role in the successful rollout of both automation and digitization initiatives.
Terms and conditions of appointment & details of remuneration	The draft terms and conditions of his appointment as Independent Director are mentioned below and would be available for inspection electronically and the same is available on the website of the Company: <a href="http://www.canfinhomes.com">www.canfinhomes.com</a>
No. of meetings of the Board attended during the year	NA
Directorships, Trustee-ships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Nil
Memberships / Chairman-ships of the committee of the Board of Directors of the Company /other Companies	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Number of shares held in the Company including as a beneficial owner	Nil
Disclosure of relationships between directors inter-se	None of the directors are related inter-se. None of the Directors or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise.
Details of remuneration sought to be paid, if any	Shri Swarupananda Mallick is eligible to receive sitting fee for attending the meetings of the Board (presently ₹50,000/- per meeting) and if he becomes the member of any Board Committee(s), he will be eligible for a sitting fee of ₹30,000/- per meeting. He would be entitled to a chairing fee of ₹10,000/- for holding the position of Chairman of the Board or Board Committees. 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 reimbursement 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) (applicable only for Independent Directors)	In the opinion of the Board, Shri Swarupananda Mallick possesses appropriate skills, experience & knowledge and fulfils the conditions/criteria for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.

In terms of Regulation 25(8) of the 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 Companies Act, 2013, Rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director.

The Board has recommended for passing the resolution seeking the approval of members for the appointment of Shri Swarupananda Mallick as an Independent Director of the Company with effect from 21<sup>st</sup> August, 2025 pursuant to Section 149, 160 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 Swarupananda Mallick fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 for appointment as an Independent Director and his appointment as an Independent Director would be in the best interest of the Company.

The draft letter of appointment of an Independent Director setting out the terms and conditions is available on the website of the Company. Consents, declarations, deeds, covenants, etc., executed by Shri Swarupananda Mallick and referred above would be available for inspection by the Members as mentioned in the notes to this Notice.

In terms of Sections 149, 150, 152 and 160 other applicable provisions of the Companies Act, 2013 and related rules made thereunder, Shri Swarupananda Mallick, being eligible, is proposed to be appointed as an Independent Director for a period of three (3) years w.e.f. 21<sup>st</sup> August, 2025.

The Board of Directors therefore, recommend the passing of the Special resolution as set out in Agenda Item No. 7 of the Notice.

#### **In respect of Agenda No. 8: Increase in borrowing limit by the Board of Directors upto ₹55,000 Crores**

The shareholders of the company at its 37<sup>th</sup> Annual General Meeting held on dated 07/08/2024 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 ₹50,000 Crores (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 8<sup>th</sup> July, 2015, the shareholders have authorised the Board of Directors of the Company u/s. 180(1) (a) to create security to the extent of the borrowing limits approved by the Members from time to time.

The total borrowings of the Company as on 31<sup>st</sup> March, 2025 was ₹35,289 Crores (Rupees Thirty Five Thousand Two Hundred Eighty Nine Crores only). As per Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, for the financial year ended 31<sup>st</sup> March, 2025, 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 31<sup>st</sup> March, 2025, the NOF was ₹4,994.79 Crores (Rupees Four Thousand Nine Hundred and Ninety Four Crores and Seventy Nine Lakhs) and hence our borrowing limit shall not exceed ₹59,937.48 Crores (Rupees Fifty Nine Thousand Nine Hundred Thirty Seven Crores and Forty Eight Lakhs) The Borrowing Power of ₹55,000 Crores (Rupees Fifty Five Thousand Crores only) sought by the Company shall 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 ₹45,000 Crores (Rupees Forty Five Thousand Crores only) for FY26, 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 ₹50,000 Crore to ₹55,000 Crores. 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.8 by way of special resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of ₹55,000 Crores (Rupees Fifty Five 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 ₹55,000/- (Rupees Fifty Five Thousand Crores only) 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.

None of the Directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution, except for borrowings, if any, from Canara Bank, in which case, Shri K Satyanarayana Raju (Managing Director & Chief Executive Officer 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.8 of this Notice, for approval of the Members.

**In respect of Agenda No. 9: Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding ₹ 10,000 Crores, 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 37<sup>th</sup> AGM of the Company held on 7<sup>th</sup> August, 2024 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 ₹4,000 Crores (Rupees Four Thousand Crores only) 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 Financial Year 2024-25, the Company has issued NCDs aggregating to ₹3,450 Crores (Rupees Three Thousand Four Hundred Fifty Crores only). The Secured Redeemable Non-convertible Debentures ('SRNCD') outstanding as on 31<sup>st</sup> May, 2025 was ₹9,026 Crores (Rupees Nine Thousand and Twenty Six Crores only).

Pursuant to SEBI Master Circular dated 22/05/2024 on Issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, a Large Corporate (LC) shall raise not less than 25% of its qualified borrowings by way of issuance of debt securities in the financial years subsequent to the financial year in which it is identified as LC. From financial year 2025 onwards, the requirement of mandatory qualified borrowing by a LC in a financial year shall be met over a contiguous block of three years. The Company being a Large Corporate has fulfilled the Criteria of raising not less than 25% of its qualified borrowings by way of issuance of debt securities in the Financial Year 2024-25.

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, or Residential Mortgage Backed Securities (RMBS) including Pass Through Certificates (PTC) 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 ₹10,000 Crores (Rupees Ten Thousand Crores only), on private placement basis during the period of one year from the conclusion of the 38<sup>th</sup> AGM until the conclusion of the 39<sup>th</sup> 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 overall borrowing limits that will be approved by the Members pursuant to 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 / GID/ KID or respective information memorandum, as the case may be.

