



## CAN FIN HOMES LIMITED

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

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# Notice of the 36<sup>th</sup> Annual General Meeting

NOTICE is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on July 19, 2023, Wednesday at 11:00 A.M. IST through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the following business:

### ORDINARY BUSINESS

#### 1. Adoption of financial statements

To receive, consider and adopt the Audited Standalone Financial Statements, including Balance Sheet as at March 31, 2023 and the statement of the Profit and Loss of the Company for the year ended that date together with the Reports of the Board of Directors and the Auditors thereon.

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

To confirm the payment of Interim Dividend of ₹ 1.50 per equity share of face value of ₹ 2/- each and to declare a Final Dividend of ₹ 2.00 per equity share of face value of ₹ 2 each for the Financial Year ended March 31, 2023.

#### 3. Re-appointment of Shri Debashish Mukherjee as Director

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

### SPECIAL BUSINESS

#### As Ordinary Resolution(s):

#### 4. Appointment of Shri K Satyanarayana Raju as a 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 152, 160 and all other applicable provisions of the Companies Act, 2013 and related rules (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof), regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) 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, Shri K Satyanarayana Raju (DIN-08607009) who has been appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and related clauses of the Articles of Association of the Company 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 Satyanarayana Raju as a candidate for the office of director, be and is hereby appointed as a Director of the Company liable to retire by rotation, for a tenure upto December 31, 2025.”

#### 5. Appointment of Shri Ajay Kumar Singh as a Director and Whole-time Director

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

“RESOLVED THAT Shri Ajay Kumar Singh (DIN: 10194447), be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules thereunder read with Schedule V of the said Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, 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 related clauses of Articles of Association of the Company, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of Shri Ajay Kumar Singh (DIN: 10194447) as the Whole-time Director (designated as Deputy Managing Director) of the Company for a period of 2 (Two) years from the date of his deputation i.e., up to March 31, 2025 subject to further extension in the period of service, not exceeding the period as prescribed under Sec 196 of the Act, if any, by Canara Bank at such remuneration as detailed in the terms and conditions of deputation received from Canara Bank, he is entitled to in accordance with the Service Regulations of Canara Bank, subject to any modifications, revisions thereon (including revision on account of promotion etc., that may take place from time to time) payable by way of reimbursement to Canara Bank and incentives as per the schemes approved by the Board of Directors of the Company and on the terms and conditions as detailed in the explanatory statement attached hereto, provided however that the remuneration payable to Shri Ajay Kumar Singh, shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time.

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

## **6. Related Party Transactions/ Arrangements**

To approve existing as well as new material related party transactions with Canara Bank, Canara HSBC Life Insurance Company Limited and Other Subsidiaries, Associates and Joint Venture Companies of Canara Bank.

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

“RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in the course of related party transactions, on such terms and conditions as detailed in the explanatory statements pursuant to Section 102(1) of the Act and as may be mutually agreed between such related parties and the Company such that the value of the related party transactions with such parties, in aggregate does not exceed the value as specified under each category in the explanatory statement.

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

“RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated

in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

#### **As Special Resolution(s)**

#### **7. Re-appointment of Smt. Shubhalakshmi Aamod Panse 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, 152 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”), 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, Smt. Shubhalakshmi Aamod Panse (DIN: 02599310), whose tenure of office comes to an end on the conclusion of the 36<sup>th</sup> Annual General Meeting on July 19, 2023, who meets the criteria of independence and is eligible for reappointment, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Smt. Shubhalakshmi Aamod Panse as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three years until the conclusion of the Annual General Meeting of the financial year 2025- 26 and whose office shall not be liable to retire by rotation and that she shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of her tenure in terms of the offer of her appointment.”

#### **8. Appointment of Shri Murali Ramaswami 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 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”) 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, the appointment of Shri Murali Ramaswami (DIN: 08659944), who meets the criteria of independence and who is eligible for appointment as an Independent Director of the Company, 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 Murali Ramaswami for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company, for a tenure upto the conclusion of the Annual General Meeting of the Company of the year 2025-26 and whose office shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of his tenure in terms of the offer of his appointment.”

#### **9. Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding Rs.4000 Crore, on private placement.**

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions 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, 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, subordinated debt in the nature of Tier II NCDs/bonds, onshore and/or offshore, denominated

in Indian Rupees and/or any Foreign Currency, for cash, either at par or premium or at a discount to the face value, upto an amount not exceeding Rs.4000 Crore (Rupees Four Thousand Crore only) under one or more information memorandum/shelf disclosure document, on private placement basis, in one or more series/ tranches, during a period of one year commencing from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments shall be within the overall limit of borrowings as approved by the Members of the Company, from time to time.

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

RESOLVED FURTHER THAT for the purpose of giving effect to these resolution(s), the Board is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, 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 Crore**

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and all other applicable provisions

of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, the relevant provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (SEBI) Act, 1992 and the rules and regulations made thereunder including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["ICDR Regulations"], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), including the Foreign Exchange Management (Transfer or issue of any foreign security) Regulations, 2004, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (including any amendment(s), modification(s), variation(s) or re-enactment(s) to the above laws), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law, rules or regulations, in India or outside India, including without limitation, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India as amended, and in accordance with such other rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC"), the Ministry of Corporate Affairs ("MCA"), National Housing Bank ("NHB"), BSE Limited and the National Stock Exchange of India Limited and such other statutory and regulatory authorities (hereinafter referred to as 'regulatory authorities'), from time to time, and to the extent applicable and subject to approvals, consents, permissions and/ or sanctions, if any required, from any statutory or regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by these Resolutions), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of fully

paid Equity Shares of the Company of face value of ₹ 2/- each (Rupees Two only) (the "Securities"), in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, by way of follow on public issue, rights issue, private placement, Qualified Institutional Placement ("QIP"), preferential allotment or by any other mode of further issue of specified securities or any combination thereof for an amount not exceeding in aggregate of ₹ 1000 Crore (Rupees One Thousand Crore only) by way of one or more public and/or private offerings or through foreign currency equivalent thereof, inclusive of such premium as may be fixed on such Securities at such time or times, through issue of prospectus, offer letter, offer document, offering circular, placement document or otherwise, in such manner and on such terms and conditions including at such price or prices (including floor price), at a discount or premium to market price or prices (as permitted under the applicable laws), etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of equity shares of ₹ 2/- each of the Company to one or more of the members, employees of the Company by way of ESOS/ESPS, Indian nationals, Non-Resident Indians (NRIs), Companies (private or public), Investment institutions, Societies, Trusts, Research Organisations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, Alternate Investment Funds, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity /preference shares/ securities of the Company (collectively called "Investors") in accordance with all the applicable laws, rules, regulations and guidelines, considering the then prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT the allotment of Securities, in case of QIP or any other mode as per the above resolutions pursuant to Chapter V and/or Chapter VI of ICDR Regulations, as the case may be, shall be made to the QIBs or such other Investors within the meaning prescribed under the said regulations and such securities shall be fully paid-up and the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) to be completed within 365 days from the date of passing of these Resolutions or such other time as

may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter V and/or Chapter VI of ICDR Regulations, as applicable and as may be amended from time to time, provided that the Board may, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under the applicable laws, with such lock-in requirements as provided under Chapter V and/or Chapter VI of ICDR Regulations, as applicable, as may be amended from time to time and the "Relevant Date" for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as may be determined by the Board in accordance with the ICDR Regulations and if the issue and allotment of equity shares, if any, to NRIs, FIIs and/or other eligible foreign investors be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable and within the overall limits set forth under the said Act.

