



**REGISTERED OFFICE**

No. 29/1, 1st Floor, M N Krishna Rao Road, Near Lalbagh West Gate, Basavanagudi  
BENGALURU – 560 004 Tel :080 41261144, 080 26564259 , Fax:080 26565746  
E-mail : [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com)  
Web: [www.canfinhomes.com](http://www.canfinhomes.com), CIN: L85110KA1987PLC008699

## Notice of the 30th Annual General Meeting

NOTICE is hereby given that the THIRTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LTD., will be held at 11:00 A.M. on Wednesday the June 28, 2017 at the J.S.S. Shivarathreeswara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru-560 082, to transact the following business:

### ORDINARY BUSINESS

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

To receive, consider and adopt the audited financial statements, including Balance Sheet as at March 31, 2017 and statement of the Profit and Loss account for the year ended that date together with the reports of the Directors and Auditors.

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

To declare a dividend of Rs.10/- per equity share for the financial year ended March 31, 2017.

#### Agenda No.3 – Re-appointment of Smt P V Bharathi

To re-appoint Smt P V Bharathi (DIN-06519925), who retires by rotation and being eligible, offers herself for the re-appointment.

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

To appoint statutory auditors and to authorise the Board of Directors to appoint branch auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held in 2022, on such remuneration as may be determined by the Board of Directors of the Company and consider and if thought fit, to pass, with or without modification(s), the following Resolution(s):

“RESOLVED that pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, M/s. Varma & Varma, Chartered Accountants, (Firm Reg.No.004532S), be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.

RESOLVED FURTHER that pursuant to the provisions of Section 143(8) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the Board of Directors of the Company, be and is hereby authorised to appoint any person(s) qualified for appointment as auditor(s) of the Company under Section 141 and all other applicable provisions, if any of the Companies Act, 2013 as Branch Auditors for audit of any of the Branch offices of the Company, present and future, from the conclusion of this Annual General Meeting until the conclusion of the 35th Annual General Meeting, subject to ratification by members every year, as applicable, on

such terms and conditions, including remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.”

### SPECIAL BUSINESS

#### As Ordinary Resolution(s)

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

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

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

#### Agenda No.6 – Appointment of Shri Ganesan Naganathan (G Naganathan), FCA, as an Independent Director

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

“RESOLVED that in accordance with the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Shri G Naganathan (DIN-00423686), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the intention to propose Shri G Naganathan, FCA, as a candidate for the office of independent director, be and is hereby appointed as an Independent Director of the Company for a tenure upto the conclusion of the Annual General Meeting of the Company of the year 2019 and whose office shall not be liable to retire by rotation.”

## As Special Resolution(s)

### Agenda No.7 – Re-appointment of Shri Thallapaka Venkateswara Rao (T V Rao), Independent Director

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

“RESOLVED that in accordance with the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Shri T V Rao (DIN-05273533), whose tenure of office comes to an end on the conclusion of the 30th Annual General Meeting on June 28, 2017 and 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 T V Rao as a candidate for the office of independent director, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from the conclusion of 30th Annual General Meeting until the conclusion of the Annual General Meeting of the year 2018 and whose office shall not be liable to retire by rotation.”

### Agenda No.8 – Re-appointment of Shri Kokkarne Natarajan Prithviraj (K N Prithviraj), Independent Director

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

“RESOLVED that in accordance with the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Shri K N Prithviraj (DIN-00115317), whose tenure of office comes to an end on the conclusion of the 30th Annual General Meeting on June 28, 2017 and 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 K N Prithviraj as a candidate for the office of independent director, be and is hereby re-appointed as an Independent Director of the Company for a term of one year from the conclusion of 30th Annual General Meeting until the conclusion of the Annual General Meeting of the year 2018 and whose office shall not be liable to retire by rotation.”

### Agenda No.9 – Increasing the borrowing powers of the Board of Directors of the Company from ₹16,000 Crore to ₹20,000 Crore.

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

“RESOLVED that in supersession of the Resolution(s) passed at the Twenty-Nineth Annual General Meeting of the Company held on July 20, 2016, the consent of the Company, be and is hereby accorded, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to borrow from time to time any money(ies) as they deem requisite for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company would exceed the aggregate of paid-up share capital and free reserves of the Company, provided that the

total amount upto which money(ies) borrowed by the Board of Directors of the Company at any time, including the temporary loans obtained from Company's Bankers in the ordinary course of business, shall not exceed ₹20,000 Crore (Rupees Twenty Thousand Crore) only.”

