



Can Fin Homes Limited

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Basavanagudi, Bengaluru 560 004, Karnataka, India
Corporate Identity Number (CIN): L85110KA1987PLC008699
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Notice of the 35th Annual General Meeting

NOTICE is hereby given that the THIRTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on September 07, 2022, 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, 2022 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 ₹1.50 per equity share of face value of ₹2 each for the Financial Year ended March 31, 2022.

3. Re-appointment of Shri L V Prabhakar as Director

To appoint a Director in place of Shri L V Prabhakar (DIN-08110715), Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

As Ordinary Resolution(s)

4. Related Party Transactions/ Arrangements

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

"RESOLVED THAT in furtherance of the Resolutions passed at the Thirty-second Annual General Meeting of the Company held on July 17, 2019, pursuant to Section

188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable provisions including any amendment, modification or re-enactment thereof, 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 the Audit Committee of Board) for entering into, carrying out and/or continuing with the transactions and arrangements (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with the related parties viz., Canara Bank and/or their subsidiaries and/or associates and/or any of their joint venture companies, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise, with respect to the transactions entered into or to be entered into with them in terms of Section 188 of the Act, as fully set out in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice, notwithstanding that each of these related party transactions, may exceed the limits prescribed under Section 188 of the Companies Act, 2013 and/or any other statutes or regulations including the materiality threshold prescribed under Regulation 23 of the Listing Regulations, as may be applicable from time to time, without being required to seek any further consent or approval of the members.

RESOLVED FURTHER THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and other applicable Regulations thereunder and the applicable provisions of the Companies Act, 2013 ('Act') read with related rules, if any, including any amendment, modification, variation or re-enactment thereof, the approval of the Members be and is hereby accorded to the Board to enter into, carrying out and/or continuing with the transactions, arrangements and contracts (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the Canara Bank, (Promoter), being a related party, from the conclusion of this Annual General

Meeting until the conclusion of the 36th Annual General Meeting of the Company or such other period as may be statutorily allowed/ permitted, whether by way of renewal(s) or extension(s) or modification(s) of earlier arrangements/ transactions or otherwise including the transactions of routine banking transactions and other transactions in the ordinary course of business more specifically set out in the explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, annexed to this Notice; notwithstanding that all the above transactions individually or in the aggregate, may exceed the limits prescribed under Regulation 23 of Listing Regulations or any other materiality threshold as may be applicable from time to time and all actions taken by the Board in connection with the transactions since April 1, 2022, within the limits already approved by the members on July 17, 2019 be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments, writings, as may be required, take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above, with power to settle all questions, difficulties and doubts that may arise in relation to the above as it may in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any Committee of Directors and/or directors and/or officers of the Company, to give effect to these resolutions."

As Special Resolution(s)

5. Appointment of Shri Arvind Narayan Yennemadi as an Independent Director

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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, the appointment of Shri Arvind Narayan Yennemadi (DIN: 07402047), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and 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 Arvind Narayan Yennemadi 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 2024-25 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."

6. Appointment of Shri Anup Sankar Bhattacharya as an Independent Director

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

"RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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, the appointment of Shri Anup Sankar Bhattacharya (DIN: 02719232), that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, 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 Anup Sankar Bhattacharya 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 2024-25 and whose office shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of his tenure in terms of the offer of his appointment."

7. To borrow amounts not exceeding ₹35,000 Crore

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

“RESOLVED THAT in supersession of the resolutions passed by the Members at the Thirty Fourth Annual General Meeting of the Company held on September 08, 2021, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and read with the Articles of Association of the Company, relevant regulations/directions as may be prescribed by the National Housing Bank/Reserve Bank of India from time to time, to continue to borrow from time to time any sum or sums of money(ies) on behalf of the Company as they deem requisite and/or expedient for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company would exceed the aggregate of paid-up share capital, it's free reserves and securities premium of the Company, provided that the total amount upto which money(ies) borrowed by the Board of Directors of the Company at any time, including the temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed ₹35,000 Crore (Rupees Thirty Five Thousand Crore only).”

8. 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

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 and other applicable provisions, if any, of the Companies Act, 2013, the Master Direction–Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, 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 ₹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).