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

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

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final placement document(s), determining the type, form and manner of the issue, class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, number of securities to be allotted in each tranche, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue of the securities, if any, and to dispose of unsubscribed shares as it deems fit and/or in consultation with the lead managers, underwriters, advisers and/or other persons as appointed by the Company, and execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, and to give instructions or directions or clarifications and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions,



additions as regards the terms and conditions as may be required by SEBI, ROC, RBI, NHB or such other statutory & regulatory authorities, merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, scrutinizer, trustee, escrow agent or such other agents/agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent, authority or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to these Resolutions may be exercised by the Board or Committee thereof, the Board has constituted or may constitute in this behalf, to the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of these Resolutions, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

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

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

## 11. To Alter the Articles of Association

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or such other respective rules made thereunder, the approval of the members be and is hereby accorded to amend the Article of Association by inserting one additional clause as below:

(a) After existing Article 25.3, a new Article 25.3A be inserted, namely

**25.3A The Board shall appoint the person(s) nominated by Debenture Trustee(s) as Director(s) of the Company in terms of clause (e) of sub regulation (1) of regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 and/or under such other applicable laws/regulations/guidelines or any other statutes, as amended from time to time."**

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to adopt a new set of Articles of Association by considering the above-mentioned alteration in the Articles of Associations.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be necessary incidental or pertinent to give effect to the aforesaid resolution(s)."

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

Sd/-

**Veena G Kamath**

DGM & Company Secretary

Place: Bengaluru  
Date: June 19, 2023

## NOTES:

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No.02/2022 dated May 5, 2022 and the latest being General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars"), applicable provisions of the Companies Act, 2013 and the rules made thereunder and the latest SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM) ("VC"), without the physical presence of Members at a common venue. The Registered office of the Company shall be deemed to be the venue for the AGM. Hence, in compliance with the above mentioned Circulars, the AGM of the Company is being held through VC.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Regulation 17(11) and 36(3) of SEBI (LODR) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts concerning agenda No. 3 and special business under agenda Nos.4 to 11 in the Notice, are annexed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy, to attend and vote on his/her behalf, and such proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available and hence the Route map, Proxy Form and Attendance Slip are not annexed to this Notice

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

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

4. The Members may note that the Company had paid interim Dividend at ₹ 1.50 per equity share of face value of ₹ 2/-

each on December 26, 2022 as approved by the Board. Further, the Board in their meeting held on April 26, 2023, has recommended a final Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each.

5. Pursuant to Regulation 42 of SEBI (LODR) **June 30, 2023 (Friday)** is fixed as the 'Record Date' for determining entitlement of the Members to the final Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each for the FY 2022-23.
6. The final Dividend amounts will be paid subject to approval of the Members in the AGM. If approved, the Company will pay the Dividend amounts, on or before July 31, 2023, whose name appear in the Register of Members as at the close of business hours on **June 30, 2023 (Friday)**, subject to deduction of tax at source (TDS) in terms of Section 194 of the Income Tax Act, 1961. For further details on TDS please refer point no. 11 of this Notice. As per the MCA Circulars and Green Initiative by MCA, payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered address. Shareholders are requested to update their Bank account details & KYC with their depositories (where the shares are held in dematerialised mode) and with the Company's RTA i.e. Canbank Computer Services Limited (CCSL) (where the shares are held in physical mode) to receive the dividend directly into their Bank Account.
7. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2022-23 are being sent only through electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may note that the Notice and Annual Report 2022-23 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).
8. All documents referred to in this Notice and other statutory registers like Register of Directors and Key Managerial Personnel and their shareholdings (Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (Section 189 of the Act) etc. maintained, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. July 19 2023. 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>.

9. Pursuant to Regulation 36 of the SEBI (LODR), additional information/particulars, in respect of the directors seeking appointment/ re-appointment of directors 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/RBI Directions.
10. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2022-23 or on any other related subject may write to the Company at e-mail IDs; [accounts@canfinhomes.com](mailto:accounts@canfinhomes.com) or [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com) at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.
11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof and FAQ on Tax on Dividend at <https://www.canfinhomes.com/pdf/FAQ-TAX-DIVIDEND.pdf> The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). (Please refer point 16 below for updating PAN etc. under General Information).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H/Tax exemption certificate, to avail the benefit of non-deduction of tax at source by e-mail to [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) by **June 30, 2023 (Friday)**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%. For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. For non-resident shareholders, the rate of TDS is 20% (plus applicable surcharge and cess) as per Income Tax Act, 1961. However, where a non-resident shareholder is eligible to claim the tax treaty benefit and the tax rate provided in the respective tax treaty is beneficial to the shareholder, then the rate as per the tax treaty would be applied. In order to avail tax treaty benefits, nonresident shareholders would be required to submit Tax Residency Certificate for FY 2022-

23, Form 10F as per the format specified under Income Tax Act, 1961, Copy of PAN Card attested, Self-declaration of beneficial ownership and not having a Permanent Establishment (PE) in India. The aforesaid declarations and documents need to be submitted by the shareholders by **June 30, 2023 (Friday)**.

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.

12. The Board has appointed Shri K N Nagesha Rao, Practicing Company Secretary (Membership No. FCS 3000, CP No.12861), as the Scrutinizer for ensuring e-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman (who shall countersign the same) after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA. The same will also be displayed on the Company's website [www.canfinhomes.com](http://www.canfinhomes.com) and on the website of NSDL <https://www.evoting.nsdl.com>.

The Company has availed the services of NSDL for arrangement of the AGM on VC to enable the Members to participate in the meeting in terms of the MCA 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 provided by NSDL.

**Note: For para 14 to 20 please refer page 14**

13. Voting through electronic means (e-Voting): Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided a facility to the Members to exercise their right to vote electronically through electronic voting (e-Voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through electronic voting system will also be made available during the Annual General Meeting (AGM) and the Members who have not already cast their votes by remote e-Voting shall be able to exercise their right to vote during said AGM through e-Voting. Members who have cast



their votes by remote e-Voting prior to the AGM may attend the AGM on VC but shall not be allowed to vote again. The instructions for e-Voting are annexed to the Notice. 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, July 15, 2023 (9:00 a.m. IST) and ends on Tuesday, July 18, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, July 13, 2023 i.e. cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled

by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- ii. Process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL	<p><b>A. NSDL IDeAS facility</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against Can Fin Homes Limited or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>2. 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> </ol>

Please follow steps given in points (1) to (5) above.

Type of shareholders	Login Method
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**B. e-Voting website of NSDL**

1. Open web browser by typing the following URL:<https://www.evoting.nsd.com/> either on a personal computer or on a mobile phone.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit DEMAT account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting

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

NSDL Mobile App is available on

 App Store  Google Play



Individual Shareholders holding securities in DEMAT mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. NSDL portal. Click on NSDL to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective E-voting Service Provider i.e. NSDL where the e-Voting is in progress

Individual Shareholders (holding securities in DEMAT mode) logging through their depository participants

1. You can also login using the login credentials of your DEMAT account through your DP registered with NSDL / CDSL for e-Voting facility.
2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
3. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.

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

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

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43 or 1800225533

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

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

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

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

6. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - i) If your e-mail ID is registered in your DEMAT account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com) Open the e-mail and open the attachment i.e. a 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) In case you have not registered your e-mail address with the Company / Depository, please follow instructions mentioned below in this notice.
7. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
    - a) Click on "Forgot User Details / Password?" (If you are holding shares in your DEMAT account with NSDL or CDSL) option available on [www.evoting.nsdl.com](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.co.in](mailto:evoting@nsdl.co.in) mentioning your DEMAT account number / folio number, your PAN, your name and your registered address.
    - d) Members can also use the one-time password (OTP) based login for casting the votes on the e-Voting system of NSDL.
  8. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
  9. Now, you will have to click on "Login" button.
  10. After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Steps to cast your vote electronically and join virtual meeting on NSDL e-Voting system are mentioned below:**

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN 116695" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Member companies/Institutional Shareholders are required to send a certified copy of the Board or governing body Resolution/Authorisation letter etc., authorising their representative to attend the AGM through VC and vote on their behalf. The said Resolution/Authorization with attested specimen signature of the duly authorized signatory/ies who are authorized to vote to the Scrutinizer by email [canfinscrutinizer@gmail.com](mailto:canfinscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password.