### Agenda No.10 – Offer or invitation for subscription for Non-Convertible Debentures (NCD) aggregating to ₹6,000 Crore on private placement.

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

“RESOLVED that subject to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Rules, 2008, Directions/Guidelines issued by the National Housing Bank/ Regulators or any other statutory authorities from time to time, including any amendment, modification, variation or re-enactment thereof, the approval of the Members of the Company 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) and the Board is authorised to offer or invite/issue subscription for Redeemable Non-Convertible Debentures (NCDs) upto an amount of ₹6,000 Crore (Rupees Six Thousand Crore) only, on private placement basis, in one or more tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER that the Board of Directors of the Company are hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures, number of securities, number of tranche(s), to be issued under each such tranche, tenure, purpose, coupon rate(s), securities for the issue if any, 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, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s) duly constituted for the purpose.

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

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

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

Sd/-

Veena G Kamath  
Company Secretary

Place: Bengaluru  
Date: May 15, 2017

#### Registered Office:

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

## NOTES

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
2. **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through electronic voting system/ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names will be entitled to vote.
  3. (a) A member entitled to attend the meeting and vote thereat is entitled to appoint a proxy. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of the Companies Act, 2013).
  - (b) A proxy need not be a member of the Company.
  - (c) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
  - (d) A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
  - (e) **Proxies in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting (Proxies, if any, to be registered with the Company on or before 11:00 a.m. on June 26, 2017).** The proxy form shall be duly complete, signed and stamped at the time of submission.
  - (f) The instrument appointing a proxy, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
  - (g) A proxy form for the AGM is enclosed.
4. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing is given to the Company.
  5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Friday the June 16, 2017 to Wednesday the June 28, 2017 (both days inclusive) for the purpose of determining the entitlement of shareholders to the payment of dividend for the financial year ended March 31, 2017.
  6. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the close of business hours on Thursday, June 15, 2017.
  7. Copies of the Notice of the 30th AGM, Attendance Slip, Proxy form, e-voting instructions and Annual Report are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2017 are sent by the permitted mode.
  8. Members may note that the Notice of the 30th AGM, Annual Report 2017 and instructions for e-voting will be available on the Company's website [www.canfinhomes.com](http://www.canfinhomes.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Members who require communication in physical form in addition to communication via e-mail or having any other queries, may write to us at [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com).
  9. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during Business Hours (9:30 a.m. to 5:00 p.m.) on all working days upto the date of declaration of the result of the 30th AGM of the Company.
  10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s.170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
  11. The Register of Contracts or arrangements in which the Directors are interested, maintained u/s.189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM.
  12. Additional information/particulars, pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM are furnished in the explanatory statement forming part of this Notice. The directors have furnished consent(s)/declaration(s) for their appointment/ re-appointment as required under the Companies Act, 2013 and related Rules and as per NHB Directions.
  13. The members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2016-17 or on any other related subject may write to the Company at e-mail IDs; [accounts@canfinhomes.com](mailto:accounts@canfinhomes.com) or

[compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.

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

- (a) Photo Identity Card for marking the attendance.
- (b) Attendance Slip duly mentioning the Folio number(s) or DP & Client ID Number(s), as applicable, the number of shares held and duly signed by the respective Members or Proxy attending the meeting.
- (c) Member companies/Institutions are requested to send a copy of the resolution of their Board or governing body, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
- (d) Copy of the Annual Report (optional).

15. Members/ authorised representatives/ Proxies are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.

16. The route-map to the AGM venue is provided as a part of this Notice as required under Secretarial Standards.

**General Information:**

1. Unclaimed Dividend: Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the dividend declared for 2009-10 remaining unclaimed and unpaid as on August 28, 2017 would be transferred to the Investor Education & Protection Fund (IEPF) on completion of 7 years. Members who have not encashed their dividend warrants for the financial years 2009-10 to 2015-16 are requested to approach the RTA of the Company at the earliest.