In order to issue Non-Convertible Debentures / bonds as per the proposed resolutions by way of an offer or invitation for subscription on private placement and in terms of the above-mentioned provisions of the Companies Act, 2013,

as amended from time to time and related rules, subject to Directions / Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the Members is sought by way of a Special Resolution.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

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 in Agenda No. 9 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 7<sup>th</sup> August, 2024 will remain valid only upto the date of this AGM. Hence, this agenda item is considered unavoidable and forms part of this Notice.

#### **In respect of Agenda No. 10 - Further issue of shares not exceeding ₹1000 Crores**

In order to enable the Company to access the capital market at the appropriate time, the Board of Directors at their meeting held on 25<sup>th</sup> June, 2025 has recommended to the shareholders for approval through special resolution for the proposal to create, offer, issue and allot Equity Shares not exceeding ₹1000 Crores.

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 37<sup>th</sup> AGM of the Company held on 7<sup>th</sup> August, 2024 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 2024-25, though approval was taken from the members.

The Capital Adequacy Ratio of the Company as on 31<sup>st</sup> March, 2025 was at 25.08% 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 37<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 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 issued, mode of issue, 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 Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018 (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.

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. 10 of the Notice.

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 25, 2025

### Details in respect of Agenda No.3: Re-appointment of Shri Vikram Saha as a Director

The Board of Directors of the Company ("Board"), on the recommendation of the Nomination, Remuneration & HR Committee ("NRC"), had appointed Shri Vikram Saha, as an Additional Director and the Whole-time Director (designated as Deputy Managing Director) of the Company with effect from 29<sup>th</sup> April, 2024.. Subsequently, the shareholders approved the appointment of Shri Vikram Saha through Postal Ballot on 26<sup>th</sup> June, 2024 for a period of 3 (Three) years from the date of his appointment i.e. 29<sup>th</sup> April, 2024.

In terms of Section 152(6) of Companies Act, 2013, Shri Vikram Saha, Deputy Managing Director, being longest in the office since his last appointment, would be liable to retire by rotation at this 38<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 Vikram Saha (DIN: 10597814), are provided for the information of Members:

Name of the Director	Shri Vikram Saha
Director Identification Number	10597814
Category	Executive Director
Date of Birth (Age)	58 Years
Nationality	Indian
Date of first appointment on the Board	29 <sup>th</sup> April, 2024
Educational Qualification	B.Sc., CAIIB, Certification Course in MSME and CIC Certificate in Computing
Brief profile & nature of expertise in specific functional areas	Shri. Vikram Saha is a banker with more than 32 years of experience. During his service in the Bank, he had headed different branches/offices including MCB (Mid-Corporate Branch which was an ELB (Exceptionally Large Branch) in size, VLB (Very Large Branch), SME Sulabh spanning different geographies of the country. He has exposure in IT, Credit, MSME, Mid Corporate and Inspection. He has also headed two Regional Offices. Prior to his posting to the Company, he was the Head of Zonal Inspectorate-Lucknow, as Deputy General Manager, which is assigned with three Circles comprising more than one thousand branches, tasked with Inspection and Audit responsibilities.
Terms and conditions of appointment / re-appointment	Re-appointment as Director
No. of meetings of the Board attended during the financial year ended 31 <sup>st</sup> March, 2025	Attended 10 out of 10 Board Meetings held during FY 2024-25
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Nil

Memberships / Chairmanships of the committee of the Board of Directors of the Company / other Companies	<p>Shri Vikram Saha is member of following Committees in Can Fin Homes Limited:</p> <ol style="list-style-type: none"> <li>1. Audit Committee</li> <li>2. Stakeholders Relationship Committee</li> <li>3. Corporate Social Responsibility Committee</li> <li>4. Risk Management Committee</li> <li>5. Management Committee</li> <li>6. IT Strategy Committee</li> </ol> <p>Shri Saha does not hold any Committee Position in any other Company.</p>
Listed entities from which the Director has resigned in the past three years	None
Number of shares held in the Company including as a beneficial owner	Shri Vikram Saha is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between Directors, Manager and other Key Managerial Personnel inter-se	<p>None of the Directors are related inter-se.</p> <p>Further, no Director or 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 K Satyanarayana Raju, Managing Director &amp; CEO of Canara Bank.</p>
Details of Remuneration last drawn, if applicable	The remuneration to Shri Vikram Saha is paid by Canara Bank and the same will be reimbursed by Can Fin Homes Limited. The remuneration reimbursed for FY 2024-25 to Shri. Vikram Saha, Deputy Managing Director includes Salary of ₹39,91,702.81/-, Company's contribution to PF ₹2,02,009.80 /- and reimbursements of ₹73,677.00/-
Details of remuneration sought to be paid, if any	As per the terms and conditions of deputation received from Canara Bank.
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 Promoter Director and not an Independent Director. However, he possesses the skills and capability required for the role.
Summary of Performance Evaluation	His performance for Financial Year 2024-25 was rated as "consistently good" by the Board Members and Nomination, Remuneration and HR Committee.





#### Disclaimer

Some of the information in this report may contain forward-looking statements, which include statements regarding the Company's expected financial position and results of operations, business plans and prospects, etc. They are generally identified by forward-looking words, such as "believe", "plan", "anticipate", "continue", "estimate", "expect", "may", "will", or other similar words. Forward-looking statements are dependent on assumptions or the basis underlying such statements. We have chosen these assumptions or basis in good faith, and we believe that they are reasonable in all material respects. However, we caution that the actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise



**Can Fin Homes Ltd**  
(Sponsor : **CANARA BANK**)  
**HOME LOANS ♦ DEPOSITS**  
*Translating Dreams into Reality*

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