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

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the

share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com)

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/Members may send a request mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-Voting by providing above mentioned documents.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.

The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the Notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their Name, DEMAT account number/ folio number, email id, mobile number at [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com). The same will be replied by the company suitably.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a 'speaker' may send their request mentioning their name, DEMAT account number/folio number, email id, mobile number to [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) on or before July 13, 2023.

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

7. Members who need assistance before or during the AGM, can contact NSDL on [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / 1800 1020 990 and 1800 22 44 30 or contact Ms. Prajakta Pawle – NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
8. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice of the AGM and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he/she is already registered with NSDL for remote e-Voting then he/she can use his/her existing user ID and password for casting the vote.



9. The Members can join the AGM in the VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC will be made available for 1500 Members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, Auditors, Company Secretary, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

#### General Information:

14. Dematerialisation of shares: Considering the advantage of scripless trading, Members are requested to consider dematerialisation of their shareholding so as to avoid inconvenience. For any assistance for opening demat account, the Members may contact the RTA Ph: 080 23469661/65 or vide e-mail to [compsec@canfinhomes.com](mailto:compsec@canfinhomes.com). Pursuant to the proviso to Reg.40 of SEBI (LODR) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository
15. Transfer of Unclaimed Dividend and shares to IEPF: Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the dividend declared for 2015-16 remaining unclaimed and unpaid are liable to be transferred to the Investor Education & Protection Fund (IEPF) since 7 years have lapsed. Reminder letters have been sent to all such shareholders as per the address registered with the Company/RTA. Members who have not encashed their dividend warrants for the financial years 2016-17 to 2021-22 are requested to approach the RTA of the Company at the earliest.
- Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and amendments thereof and as per Rule 6 of the said Rules, during FY 2022-23, 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 2014-15, to 'IEPF Demat Account' in accordance with the procedure prescribed. The Company had sent reminder letters dated May 31, 2023 to all the shareholders (2071 Nos.), who have not claimed their dividend amounts pertaining to 2015-16 for a consecutive period of 7 years and also issued newspaper notifications. The details are made available on the website of the Company in 'Investors' page. The shareholders are requested to contact RTA and submit their KYC documents and comply with the formalities for claiming the said amounts. The unclaimed amount together with related shares are due to be transferred to IEPF during August, 2023.
16. Updation of E-mail address, Bank Account particulars, PAN etc.: The Company has been concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Also in terms of the MCA Circulars, Members holding the shares in physical mode, who have not registered/updated their email addresses and/or Bank Account particulars, PAN etc. with the Company, are requested to register /update the same in any of following manner and enable us to send the annual report etc., via e-mail and pay the Dividend through electronic mode (as mandatorily required as per SEBI Circular dated March 21, 2016):
- by writing to the Company with details of Folio Number and attaching a self-attested copy of PAN card at [investor.relationship@canfinhomes.com](mailto:investor.relationship@canfinhomes.com) or to Canbank Computer Services Limited at [naidu@csl.co.in](mailto:naidu@csl.co.in) or
  - 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/pdf/Request-for-registering-PAN-KYC-details-etc\\_Form-ISR-1.pdf](https://www.canfinhomes.com/pdf/Request-for-registering-PAN-KYC-details-etc_Form-ISR-1.pdf) for download by the Members and submission to the Company or the RTA.
17. Members holding shares in dematerialised mode, who have not registered/updated their email addresses/ Bank account particulars with their Depository Participants, are requested to register/update their email addresses and mobile numbers with the Depository Participants with whom they maintain their demat accounts. The forms (for Demat) for furnishing Bank account particulars with the related IFS Code, are made available on the website of the Company <https://www.canfinhomes.com/pdf/ECS-mandate-Demat-Account.pdf> for download by the Members and submission to the DP.
18. Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic/ dematerialised form are, therefore requested to submit their PAN

to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTA.

19. Nomination facility: Pursuant to Section 72 of the Companies Act, 2013, individual/ joint Members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the RTA. The Nomination form is made available in the website of the Company <https://www.canfinhomes.com/pdf/Nomination-Form-SH-13.pdf>

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

# Annexure to the Notice

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

The following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 11 of this Notice.

## In respect of Item No.3 - Re-appointment of Shri Debashish Mukherjee as Director

Shri Debashish Mukherjee, Director, was appointed as Director by the Members at the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on July 17, 2019, liable to retire by rotation. He was last re-appointed at the 34<sup>th</sup> AGM held on September 8, 2021, whereat he had retired by rotation. In terms of section 152(6)(d) of the Act, Shri Debashish Mukherjee (Non-executive promoter director), being longest in the office since his last appointment, would be liable to retire by rotation at this 36<sup>th</sup> AGM of the Company and eligible to be re-appointed as a Director at the ensuing meeting.

Item No.3 is an ordinary business. However, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2, brief resume and other particulars relating to Shri Debashish Mukherjee, Director, are provided for the information of Members, in the table given below:

Name of the Director	Shri Debashish Mukherjee
Director Identification Number (DIN)	08193978
Age	58 Years
Nationality	India
Date of first appointment on the Board	March 12, 2019
Qualification	Shri Mukherjee is a post graduate in Business Administration (MBA - Finance) from the University of Kolkata.
Brief profile & nature of expertise in specific functional areas	<p>Shri Debashish Mukherjee started his career with Punjab National Bank as a Financial Analyst in scale II in 1994. He joined United Bank of India as an Asst. General Manager (Credit) in the year 2006. He worked in various capacities at Regional Offices, headed Corporate Finance Branch at Kolkata and was Regional Manager of Bihar Region. He has vast experience in Corporate Credit, Credit Monitoring and Recovery. He is an avid reader and has travelled extensively.</p> <p>Shri Debashish Mukherjee has taken charge as Executive Director of Canara Bank on February 19, 2018. He is overseeing the functions of Corporate Credit, Stressed Asset Management, International Operations, Integrated treasury, Financial Management, Associates, Subsidiaries, RRBs, Recovery, Legal and Fraud Prevention. He is currently a member on the Boards of two listed entities viz., Can Fin Homes Limited and Canara Bank. He is also a member on the Boards of the subsidiaries and/or Joint venture Companies viz., Canara Robeco Asset Management Company, Canara HSBC Life Insurance Company and Canara Bank Securities Limited.</p>
Terms and conditions of appointment & details of remuneration	Details are provided infra.
No. of meetings of the Board attended during the year	Attended all the eleven meetings during the FY 2022-23.

Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is an Executive Director in Canara Bank, a listed entity and a Director in Canara Robeco Asset Management Co., Canara HSBC Life Insurance Co., Canara Bank Securities Ltd., Canbank Venture Capital Ltd. and Higher Education Financing agency.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company / other Companies	He is the Chairman of Risk Management Committee and a member of the Audit Committee, Nomination Remuneration & HR Committee and Management Committee of the Board of your Company.
Listed entities from which the Director has resigned in the past three years	He has not resigned from any listed entities in the past three years.
Number of shares held in the Company including as a beneficial owner	Shri Debashish Mukherjee is not holding any equity share in the Company (both own and held by/ for other persons on a beneficial basis) and has not availed any loan from the Company as per his declarations.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se.  No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, except Shri. K Satyanarayana Raju, Managing Director & Chief Executive Officer, Shri Amitabh Chatterjee, Deputy General Manager and Shri Ajay Kumar Singh, Deputy General Manager of the Canara Bank.
Details of remuneration sought to be paid, if any	The details of remuneration are provided infra.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement) (applicable only for Independent Directors)	Not applicable as he is a promoter non-executive Director and not an Independent Director. However, he possesses the skills and capability required for the role.