2. Transfer of shares to IEPF Demat Account: Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and refund) Rules, 2016 was notified on September 05, 2016 and revised notification dated February 28, 2017 was issued by the Ministry of Corporate Affairs (MCA) and as per Rule 6 of the said Rules, our Company is required to transfer all the shares, in respect of which dividend amounts have not been paid or claimed for 7 consecutive years by the shareholders, to 'IEPF Demat Account'.

The Company has sent three reminders so far to the last known addresses of the shareholders (389 Nos.), who have not claimed their dividend amounts for a consecutive period of 7 years, vide letters dated September 24, 2016, December 02, 2016 and April 13, 2017 and also issued newspaper notifications. The details are made available on the website of the Company in 'Investors' page. The shareholders are requested to contact RTA and submit their KYC documents.

3. E-mail address: The Company has been concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Members holding equity shares of the Company in physical form, are again requested to provide their e-mail address to the Company via e-mail to [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) or to the RTA of the Company via e-mail to [ravi@cctl.co.in](mailto:ravi@cctl.co.in) or [naidu@cctl.co.in](mailto:naidu@cctl.co.in)

*Members holding equity shares of the Company in electronic/dematized form are requested to register their e-mail address with their respective Depository Participant for enabling us to send the annual report etc., via e-mail.*

4. Payments in electronic mode: SEBI vide its Circular dated March 21, 2016 has made it mandatory for the Companies to make payment to its investors using electronic mode viz., ECS, NECS, RTGS, NEFT etc.

- In respect of members holding shares in physical form, the Company and/or its R & T Agents are expected to maintain the bank account particulars of its investors together with the related IFSC Code. In the above Circular, the respective Depository Participants are also instructed to maintain such details pertaining to the members holding shares in demat mode.

- Members holding shares in electronic/dematized form may please note that while printing the bank account particulars on the dividend warrants, the particulars as provided by the National Securities Depository Ltd. (NSDL)/ Central Depository Services (India) Ltd. (CDSL) will only be considered (in terms of the regulations of Depositories Act, 1996) for crediting the amount directly to the respective beneficial owners' bank account. Hence, the Company will not be in a position to act on any direct request from such demat holders for any change of bank account particulars.

- The forms (for physical) for furnishing Bank account particulars with the related IFSC Code, are made available on the website of the Company viz., [www.canfinhomes.com](http://www.canfinhomes.com) for download by the members and submission to the Company or the RTA. Members who have not yet complied with the above requirement are requested to immediately send required particulars for enabling the Company/RTA to pay dividends through electronic mode.

- Instructions, if any, already given by the members to the Company while holding shares in physical form will become redundant on conversion of shares to demat mode. The details provided/available with the respective DPs only will be considered for all purposes, including for payment of dividend. Hence, the demat holders are requested to furnish change in the Bank account particulars, if any, to their respective depository participants.

5. PAN: Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic/dematized 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.



6. **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.
7. **Correspondence:** Members are requested to address all correspondence, including payment of dividend, change of address etc. to the Registrars and Share Transfer Agents (RTA) of the Company viz., M/s.Canbank Computer Services Ltd.,  
R & T Centre, Unit: Can Fin Homes Ltd.,  
J.P. Royale, I Floor, No.218, 2nd Main, Sampige Road (near 14th Cross), Malleshwaram,  
Bengaluru-560003  
e-mail: [naidu@ccsl.co.in](mailto:naidu@ccsl.co.in)  
CIN: U85110KA1994PLC016174

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

### Annexure to the Notice

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

#### In respect of Agenda No.3 - Re-appointment of Smt P V Bharathi

In terms of the Provisions of Section 152 and all other applicable Provisions of the Act the office(s) of Smt P V Bharathi (DIN-06519925) (Non-executive promoter director) and Shri S A Kadur, Director (DIN-06426985) (Non-executive promoter director) are in the category of directors to retire by rotation. Smt P V Bharathi has been longest in office since her last appointment and the Board had resolved that Smt P V Bharathi shall retire at the 30th Annual General Meeting of the Company and being eligible may offer herself for re-appointment 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, the following particulars relating to Smt P V Bharathi (DIN-06519925), Director, are provided for the information of members.