He is not disqualified from being re-appointed as a director in terms of Section 164(2) of the Companies Act, 2013. The requisite Form DIR-8 is received from him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility. He has also confirmed that he is not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

Shri Debashish Mukherjee has confirmed that he continues to satisfy the fit and proper criteria as prescribed under RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (Master Direction NBFC-HFC (Reserve Bank) Directions, 2021).

Remuneration & key terms of appointment: Shri Debashish Mukherjee, a non-executive Promoter Director of the Company would be eligible to receive a sitting fee of Rs.30,000/- for attending the meeting of the Board and Rs.15,000/- for attending a meeting of the Committee and the Chairperson of the Board and Committees are eligible for an additional fee of Rs.5,000/-. The Directors are also eligible for re-imbursalment of travel and lodging expenses relating to meetings as per the

Articles of Association of the Company. However, the Company has received a communication from Canara Bank not to pay any sitting fee to the Bank for participation of promoter directors w.e.f. April 01, 2023. Shri Debashish Mukherjee has been appointed as a Director liable to retire by rotation. He is a Promoter Non-Executive Director.

The consents, declarations, deeds and covenants executed by Shri Debashish Mukherjee would be available for inspection by the members as mentioned in the notes to this Notice.

The Nomination Remuneration & HR Committee at its meeting held on May 19, 2023 has determined that Shri Debashish Mukherjee continues to be a fit and proper candidate for re-appointment and his performance has been evaluated by the Independent Directors for the year ended March 31, 2023. Your directors are of the opinion that Shri Debashish Mukherjee fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and Master Direction NBFC-HFC (Reserve Bank) Directions, 2021, for re-appointment as a Director and his appointment as a Director would be in the best interest of the Company.

The Board of Directors has recommended for re-appointment of Shri Debashish Mukherjee, as a Director, as proposed at Item No.3 (Ordinary Business) of the Notice.

**In respect of Item No. 4- Appointment of Shri K Satyanarayana Raju as a Director**

The Board of Directors of your Company, on the recommendations of the Nomination Remuneration and HR Committee on fit and proper criteria, tenure and remuneration and Notification dated April 06, 2023 of Ministry of Finance, has appointed Shri K Satyanarayana Raju (DIN-08607009) as an Additional Director of the Company with effect from April 26, 2023 in terms of the applicable clauses of the Articles of Association of the Company and Section 152, 161 and all other applicable provisions of the Companies Act, 2013, related rules, applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Master Direction NBFC-HFC (Reserve Bank) Directions, 2021. The said appointment is

subject to approval by the members of the Company in terms of the provisions of the above cited acts/rules/ directions/ regulations and the Board of directors is seeking the approval of the members in the ensuing AGM.

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 K Satyanarayana Raju for appointment for the office of Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Shri K Satyanarayana Raju holds office only up to the date of the ensuing Annual General Meeting. In terms of Regulation 17(1C) of SEBI (LODR) Regulations, 2015, approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, this agenda forms part of this Notice.

Brief Profile and particulars of Shri K Satyanarayana Raju, 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 K Satyanarayana Raju
Director Identification Number (DIN)	08607009
Age	57 years
Nationality	India
Date of first appointment on the Board	April 26, 2023
Qualification	Shri K. Satyanarayana Raju is a Physics graduate, post graduate in Business Administration (Banking and Finance) and Certified Associate of Indian Institute of Bankers (CAIIB).
Brief profile & nature of expertise in specific functional areas	<p>Shri K Satyanarayana Raju has taken the charge as the Managing Director &amp; CEO of Canara Bank with effect from February 07, 2023. He had worked as Executive Director of Canara Bank from March 10, 2021 and had been overseeing various verticals in Canara Bank including Information Technology &amp; Digital Banking, Business Analytics &amp; Information System, Inspection, Compliance, Priority Credit, Financial Inclusion, Gold Loan, MSME, Retail Asset, Corporate Credit, General Administration, Marketing &amp; Public Relations, etc.</p> <p>He had joined erstwhile Vijaya Bank in 1988 and had risen to the level of General Manager and after merger he was elevated to the rank of Chief General Manager in Bank of Baroda. During his tenure at erstwhile Vijaya Bank (Bank of Baroda), he had headed various branches including specialized corporate banking branch. He had served as Regional Head of various regions and also served as Zonal Head of Mumbai zone of the amalgamated Bank of Baroda. He has also headed operations and services department at Bank of Baroda. He had served as a Director in BoB Financial Solutions Limited, a subsidiary of Bank of Baroda and as a Director in Canbank Computer Services Ltd.</p> <p>He is currently a member on the Boards of two listed entities viz., Can Fin Homes Limited and Canara Bank.</p>
Terms and conditions of appointment & details of remuneration	Details are provided infra.
No. of meetings of the Board attended during the year	Not applicable. Shri K Satyanarayana Raju has been appointed as a director in the current financial year i.e., on April 26, 2023.



Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri K Satyanarayana Raju is the Managing Director & CEO of Canara Bank and Director in Canara HSBC Life Insurance Company Limited.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company / other Companies	<p><b>Shri K Satyanarayana Raju is member of following Committees of Canara Bank:</b></p> <ol style="list-style-type: none"> <li>1. Risk Management Committee</li> <li>2. IT Strategy Committee</li> <li>3. Sub-Committee on Human Resources</li> <li>4. Sub-Committee on Business Plan Strategy</li> <li>5. Special Committee of the Board for Monitoring and Following up cases of Frauds</li> </ol> <p><b>Shri K Satyanarayana Raju is Chairman of following Committees of Canara Bank:</b></p> <ol style="list-style-type: none"> <li>1. Management Committee of the Board</li> <li>2. Committee for Monitoring Recovery</li> <li>3. Sub - Committee - Capital Planning Process of the Bank</li> <li>4. Customer Service Committee of the Board</li> <li>5. Sub Committee of the Board to Review Classification of Willful Defaulters</li> <li>6. Committee of Directors</li> <li>7. Subcommittee - Sustainable Development Corporate Social Responsibility (SC-SDCSR)</li> <li>8. Departmental Promotion Committee</li> </ol>
Listed entities from which the Director has resigned in the past three years	<ol style="list-style-type: none"> <li>1. Canbank Computer Services Limited</li> <li>2. BoB Financial Solutions Limited</li> </ol>
Number of shares held in the Company including as a beneficial owner	Shri K Satyanarayana Raju, Director, 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, as per his declarations.
Disclosure of relationships between directors inter-se	<p>None of the directors are related inter-se.</p> <p>No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, except Shri Debashish Mukherjee, Executive Director, Shri Amitabh Chatterjee, Deputy General Manager and Shri Ajay Kumar Singh, Deputy General Manager of the Canara Bank.</p>
Details of remuneration sought to be paid, if any	The details of remuneration are provided infra.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement) (applicable only for Independent Directors)	Not applicable as he is a promoter non-executive Director and not an Independent Director. However, he possesses the skills and capability required for the role.

Shri K Satyanarayana Raju has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, expressing his willingness to act as a Director of 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 him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

He has submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1). He has executed a Declaration-cum-undertaking as required under Master Direction– Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, for his appointment as an additional director/Director and executed a Deed of Covenants.

Remuneration and Key terms of appointment: A non-executive Director of the Company would be eligible to receive a sitting fee of Rs.30,000/- for attending the meeting of the Board and Rs.15,000/- for attending a meeting of the Committee and the Chairperson of the Board and Committees are eligible for an additional fee of Rs.5,000/-. The Directors are also eligible for re-imbursment of travel and lodging expenses relating to meetings as per the Articles of Association of the Company. However, the Company has received a communication from the Bank not to pay any sitting fee to the Bank for participation of promoter directors w.e.f. April 01, 2023. Shri K Satyanarayana Raju has been appointed as a Director liable to retire by rotation. He is a Promoter Non-Executive Director.

Tenure: Shri K Satyanarayana Raju has been appointed for a tenure upto December 31, 2025, as per the Notification of Ministry of Finance date April 06, 2023.

The consents, declarations, deeds and covenants executed by Shri K Satyanarayana Raju would be available for inspection by the members as mentioned in the notes to this Notice.

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

The Board of Directors therefore, recommend the passing of the resolution proposed at Item No.4 (Ordinary Business) of the Notice.

#### **In respect of Item No. 5- Appointment of Shri Ajay Kumar Singh as a Director and Whole Time Director**

The Board of Directors of your Company, on the recommendations of the Nomination Remuneration and HR Committee on fit and proper criteria, tenure and remuneration has appointed Shri Ajay Kumar Singh (DIN: 10194447) as an Additional Director and the Whole-time Director (designated as Deputy Managing Director) of the Company with effect from June 19, 2023 in terms of the applicable clauses of the Articles of Association of the Company and Section 152, 161, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, related rules, read with Schedule V to the said Act, applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Master Direction NBFC-HFC (Reserve Bank) Directions, 2021, for a period of three years from the date of his deputation i.e., upto March 31, 2025 at such remuneration, as detailed in the terms and conditions of deputation received from Canara Bank. The said appointment is subject to approval by the members of the Company in terms of the provisions of the above cited acts/rules/ directions/ regulations and the Board of directors is seeking the approval of the members in the ensuing AGM.

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 Ajay Kumar Singh for appointment for the office of Director of the Company.

In terms of Section 161 of the Companies Act, 2013, Shri Ajay Kumar Singh holds office only up to the date of the ensuing Annual General Meeting.

In terms of Regulation 17(1C) of SEBI (LODR) Regulations 2015, approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, this agenda forms part of this Notice.

Brief Profile and particulars of Shri Ajay Kumar Singh, 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 Ajay Kumar Singh
Director Identification Number (DIN)	10194447
Age	53 years
Nationality	Indian
Date of first appointment on the Board	June 19, 2023
Qualification	Shri Ajay Kumar Singh has a Bachelor Degree in Commerce with Hons, CAIIB (Certified Associate of Indian Institute of Banking and Finance) and has acquired Diploma in Computer Application (DCA).
Brief profile & nature of expertise in specific functional areas	During his service in Canara Bank, he had worked in IT setup and headed different branches including Extra Large Branch with exposure in Mid Corporate, Large Corporate, Foreign Exchange, Retail Lending and Regional Offices. Prior to his posting to the Company, he was holding the position of Deputy General Manager in the Bank at the Circle Office, Chennai, overseeing the entire credit portfolio of the circle.
Terms and conditions of appointment & details of remuneration	The draft terms and conditions of his re-appointment as Whole-time 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	Not applicable. Shri. Ajay Kumar Singh has been appointed as a Whole-time Director in the Current Financial Year i.e. on June 19, 2023.
Directorships, Trustee-ships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is a DGM in Canara Bank, a listed entity and Director (Promoter Executive) in your Company.
Memberships/ Chairman-ships of the committee of the Board of Directors of the Company /other Companies	He is a member of Stakeholder Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and IT Strategy Committee of Can Fin Homes Limited.
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 Ajay Kumar Singh, Director, 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, as per his declarations.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se.  No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, except Shri. K Satyanarayana Raju, Managing Director & CEO, Shri Debashish Mukherjee, Executive Director, Shri Amitabh Chatterjee, Deputy General Manager of the Canara Bank.
Details of remuneration sought to be paid, if any	The details of remuneration are provided infra.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement) (applicable only for Independent Directors)	Not applicable as he is a promoter non-executive Director and not an Independent Director. However, he possesses the skills and capability required for the role.

Shri Ajay Kumar Singh has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, expressing his willingness to act as a Director of 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 him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority.

He has submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1). He has executed a Declaration-cum-undertaking as required under Master Direction–Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, for his appointment as an additional director/Director and executed a Deed of Covenants. He is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards various stakeholders.

#### **Key terms and conditions of appointment:**

**Period of deputation:** Not exceeding three years from the date of reporting at Can Fin Homes Limited, Bengaluru on deputation. He was deputed to Can Fin Homes Limited on March 31, 2022 and hence his tenure of deputation would be complete on March 31, 2025 subject further extension in the period of service, if any, by Canara Bank.

#### **Remuneration: Salary details**

**Basic Pay:** ₹ 1,16,120 per Month; Dearness Allowance: Variable dearness allowance (as per index level); Special Allowance: 20% of basic pay + DA; City compensatory allowance: ₹ 1,400/- per month; Learning Allowance: ₹ 600/- plus DA; Deputation Allowance: 4% of basic pay subject to maximum of ₹ 3000/- per month; House Rent Allowance: As per norms.

#### **Perquisites:**

**Accommodation:** If the executive having his own house at the place of deputation, he must occupy the same. Else, he is eligible for Bank's quarters. If the executive has already occupied Bank's quarters, he is not eligible for HRA.

#### **Other allowances:**

**Medical Aid:** ₹ 12,300/- per annum; Leave Fare Concession: In a block of 4 years, once to native place/ place of domicile in the sub block of 2 years by the shortest route and once to any place in India in the II sub block of two years by the shortest route; Encashment of LFC Facility: An officer by exercising an option any time during a four year block/ two year block as the case may be, surrender and encash his LFC (other than travel to place of domicile) upon which he shall be entitled to receive an amount equivalent to 100% of the eligible fare for the class of travel by train to which he is entitled up to a distance of 5500 kms [one way] for officers in SMG IV & above); The permissible amount of encashment of leave fare concession as per the entitlement as at the prevailing railway fares such encashment amount is taxable as per IT rules encashment up to 30 days of pl can be encashed once in a period of 4 years while availing LFC.

**Leave:** Casual Leave: 12 days in a calendar year; Privilege Leave: At the rate of one day for eleven (11) working days - maximum accumulation is restricted to 270 days; Sick Leave: 30 days of leave on half pay or fifteen (15) days on full pay as sick leave per year, maximum 540 days on half pay; additional sick leave max 90 days on half pay; Encashment of PL: 5 days per year.

**Contribution to PF:** 10% of the basic pay & increment component of FPP & PQP;

**On repatriation:** Leave Salary: Leave salary corresponding to the leave earned, during the period of deputation but not availed shall be payable to the bank.

**Gratuity:** Gratuity on pro rata basis for the period of deputation is payable to the bank.

**Club Membership & Reimbursement towards Newspaper:** Payable as per bank rules.

During period of deputation, the executive shall be governed by the provisions of the Canara Bank (Officers) Service Regulations, 1979 and Canara Bank Officer Employees' (Discipline and Appeal) Regulations, 1976 and Canara Bank Officer Employees' (Conduct) Regulations, 1976. On repatriation, the deputed Organisation shall pay the Leave salary, Bank's contribution of SPF during the period of deputation & gratuity on pro-rata basis payable for the period of deputation to the Bank.

The consents, declarations, deeds and covenants executed by Shri Ajay Kumar Singh would be available for inspection by the members as mentioned in the notes to this Notice.

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

The Board of Directors therefore, recommend the passing of the resolution proposed at Item No.5 of the Notice.

#### **In respect of Item No.6- Related Party Transactions/ Arrangements**

The Company has been obtaining prior approval of the members for entering into or continuing with the transactions, arrangements or contracts with related parties viz., Canara Bank and/or their subsidiaries and/or Associates and/or any of their joint venture companies. The members, at the 32<sup>nd</sup> Annual General Meeting held on July 17, 2019 have given prior approval

for related party transactions pursuant to Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 and other applicable regulations for aggregate amounts not exceeding Rs.6000/- Crore (Rupees Six Thousand Crore only), with respect to the transactions entered into or to be entered into with respect to sale, purchase of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agents, appointment to any office or place of profit in the Company, remuneration for underwriting of securities, transactions involving payment to a related party with respect to brand usage or royalty, etc., or reimbursement towards any transaction or any transaction of whatever nature.