Smt P V Bharathi is a Director of the Company, since September 22, 2014. She is a Post Graduate in Arts (M.A. and B.Ed.) and a Certified Associate of Indian Institute of Bankers (CAIIB). Smt P V Bharathi joined Canara Bank on 6th Dec 1982 and has more than 34 years of experience in the banking industry. She has served in different branches in the NCR Region and Tamil Nadu. She is a Director on the Boards of Canbank Venture Capital Ltd. and Canara HSBC OBC Life Insurance Co. Ltd., as a nominee Director of Canara Bank. At present, Smt P V Bharathi is the Executive Director of Canara Bank.

Smt P V Bharathi, Director, being eligible is willing and offering herself for re-appointment as the director of the Company, at this 30th Annual General Meeting.

Smt P V Bharathi, Director is not holding any equity 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.

She is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from her, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming her eligibility. She has also submitted the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

Smt P V Bharathi is a member in the Audit Committee and Stakeholders' Relationship Committee of Canara Bank. She is the Chairperson of Risk Management Committee and a member of Nomination & Remuneration Committee of the Board of your Company. Smt P V Bharathi, Director, is eligible to receive sitting fee for attending the meetings of the Board and Committees as approved by the Board from time to time. The sitting fee amount will be paid to the credit of Canara Bank.

Your directors are of the opinion that Smt P V Bharathi fulfils the conditions specified in the Companies Act, 2013 for such re-appointment and her re-appointment would be in the best interest of the Company.

The consents and declarations relating to Smt P V Bharathi, Director, are available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the Annual General Meeting.

None of the directors are related inter-se. No Director, other than Shri. S A Kadur, (General Manager, Canara Bank) and Shri. Sarada Kumar Hota (General Manager, Canara Bank) (both are executives of Canara Bank), or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommend the re-appointment of Smt P V Bharathi as proposed at Agenda No.3 of the Notice.

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

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

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

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

No Director(s) or any Key Managerial Personnel or the relative(s) of the director(s) or Key Managerial Personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

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

**In respect of Agenda No.6 - Appointment of Shri G Naganathan as an Independent Director**

The Board of Directors have appointed Shri G Naganathan (DIN-00423686), FCA, on the Board of the Company with effect from September 07, 2016 as an additional director and as an Independent Director pursuant to Section 161 and 149 and all other applicable provisions of Companies Act, 2013.

Shri G Naganathan is a rank holder in Chartered Accountancy and Cost Accountancy. He has completed the Diploma in Information Systems Audit, Courses in Certified Information Systems Auditor and also Valuation Certificate. Presently he is the Managing Partner in M/s. R K Kumar & Co., Chartered Accountants, Chennai. He has put in a practice of 34 years in R K Kumar & Co. His areas of practice and expertise include statutory related attestation services, consultancy in direct taxes and FEMA and management advisory services.

Shri G Naganathan is involved in the audit of Banking and Insurance companies, representation before various adjudicating authorities for the last three decades. He also has been involved in monitoring of large sick companies on behalf of consortium of banks.

Shri G Naganathan is the Chairman of Audit Committee and member of Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Board in the Company.

Your Company has received a notice in writing from a shareholder, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the appointment of Shri G Naganathan, as an Independent Director of the Company at the ensuing Annual General Meeting. Shri G Naganathan is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act.

Shri G Naganathan is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company. He is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from Shri G Naganathan, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He has also submitted a declaration to that effect that he meets

the criteria of independence as provided in Section 149(6) of the Act and the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Shri G Naganathan, being eligible, is proposed to be appointed as an Independent Director from this Annual General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2019.

Your directors are of the opinion that Shri G Naganathan fulfills the conditions specified in the Companies Act, 2013 for such appointment and his appointment as an Independent Director would be in the best interest 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.

Copy of the draft letter for appointment of Shri G Naganathan as an independent director setting out the terms and conditions and the consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

Your Directors therefore, recommend the passing of the resolution proposed at Agenda No.6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (LODR) Regulations, 2015.

**In respect of Agenda No.7 - Re-appointment of Shri T V Rao as an Independent Director**

Shri T V Rao (DIN-05273533), had been appointed on the Board of the Company with effect from February 01, 2014 as an Additional Director (Independent Director pursuant to the erstwhile Clause 49 of the listing agreement). He was appointed as an Independent Director in terms of Section 149 and 152 of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013, by the members at the 27th Annual General Meeting of the Company held on July 30, 2014. As per the terms of appointment his tenure will come to an end on the conclusion of the 30th Annual General Meeting of the Company for the year 2017 i.e., June 28, 2017.