Following are the particulars of the proposed transactions and/or contracts and/or arrangements with the related parties for the period from conclusion 36<sup>th</sup> Annual General Meeting to the conclusion of 37<sup>th</sup> Annual General Meeting:

Sl. No.	Particulars							
1	<b>Name of the Related Party</b>	<b>Canara Bank</b>		<b>Canbank Computer Services Limited</b>		<b>Canara HSBC Life Insurance Company Limited</b>		
2	<b>Name of the Director or KMP who is related</b>	# Details provided below						
3	<b>Nature of Relationship</b>	Promoter (Sponsor)	Limit ₹ Crore (% of Annual consolidated Turnover of FY 2022-23)	Subsidiary of Canara Bank, Promoter	Limit (₹Crore) (% of Annual consolidated Turnover of FY 2022-23)	Subsidiary of Canara Bank, Promoter	Limit (₹Crore) (% of Annual consolidated Turnover of FY 2022-23)	
4	<b>Nature, material items, monetary value and particulars of the contract</b>	1. Availing term loans, commercial papers and overdraft facilities, including interest thereon.	3000.00 (109.36%)	1. Registrar and Transfer Agency Charges	1.00 (0.04%)	1. Corporate Agency Business with the Company – Commission income	50.00 (1.82%)	
		2. Issuance of Shares or Non-convertible debentures, including interest thereon	1000.00 (36.45%)	2. Recovery Call Centre units	1.00 (0.04%)	2. Investment in the NCDs/ CPs issued by the Company and payment of interest on such NCDs.	50.00 (1.82%)	
		3. Placing of Fixed Deposits and earning interest thereon	1000.00 (36.45%)	3. Information Technology Solutions	1.00 (0.04%)			
		4. Other transactions include maintaining current accounts, dividend accounts, payment of fee and bank charges, leasing of properties and collection / payment of rent, re-imburement of remuneration to the deputed officials, payment of sitting fee, Investments in government bonds, securities, etc. for meeting the regulatory requirements like Statutory Liquidity Ratio etc.	897.00 (32.70%)					
5	<b>Justification as to why the RPT is in the interest of the company</b>	Services provided by the Bank are good, and rates are competitive.		The products and services provided by Canbank Computer Services Limited is good.		The products and services provided by the Canara HSBC Life Insurance Ltd is good.		



**# Name of the Director or KMP who is related:**

- (i) Shri K Satyanarayana Raju, MD & CEO of Canara Bank, Director of the Company.
- (ii) Shri Debashish Mukherjee, Executive Director of Canara Bank, Director of the Company.
- (iii) Shri Amitabh Chatterjee, Deputy General Manager of Canara Bank, Dy. Managing Director & KMP of the Company upto June 01, 2023.
- (iv) Shri Ajay Kumar Singh, Deputy General Manager of Canara Bank, Dy. Managing Director & KMP of the Company w.e.f. June 19, 2023.

**Note:**

1. Proposed transactions with related parties are continuous and ongoing basis and hence tenure of the transactions cannot be specifically provided. The Company is taking approval of members every year for all the proposed material related party transactions as per the Companies Act 2013, SEBI Regulations and all other applicable laws/ statutory provisions, if any.
2. Material terms and conditions of related party transactions are as per the separate contracts executed with the respective related parties. The copies of such documents and Register of material related party transactions are available for inspection at the Registered Office of the company in Bengaluru.

**Other relevant information** important for the members to take a decision on the proposed resolution(s):

Apart from the related parties detailed above, the Company has entered into Related Party Transactions or may enter into related party transactions with other Subsidiaries, Associates, Joint Venture companies of Canara Bank viz., Canara Robeco Asset Management Company, Canara Bank Securities Ltd., Canbank Factors Ltd., Canbank Computer Services Ltd., Canbank Financial Services Ltd., Canbank Venture Capital Fund, etc., and other related parties as per the Accounting Standards. The Company has entered into related party transactions or may also enter into other related party transactions like investment in the securities, commercial papers, holding demat account(s), providing loans

and collecting repayments and interest; acceptance of deposits and payment of interest; call centre facilities; etc. in the ordinary course of business and at arm's length.

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires prior shareholders' approval by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee, even if such transactions are in the ordinary course of business of the concerned company and on an arm's length basis. As per the said Regulations, a transaction with a related party is considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1,000 crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

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

As per the clarifications given by SEBI vide its Circular SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 08, 2022 on applicability of Reg.23(4) read with Regulation 23(3)(e) of SEBI (LODR) Regulations, 2015, the omnibus approvals of material RPTs given by the members at the Annual General Meeting shall be valid upto the date of the next Annual General Meeting, for a period not exceeding 15 months. Accordingly, prior approval of members is being sought for entering into the above listed material related party transactions with Canara Bank from the conclusion of the 36<sup>th</sup> Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company or such other period as may be statutorily allowed or permitted.

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

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

None of the directors are related inter-se. No Director, other than Shri K Satyanarayana Raju (Managing Director & CEO, Canara Bank), Shri Debashish Mukherjee (Executive Director, Canara Bank), Shri Amitabh Chatterjee (Deputy General Manager, Canara Bank) and Shri Ajay Kumar Singh (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 resolutions.

The Board of Directors therefore, recommend the passing of the resolution proposed at Item No.6 of the Notice, for the approval of members.

The members may please note that all the related parties of the Company are prohibited from voting on Resolution No.6 of this Notice.

**In respect of Item No.7 – Re-appointment of Smt. Shubhalakshmi Aamod Panse (DIN: 02599310) as an Independent Director**

Smt. Shubhalakshmi Aamod Panse (DIN:02599310) was appointed as an independent director of the Company by the members at the AGM held on August 26, 2020 upto the conclusion of the Annual General Meeting of the Company of the year 2022-23. Her tenure comes to end on the conclusion of the ensuing AGM.

The Nomination Remuneration & HR Committee at its meeting held on June 19, 2023, considering the knowledge, profile, criteria of independence, expertise, vast and varied experience matching to the requirements of the Company, her performance and contributions towards the growth of the Company during the last three years, has determined Smt. Shubhalakshmi Panse to be fit and proper for re-appointment and has recommended to the Board for her re-appointment as an Independent Director for the further tenure of three years.

Smt. Shubhalakshmi Panse fulfils the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the LODR Regulations. Accordingly, the Board of Directors of the Company at their meeting held on June 19, 2023 has recommended the proposal of re-appointment of Smt. Shubhalakshmi Aamod Panse as an Independent Director, to the members for appointment.

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 Smt. Shubhalakshmi Panse for re-appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Smt. Shubhalakshmi Panse is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company her Consent in writing to act as director in Form DIR-2 pursuant to Sec.152 of the Act.

Brief Profile of Smt. Shubhalakshmi Panse, Independent Director 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	Smt Shubhalakshmi Aamod Panse
Director Identification Number (DIN)	02599310
Age	68 years
Nationality	India
Date of first appointment on the Board	June 15, 2020
Qualification	Master Degree holder in Science (M.Sc.), Diploma in Business Management (DBM), Masters in Management Sciences with Specialization in Financial Management (MMS), Master in Business Administration with specialization in Bank Management (USA) and CAIIB.

Brief profile & nature of expertise in specific functional areas	<p>Smt Shubhalakshmi Panse has been a Member of External Advisory Committee set up by RBI for vetting the applications received for setting up Payment Banks. She was a member of P J Nayak Committee set up by the Government of India for Corporate Governance in PSBs. She was also a member of Appointments Committee for selection of CMDs &amp; EDs of public sector banks.</p> <p>Smt Shubhalakshmi Panse was appointed as the Chairperson &amp; Managing Director, Allahabad Bank from October 01, 2012 to January 31, 2014. (Prior to that she was an Executive Director of Vijaya Bank from November 20, 2009 to September 30, 2012). She was also the Chairperson of ALLBANK Finance Ltd., a subsidiary of Allahabad Bank and Director on the Board of Universal Sompo Insurance Company, a joint venture company of Allahabad Bank, Indian Overseas Bank, Karnataka Bank, Sompo of Japan &amp; Dabar Company.</p> <p>Smt Shubhalakshmi Panse joined as Probationary Officer in Bank of Maharashtra in 1976 and served upto the level of General Manager in Bank of Maharashtra. She has wide experience in the areas of Balance Sheet Management, Funds Management, Treasury Management, Corporate Credit Appraisal, Credit Monitoring &amp; restructuring and NPA Management, expertise in Project Appraisal and Monitoring and Implementation, Business Planning, Conceptualising and Planning the road map of Information &amp; Technology, establishing and putting in place systems and procedures for new business outlets and running them efficiently and effectively, Human Resource Development &amp; Management strategies. She has an experience of about 42 years in the banking industry.</p>
Terms and conditions of appointment & details of remuneration	The draft terms and conditions of her re-appointment as Independent Director are mentioned below and would be available for inspection electronically and the same is available on the website of the Company <a href="http://www.canfinhomes.com">www.canfinhomes.com</a>
No. of meetings of the Board attended during the year	Attended all the eleven (11) board meeting during the FY 2022-23
Directorships, Trustee-ships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Smt Shubhalakshmi Panse is an Independent Director in Sudarshan Chemical Industries Limited and Atul Limited
Memberships/ Chairman-ships of the committee of the Board of Directors of the Company /other Companies	Smt Shubhalakshmi Panse is Chairman of Audit Committee and member of Risk Management Committee in Sudarshan Chemical Industries Limited. She is also a member of CSR Committee of Atul Limited. She is member in Audit Committee, Stakeholders Relationship Committee, Risk Management Committee, Management Committee and Chairperson of Nomination Remuneration & HR Committee of Can Fin Homes Limited.
Listed entities from which the Director has resigned in the past three years	<ul style="list-style-type: none"> <li>(i) Federal Bank Limited,</li> <li>(ii) KPIT Technologies Limited and</li> <li>(iii) PNB Housing Finance Company Ltd.</li> </ul>
Number of shares held in the Company including as a beneficial owner	Smt Shubhalakshmi Panse is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and she has not availed any loan from the Company, as per her declarations.
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	Smt Shubhalakshmi Panse is eligible to receive sitting fee for attending the meetings of the Board (presently ₹ 30,000/- per meeting) and if she becomes the member of any Board Committee(s), she will be eligible for a sitting fee of ₹ 15,000/- per meeting. She would be entitled to a chairing fee of ₹ 5,000/- for holding the position of Chairperson 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. She is also eligible to receive re-imbusement 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, Smt Shubhalakshmi Panse possesses appropriate skills, experience, expertise and knowledge and fulfils the conditions/criteria for appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and that she is independent of the management of the Company.

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

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 Smt Shubhalakshmi Panse, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming her eligibility for such appointment.

She has also submitted a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and confirmed that he continues to satisfy the fit and proper criteria as prescribed and the Deed of covenants as required under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. She has also confirmed that she is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. She has also submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1).

The Board has recommended for passing the resolution seeking the approval of members for the re-appointment of Smt Shubhalakshmi Panse as an Independent Director of the Company for a second term with effect from July 19, 2023 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. She is not liable to retire by rotation.

Your Directors are of the opinion that Smt Shubhalakshmi Panse 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 her appointment as an Independent Director would be in the best interest of the Company.

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

In terms of Sec.149, 150, 152 and other applicable provisions of the Companies Act, 2013 and related rules made thereunder, Smt Shubhalakshmi Panse, being eligible, is proposed to be re-appointed as an Independent Director from this Annual General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2026.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.7 of the Notice.

**In respect of Item No.8 - Appointment of Shri Murali Ramaswami (DIN: 08659944) as an Independent Director**

The Nomination Remuneration & HR Committee at its meeting held on June 19, 2023 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 Murali Ramaswami (DIN: 08659944) and recommended to the Board for his appointment as an Independent Director for a tenure of three years.

Accordingly, the Board of Directors of the Company has appointed Shri Murali Ramaswami (DIN: 08659944) on the Board of the Company with effect from June 19, 2023 as an additional director (Independent) pursuant to Section 161, 149, 152 and all other applicable provisions of the Companies Act,

2013, on the recommendations of the Nomination Remuneration and HR Committee of the Board, subject to appointment by the members as an Independent Director, at the ensuing Annual General Meeting (AGM).

In terms of Section 161 of the Companies Act, 2013, Shri. Murali Ramaswami holds office only up to the date of the ensuing Annual General Meeting. In terms of Regulation 17(1C) of SEBI (LODR) Regulations, 2015, approval of shareholders for appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, this agenda forms part of this Notice.

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 Murali Ramaswami for appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Shri Murali Ramaswami 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.

Brief Profile of Shri Murali Ramaswami, Independent Director 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 Murali Ramaswami
Director Identification Number (DIN)	08659944
Age	63 Years
Nationality	Indian
Date of first appointment on the Board	June 19, 2023
Qualification	AICWA, MBA (Corporate Finance, Foreign Trade & Market Research), CAIIB, Diploma in Business Finance.
Brief profile & nature of expertise in specific functional areas	Over 30 years of experience in Banking sector, Shri Murali Ramaswami reached upto the position of Executive Director in Bank of Baroda and in Vijaya Bank. He had handled the first 3-way amalgamation of Bank of Baroda, Vijaya Bank & Dena Bank as in-charge of Integration Management. He has Diverse and distinct experience of heading Corporate Credit, Treasury and Global Markets, International Operations, Cash Management, Integration Management, Information Technology, Digital Banking & Information Technology. He has expertise in NPA Management, Restructuring & Rehabilitation of units, experience in job evaluation & merit rating. He has handled Disciplinary Proceedings as Enquiry Officer. He is External Member in the panel of Screening Committee for Sanctioning and Recommendation of Compromise Proposal, Sale to ARC/ Bank/ FI/NBFC, empanelled COE Expert in Finance of IPA (Indian Port Association), External Expert in the Interview Committee for the promotion to top Management Scale in Indian Bank, Canara Bank and Indian Overseas Bank. He is a Member of the BFSI Board of the ICAI.
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	Not applicable. Shri Murali Ramaswami has been appointed as an Additional Director w.e.f. June 19, 2023.
Directorships, Trustee-ships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri Murali Ramaswami is an Independent Director in Karur Vysya Bank Limited.
Memberships/ Chairman-ships of the committee of the Board of Directors of the Company /other Companies	He is a member of Management Committee, Audit Committee, Special Committee for Fraud Monitoring, Review Committee for wilful defaulters and non-cooperative borrowers in Karur Vysya Bank. He is the Chairman of Stakeholders Relationship Committee and Member of Nomination Remuneration & HR Committee and Corporate Social Responsibility Committee of Can Fin Homes Limited.
Listed entities from which the Director has resigned in the past three years	He was a Nominee Director on the Boards of India Infra Debt Limited and BOB Capital Markets Ltd.

Number of shares held in the Company including as a beneficial owner	Shri Murali Ramaswami, 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, as per his declarations.
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 Murali Ramaswami is eligible to receive sitting fee for attending the meetings of the Board (presently ₹ 30,000/- per meeting) and if she becomes the member of any Board Committee(s), she will be eligible for a sitting fee of ₹ 15,000/- per meeting. She would be entitled to a charring fee of ₹ 5,000/- for holding the position of Chairperson 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. She is also eligible to receive re-imbusement 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 Murali Ramaswami 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 Act, Rules framed thereunder and the SEBI Listing Regulations, for being appointed as an Independent Director.

He is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act. The requisite Form DIR-8 is received from Shri Murali Ramaswami, 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 the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and confirmed that he continues to satisfy the fit and proper criteria as prescribed and the Deed of covenants as required under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. He has also submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1). Shri Murali Ramaswami has also complied with the requirements under Rule 6 of the Companies (Appointment and qualifications) Rules, 2014.