Shri. T V Rao is a graduate in Commerce from S.V.University, Tirupathi(A.P) and Associate Member of the Indian Institute of Bankers (CAIIB). He successfully began his career in Union Bank of India (February 1975 till July 1991) and later joined the National Housing Bank (NHB) as Deputy Manager in July 1991. He was its Assistant General Manager till November 2007. Thereafter, he was the General Manager (Corporate Finance, Investment & Treasury) of the Small Industries Development Bank of India (SIDBI) from November 2007 to December 2007. From there, he moved to Export-Import Bank of India in December 2007 as General Manager (Corporate Finance & Treasury). He was the Chief General Manager & Director (EC) of Export - Import Bank of India spearheading its Training & Capacity Building initiative till his superannuation in June 2012. He continued in Export Import Bank of India as its Adviser & Director (EC) heading the same vertical till March 2014 when he finally retired from service.

Shri. Rao has over 39 years of experience in Banking, Housing Finance and Foreign Trade sectors with specialisation in Management of Treasury, investment, corporate finance, securitisation, product development, Training, Research, capacity building and Regulation & Supervision of Housing Finance system. Presently, Shri. Rao is an Independent Director on the Boards of LIC Housing Finance Ltd., STCI Finance Ltd., Kisan Mouldings Ltd., Electronica Finance Ltd., NATCO Pharma Ltd., Ladderup Finance Limited and Director on the Board of Fidas Tech (Pvt) Ltd.

He is a member of the Audit Committee in STCI Finance Ltd., Electronica Finance Ltd., NATCO Pharma Ltd., LIC Housing Finance Ltd., Ladderup Finance Limited and he is the Chairman of Audit Committee in Kisan Mouldings Ltd.

Shri T V Rao, Director is the Chairperson of Stakeholders Relationship Committee and a member of Audit Committee, Risk Management Committee, Nomination & Remuneration Committee and Management Committee of the Board of your Company. Shri T V Rao, Director, is eligible to receive only sitting fee for attending the meetings of the Board and Committees as approved by the Board from time to time.

The Board of Directors of the Company at their meeting held on May 15, 2017 have re-appointed Shri T V Rao as an Independent Director of the Company for a period of one year commencing from the conclusion of 30th Annual General Meeting until the conclusion of Annual General Meeting of the Company of the year 2018.

Your Company has received a notice in writing from a shareholder, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the re-appointment of Shri T V Rao, as an Independent Director of the Company at the ensuing Annual General Meeting. Shri T V Rao is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act.

Shri T V Rao is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company. He is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from Shri T V Rao, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He has also submitted a declaration to that effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Shri T V Rao, being eligible, is proposed to be re-appointed as an Independent Director for a further period of one year from the conclusion of this 30th Annual General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2018.

Your directors are of the opinion that Shri T V Rao fulfils the conditions specified in the Companies Act, 2013 for such re-appointment and his appointment as an Independent Director would be in the best interest 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.

Copy of the draft letter for appointment of Shri T V Rao as an independent director setting out the terms and conditions and the consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

Your Directors therefore, recommend the passing of the special resolution proposed at Agenda No.7 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (LODR) Regulations, 2015.

### **In respect of Agenda No.8 - Re-appointment of Shri K.N.Prithviraj as an Independent Director**

Shri K N Prithviraj (DIN-00115317), had been appointed on the Board of the Company with effect from June 04, 2014 as an Additional Director (Independent Director pursuant to the erstwhile Clause 49 of the listing agreement). He was appointed as an Independent Director in terms of Section 149 and 152 of the Companies Act, 2013 and the Rules made thereunder r/w Schedule IV of the Companies Act, 2013, by the members at the 27th Annual General Meeting of the Company held on July 30, 2014. As per the terms of appointment his tenure will come to an end on the conclusion of the 30th Annual General Meeting of the Company for the year 2017 i.e., June 28, 2017.