The Board has recommended for passing the resolution seeking the approval of members for the appointment of Shri Murali

Ramaswami as an Independent Director of the Company with effect from July 19, 2023 pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He is not liable to retire by rotation.

Your Directors are of the opinion that Shri Murali Ramaswami 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 Murali Ramaswami and referred above would be available for inspection by the Members as mentioned in the notes to this Notice.

In terms of Sec.149, 150, 152 and other applicable provisions of the Companies Act, 2013 and related rules made thereunder, Shri Murali Ramaswami, 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 2026.

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



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

In terms of Section 42, 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 35<sup>th</sup> Annual General Meeting of the Company held on September 7, 2022 approval of the Members of the Company was obtained for authorising the Board of Directors of the Company to Offer or Invite for subscription of 'Non-Convertible Debentures (NCDs)' upto an amount of ₹ 4000 Crore only, on private placement basis, in one or more tranches, during the period of one year commencing from the said AGM until the conclusion of the ensuing AGM.

During the year 2022-23 (subsequent to 35<sup>th</sup> AGM), the Company had issued NCDs in two tranches aggregating to ₹ 1,236 Crore with coupon rates varying from 8.08% to 8.45%. The SRNCD outstanding as on March 31, 2023 was ₹ 4,896 Crore, which works out to 16.84% of the total borrowings.

As per SEBI Circular SEBI/HO/DDHS/CIR/ P2018/144 dated November 26, 2018, SEBI has prescribed to raise one fourth (1/4) of incremental borrowings in a given financial year from debt market, which came into effect from April 01, 2019. The Company has been complying with the requirement since then.

Keeping in view the business of the Company, the expected growth in the activities and operations of the Company, the requirement of additional funds through alternative sources and cost of each of such source, it is proposed to offer or invite subscription of bonds or NCDs or tier II bonds, onshore and/or offshore, which may or may not be classified as Tier II capital under the provisions of the RBI-HFC Directions denominated in Indian Rupees and/or any foreign currency, for cash either at par or premium or at a discount to face value, issuance of Redeemable Non- Convertible Debentures (NCDs), secured or unsecured, such other securities described above upto an

amount of ₹ 4,000 Crore (Rupees Four Thousand Crore only), on private placement basis during the period of one year from the conclusion of the 36<sup>th</sup> AGM until the conclusion of the next AGM, in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures/Bonds/such other securities together with the existing borrowings and future borrowings would be within the limits specified by the Members under section 180(1)(c) of Companies Act, 2013 and subject to compliance of all the applicable laws.

The terms of issue of such NCDs would depend upon the requirement of the funds, time of issue, market conditions and availability of alternative sources of funds to the Company and would be decided by the Board or the Committee, if any constituted by the Board. All the required details/ disclosures relating to the issue would be made available in the standard/shelf disclosure document or respective information memorandum, as the case may be.

In order to issue Non-Convertible Debentures/bonds as per the proposed resolutions by way of an offer or invitation for subscription on private placement and in terms of the above-mentioned provisions of the Companies Act, 2013, as amended from time to time and related rules, subject to Directions/Guidelines by the Regulators like NHB, RBI, SEBI, etc., or any other statutory authorities issued from time to time, the prior consent of the Members is sought by way of a Special Resolution.

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

None of the directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolutions.

The Board of Directors recommend the passing of the Special Resolution as set out at Item 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 September 7, 2022 will remain valid only upto the date of this AGM. Hence, this agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

**In respect of Item No.10 - Further issue of shares not exceeding ₹ 1000 Crore**

In order to enable the Company to access the capital market at the appropriate time, the Board of Directors at their meeting held on June 19, 2023, has recommended to the shareholders for approval through special resolution for the proposal to create, offer, issue and allot Equity Shares not exceeding ₹ 1000 Crore.

The Company focuses on four key parameters viz., growth, asset quality, liquidity and profitability. The Company expects to grow at an average rate of 18% to 20% for the next five years. The expected growth rate necessitates infusion of fresh capital to build in adequate cushion in the borrowing capacity of the Company for next 3–4 years and to keep the Capital Adequacy Ratio as well as Leverage Ratio at comfortable levels.

At the 35<sup>th</sup> AGM of the Company held on September 07, 2022 approval of the Members of the Company was obtained (vide Agenda No.9) 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 2022-23, though approval was taken from the members.

Our loan book has grown by 8% for the FY 2022-23 and keeping in view the current scenario, we have projected ₹ 38,176 Crore as loan outstanding as on March 31, 2024.

The Capital Adequacy Ratio of the Company as on March 31, 2023 was at 23.07%, which was well above the regulatory requirement of 15%. However, there is a need to improve the leverage ratio considering the growth potential to be tapped and hence, there is a need to infuse Tier-1 capital.

As the validity of the resolutions obtained in the 35<sup>th</sup> AGM for issue of shares by way of QIPs is restricted to one year, in order to increase the Company's Tier I capital, the Board of Directors have decided and to raise Capital to the extent of ₹ 1,000 Crores (including premium) through Follow-on Issue, and/or Rights Issue, and/or Preferential Issue, and/or Qualified Institutional Placement and/or other permitted mode of raising capital and recommended the same to the members for approval.

The Board seeks authorization for taking a decision on the time of issue, type of issue, number of shares to be issues, 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 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. Further, The approval given by members for further issues of Capital by way of Qualified Institutional placement, at the last AGM held on September 07, 2022, will remain valid only for 365 days, i.e. upto September 6, 2023. Hence, this agenda item is considered unavoidable and forms part of this Notice in terms of the Circular No.20/2020 and General Circular No. 02/2022 read with General Circular No. 10/2022 issued by the Ministry of Corporate Affairs.

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

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

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

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

#### **In respect of Item No.11 – To alter the Articles of Association**

The Securities and Exchange Board of India (“SEBI”) had notified SEBI (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 vide its notification dated February 02, 2023. Accordingly, the Company has to amend its Articles of Association in order to meet the obligation to meet its obligation with the amendment which is as follows:

“(6) If an issuer is a company, it shall ensure that its Articles of Association require its Board of Directors to appoint the person nominated by the debenture trustee(s) in terms of clause (e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 as a director on its Board of Directors:

Provided that the issuer whose debt securities are listed as on the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2023 in the official gazette, shall amend its Articles of Association to comply with this provision, on or before September 30, 2023:

Provided further that the issuer, which is in default of payment of interest or repayment of principal amount in respect of listed debt securities, shall appoint the person nominated by the debenture trustee(s) as a director on its Board of Directors, within one month from date of receipt of nomination from the debenture trustee or the date of publication of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities)(Amendment) Regulations, 2023 in the official gazette, whichever is later.”

Further, clause(e) of sub-regulation (1) of regulation 15 of the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 states as under:

“It shall be the duty of every debenture trustee to appoint a nominee director on the Board of the company in the event of:

- (i) two consecutive defaults in payment of interest to the debenture holders; or
- (ii) default in creation of security for debentures; or
- (iii) default in redemption of debentures.”

Since your company is debt listed, it has to amend its articles of Association so as to enable the Board of Directors to appoint the person nominated by the debenture trustee as Nominee Director. Hence, it is proposed to alter the existing AOA of the Company by inserting Article 25.3A after Article 25.3 as an enabling clause which gives authority to Board of Directors to appoint a director if any nominated by Debenture trustee.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution. Hence, the Board of Directors recommend the resolution set forth in Item No.10 for the approval of the members.

A copy of the existing Articles of Association of the company as well as the specimen of the amended Articles of Association of the company are available for inspection by Members at the registered office of the company on any working day during office hours of the Company.

None of the Director and Key Managerial Personnel of the Company and the relatives of the directors or Key Managerial Personnel is concerned or interested, financially or otherwise, in the said resolutions.

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

Sd/-

Place: Bengaluru  
Date: June 19, 2023

**Veena G Kamath**  
DGM & Company Secretary