Shri K N Prithviraj is a Rank holder in M.A Economics and CAIIB(I), he was also a Fellow of Research in Economics, University of Madras. He has over 45 years of experience in the banking industry. He held various positions as General Manager of Punjab National Bank, Executive Director of United Bank of India and Chairman & Managing Director of Oriental Bank of Commerce. He was appointed as Administrator, Specified Undertakings of Unit Trust of India (SUUTI) in 2007 and also as its Nominee Director on the Board of Axis Bank Ltd. (2008-2016). Presently he is on the Boards of PNB Investment Services Ltd., National Financial Holdings Company Ltd., IL & FS Infra Asset Management Ltd., Brickwork Ratings India Pvt. Ltd., Axis Finance Ltd., Dwarikesh Sugar Industries Ltd., as a non-executive independent director.

He is a member of Audit Committee in PNB Investment Services Ltd., Dwarikesh Sugar Industries Ltd., and Axis Finance Ltd., and Chairman of Audit Committee in Brickwork Ratings India Pvt. Ltd.

Shri K N Prithviraj, Director is the Chairman of the Board and also the Corporate Social Responsibility Committee of the Board of your Company. Shri K N Prithviraj, Director, is eligible to receive only sitting fee for attending the meetings of the Board and Committees as approved by the Board from time to time.

The Board of Directors of the Company at their meeting held on May 15, 2017 have re-appointed Shri K N Prithviraj as an Independent Director of the Company for a period of one year commencing from the conclusion of 30th Annual General Meeting until the conclusion of Annual General Meeting of the Company of the year 2018.

Your Company has received a notice in writing from a shareholder, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their

intention to propose the re-appointment of Shri K N Prithviraj, as an Independent Director of the Company at the ensuing Annual General Meeting. Shri K N Prithviraj is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act.

Shri K N Prithviraj is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company. He is not disqualified from being appointed as a director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from Shri K N Prithviraj, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He has also submitted a declaration to that effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Shri K N Prithviraj, being eligible, is proposed to be re-appointed as an Independent Director for a further period of one year from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting of the Company for the year 2018.

Your directors are of the opinion that Shri K N Prithviraj fulfils the conditions specified in the Companies Act, 2013 for such re-appointment and his appointment as an Independent Director would be in the best interest 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.

Copy of the draft letter for appointment of Shri K N Prithviraj as an independent director setting out the terms and conditions and the consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

Your Directors therefore, recommend the passing of the special resolution proposed at Agenda No.8 of the Notice. This Explanatory Statement may also be regarded as a disclosure under Regulation 36 of SEBI (LODR) Regulations, 2015.

**In respect of Agenda No.9 – Increasing the borrowing powers of the Board of Directors of the Company from ₹16,000 Crore to ₹20,000 Crore**

At the 29th Annual General Meeting of the Company held on July 20, 2016, consent of the shareholders was obtained u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹16,000 Crore (including temporary loans obtained from the Company's Bankers in the ordinary course of business). At the 28th Annual General Meeting held on July 08, 2015, the shareholders have authorised the Board of Directors of the Company to create security to the extent of the borrowing limits approved by the members from time to time. Further, with the business operations growing and

the expected growth in the activities and operations of the Company the aforesaid limit of ₹16,000 Crore (Rupees Sixteen Thousand Crore) only, is likely to exceed in due course/in the near future.

In view of the overall increase in the business activities of the Company i.e., expected loan book size and considering the net owned funds and additional working capital requirements, it is considered desirable to increase the Company's existing borrowing limit of ₹16,000 Crore to ₹20,000 Crore, which can be exercised upto the conclusion of the 31st AGM of the Company i.e., upto the end of the first quarter of the financial year 2017-18.

In order to comply with the requirements under Section 180(1) (c) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Agenda No.9 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of ₹20,000 Crore (Rupees Twenty Thousand Crore) only, including the temporary loans obtained from Company's Bankers in the ordinary course of business. However, your Company will restrict its aggregate borrowings to 16 times the Net Owned Fund (NOF) as per the audited results of the Company. The borrowings of the Company include term loans, overdraft facilities, issue of non-convertible debentures, commercial papers, acceptance of deposits from public etc.

None of the Director(s) or any Key Managerial Personnel or the relative(s) of the directors or Key Managerial Personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

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

**In respect of Agenda No.10 - Offer or invitation for subscription for Non-Convertible Debentures (NCDs) aggregating to ₹6,000 Crore on private placement.**

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

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or



invite subscription of Non-convertible Debentures upto an amount of ₹6,000 Crore (Rupees Six Thousand Crore) only, on private placement basis for a period of one year from the conclusion of this 30th Annual General Meeting until the conclusion of the next Annual General Meeting, in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of Companies Act, 2013.

The terms of issue of the above NCDs would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided 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 or respective information memorandum, as the case may be.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of the Companies Act, 2013 and rules, subject to Directions/Guidelines by the

Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

None of the Directors or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Your Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.10 of the Notice.

**By Order of the Board of Directors**

For Can Fin Homes Limited

Sd/-

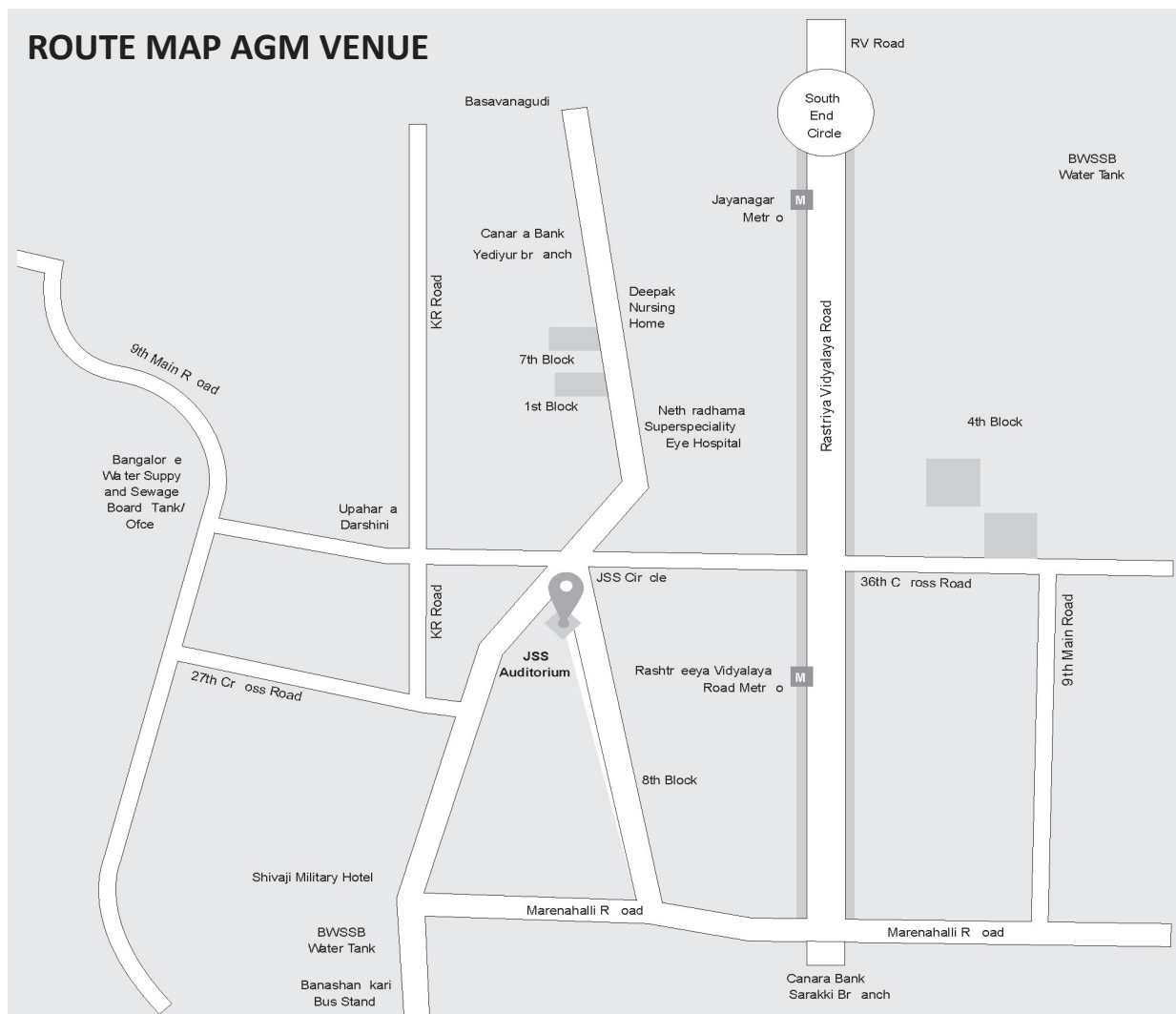
Veena G Kamath

Company Secretary

Place: Bengaluru  
Date: 15/05/2017

**Registered Office:**

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



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



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

Registered Office: No. 29/1, First Floor, Sir.M N Krishna Rao Road, Basavanagudi Bengaluru-560004  
Tel: 080 26564259: FAX:080 26565746: E-mail: [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com)  
Website: [www.canfinhomes.com](http://www.canfinhomes.com)  
CIN : L85110KA1987PLC008699

## ATTENDANCE SLIP

I hereby record my presence at the Thirtieth Annual General Meeting on Wednesday, the June 28, 2017 at 11.00 a.m. at the J.S.S. Shivarathreeswara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru - 560 082.

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

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

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

**Signature of Shareholder(s)/Proxy/Authorised Representative.....**

No. of shares held .....

\*Registered Folio No. ....

\*\*DPID & Client ID No. ....

- Notes: 1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he/she holds Proxy.  
2. Members are requested to bring their copy of the Annual Report to the Meeting.  
3. Please fill-up this Attendance Slip and hand it over at the Registration Counter(s) at the Venue.

\*Applicable for investors holding shares in physical mode.

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



Registered Office: No. 29/1, First Floor, Sir. M N Krishna Rao Road, Basavanagudi Bengaluru-560004  
Tel: 080 26564259: FAX:080 26565746: E-mail: investor.relationship@canfinhomes.com  
Website: www.canfinhomes.com, CIN : L85110KA1987PLC008699

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

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

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

Registered address : .....

E-mail Id : .....

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

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

1. Name: .....

E-mail ID: .....

Address: .....

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

**OR failing him/her**

2. Name: .....

E-mail ID: .....

Address: .....

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

**OR failing him/her**

3. Name: .....

E-mail ID: .....

Address: .....

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

as my/our **proxy to attend and vote** (on a poll, physical or electronic) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Wednesday, the 28th day of June 2017 at 11.00 a.m. at the J.S.S. Shivarathreeshwara Centre Auditorium, 1st Main, 8th Block, Jayanagar, Bengaluru-560 082, and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda No.	Subject/Resolution	Vote	
		For	Against
	<b>Ordinary Resolutions</b>		
1	Consideration and adoption of audited financial statements for the year ended March 31, 2017 together with the Reports of Directors and Auditors.		
2	Declaration of dividend of ₹10/- per equity share for the financial year ended March 31, 2017.		
3	Re-appointment of Smt. P V Bharathi, Director, retiring by rotation and being eligible, offers herself for re-appointment.		
4	Appointment of M/s. Varma & Varma, Chartered Accountants, as statutory auditors of the Company to hold office from the conclusion of this 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company and to authorise the Board of Directors to appoint branch auditors as per Section 143(8) of the Companies Act, 2013.		
5	Consent of the members to the Board of Directors for acceptance of deposits from public.		
6	Appointment of Shri. G Naganathan, FCA, as an Independent Director.		
	<b>Special Resolutions</b>		
7	Re-appointment of Shri Thallapaka Venkateswara Rao (T V Rao), Independent Director for a further period of one year		
8	Re-appointment of Shri Kokkarne Natarajan Prithviraj (K N Prithviraj), Independent Director for a further period of one year		
9	Increasing the borrowing powers of the Board of Directors of the Company from ₹16,000 Crore to ₹20,000 Crore.		
10	Offer or invitation for subscription for Non-Convertible Debentures (NCDs) aggregating to ₹6,000 Crore on private placement.		

Signed this ..... day of June 2017

**AFFIX  
REVENUE  
STAMP**

Signature of Shareholder

Signature of Proxy holder(s)

#### Notes:

- (a) A member who is entitled to attend the meeting and vote thereat, is entitled to appoint a proxy.
- (b) A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the Annual General Meeting.
- (c) A proxy need not be a member of the Company.
- (d) A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
- (e) A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- (f) It is optional for the member to indicate preference of Votes in the proxy form. If the member leaves the 'for' or 'against' column blank against any or all resolutions, the proxy will be entitled to vote in the manner as he/she may deem appropriate.
- (g) **Proxies (this form) in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.**
- (h) Please refer to the Notes section of the Notice of the 30<sup>th</sup> Annual General Meeting of the Company for further related details.