9. Further issue of shares not exceeding ₹1000 Crore

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder, the relevant provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (SEBI) Act, 1992 and the rules and regulations made thereunder including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ["ICDR Regulations"], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the "Stock Exchanges"), the provisions of the Foreign Exchange Management Act, 1999 ("FEMA"), including the, the Foreign Exchange Management (Transfer or issue of any foreign security) Regulations, 2004, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (including any amendment(s), modification(s), variation(s) or re-enactment(s) to the above laws), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law, rules or regulations, in India or outside India, including without limitation, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India as amended, and in accordance with such other rules, regulations, guidelines, notifications, circulars and clarifications issued/to be issued from time to time by the Government of India ("GOI"), the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies ("ROC"), the Ministry of Corporate Affairs ("MCA"), National Housing Bank ("NHB"), BSE Limited and the National Stock Exchange of India Limited and such other statutory and regulatory authorities (hereinafter referred to as 'regulatory authorities'), from time to time, and to the extent applicable and subject to approvals, consents, permissions and/ or sanctions, if any required, from any statutory or regulatory authorities and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by these Resolutions), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, such number of fully paid Equity Shares of the Company of face value of ₹2/-

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

RESOLVED FURTHER THAT the allotment of Securities, in case of QIP or any other mode as per the above resolutions pursuant to Chapter V and/or Chapter VI of ICDR Regulations, shall be made to the QIBs or such other Investors within the meaning prescribed under the said regulations and such securities shall be fully paid-up and the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) to be completed within 365 days from the date of passing of these Resolutions or such other time as may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter V and/or Chapter VI of ICDR Regulations,

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

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

Sd/-

Veena G Kamath

DGM & Company Secretary

Place: Bengaluru

Date: August 04, 2022

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 and General Circular No.02/2022 dated May 5, 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 Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), 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. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11) and 36(3) of SEBI-LODR setting out the material facts concerning agenda No. 3 and special business under agenda Nos.4 to 9 in the Notice, is annexed.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy, to attend and vote on his/her behalf, and such proxy need not be a member of the Company. Since the AGM is being held in accordance with the 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 28, 2021 as approved by the Board. Further, the Board in their meeting held on April 29, 2022, has recommended a final Dividend of ₹1.50 per equity share of face value of ₹2/- each.
5. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, August 19, 2022 (Friday) is fixed as the 'Record Date' for determining

entitlement of the Members to a final Dividend of ₹1.50 per equity share of face value of ₹2/- each for the FY 2021-22.

6. The final Dividend amounts will be paid subject to approval of the Members in the AGM. If approved, the Company will pay the Dividend amounts, within 10 days from the date of AGM to the Members, whose name appear in the Register of Members as at the close of business hours on August 19, 2022, 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 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 2021-22 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 2021-22 will also be available on the Company's website www.canfinhomes.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL 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. September 07, 2022. Members seeking to inspect such documents can send an email to 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 and auditors

at the AGM are furnished in the explanatory statement forming part of this Notice. The directors and auditors have furnished consent(s)/declaration(s) for their appointment/re-appointment as required under the Companies Act, 2013 and related Rules and as per NHB/RBI Directions.

10. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2021-22 or on any other related subject may write to the Company at e-mail IDs; accounts@canfinhomes.com or 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/FAQTAX-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(i) below for updating PAN etc. under General Information).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H/Tax exemption certificate, to avail the benefit of non-deduction of tax at source by e-mail to investor.relationship@canfinhomes.com by August 25, 2022.

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 2021-22, 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 August 31, 2022.

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, as the Scrutinizer for ensuring e-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman (who shall countersign the same) after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA and will also be displayed on the Company's website www.canfinhomes.com

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 Circulars cited above. Also, the Company has provided a facility to the members to exercise their rights to vote electronically through electronic voting service facility made available by NSDL.

13. **Voting through electronic means (e-Voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the Members to exercise their right to vote electronically through electronic voting (e-Voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through electronic voting system 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, September 3, 2022 (9:00 a.m. IST) and ends on Tuesday, September 6, 2022 (5:00 p.m. IST).** During this period, Members holding shares either in physical form or in dematerialized form, as on **Thursday, September 1, 2022 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.

l) 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>A. NSDL IDEAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 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. 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. 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. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsd.com/ 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <p>Please follow steps given in points (1) to (5) above.</p> <p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 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.

Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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 <ul style="list-style-type: none"> - 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.
	<p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p>
	<p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> 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 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 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	<ol style="list-style-type: none"> 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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 Open the e-mail and open the attachment i.e. a pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for

- shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- ii) 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
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 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.
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 with a copy marked to 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. Soni Singh at 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

Step 2: 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".

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

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. 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 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. 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 on or before September 01, 2022.

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 / 1800 1020 990 and 1800 22 44 30 or contact Ms. Soni Singh – NSDL at 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. 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. 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 2014–15 remaining unclaimed and unpaid as on August 10, 2022 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 2015–16 to 2020–21 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 2021–22, 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 2013–14, to 'IEPF Demat Account' in accordance with the procedure prescribed. The Company had sent reminder letters dated May 23,

2022 to all the shareholders (2103 Nos.), who have not claimed their dividend amounts pertaining to 2014–15 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 by August 13, 2022.

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 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)
 - i) by clicking on <https://www.canfinhomes.com/shareholder-request-detail.aspx> and uploading the required documents or
 - ii) by writing to the Company with details of Folio Number and attaching a self-attested copy of PAN card at investor.relationship@canfinhomes.com or to Canbank Computer Services Limited at naidu@ccsl.co.in or
 - iii) by sending an SMS to the number '9971393333', mentioning 'INVESTOR<space>Folio Number <space>e- mail address'.
 - iv) The forms (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/ECS-mandate-Physical-Holding.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, 2nd Main, Sampige Road (near 14th Cross), Malleshwaram, Bengaluru-560003; e-mail: 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 9 of this Notice.

In respect of Agenda No.3 - Re-appointment of Shri L V Prabhakar as Director

Shri L V Prabhakar, was appointed as an Additional Director (Non-executive Promoter) w.e.f. July 30, 2020 on the Board of the Company and he has been appointed by the Members as a Director at the 33rd Annual General Meeting held on August 26, 2020. He is a Non-Executive Promoter Director and the Chairman of the Company. In terms of section 152(6)(d) of the Act, Shri L V Prabhakar (Non-executive promoter director), being longest in the office since his last appointment, would be liable to retire by rotation at this 35th AGM of the Company and eligible to be re-appointed as a Director at the same meeting.

Resolution 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, the following particulars relating to Shri L V Prabhakar (DIN 08110715), Director, are provided for the information of Members.

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

Name of the Director	Shri L V Prabhakar
Director Identification Number (DIN)	08110715
Age	59 years
Nationality	Indian
Date of first appointment on the Board	July 30, 2020
Qualification	Shri L V Prabhakar holds a Master's Degree in Agriculture and a Certified Associate of Indian Institute of Bankers (CAIIB).
Brief profile & nature of expertise in specific functional areas	Shri L V Prabhakar is currently serving as the Managing Director & Chief Executive Officer of Canara Bank. He has over 35 years of rich experience in banking, spread across a spectrum of domains. He is a member on the Boards of two listed entities viz., Can Fin Homes Limited and Canara Bank. He is the Chairman of Canara Robeco Asset Management Co. Ltd., Canara HSBC Insurance Company Ltd. and Can Fin Homes Ltd. He is the Chairman of IBA Standing Committee on Payment Systems & Banking Technology. He is the Vice President of the Governing Council of Indian Institute of Banking & Finance (IIBF) and Director in National Institute of Banking Management (NIBM). Prior to joining Canara Bank, Shri L V Prabhakar worked as the Executive Director of Punjab National Bank. He handled various verticals of the Bank viz., Credit, Treasury and Human Resources. He was also instrumental in strengthening systems and procedures by taking initiatives in Stressed Assets Management Vertical, Digitization of Trade Finance, etc. He has also served on the Boards of PNB Metlife India Insurance, PNB Housing Finance Limited and Everest Bank Ltd. Nepal.

Terms and conditions of Re- appointment & details of remuneration	Shri L V Prabhakar would be re-appointed as a director, liable to retire by rotation, at the 35th Annual General Meeting of the Company scheduled to be held on September 07, 2022. He is eligible for sitting fee of ₹35,000/- for attending and chairing a meeting of the Board and ₹20,000/- for Chairing the Meeting of Corporate Social Responsibility (CSR) Committee. The sitting fee payable to Shri L V Prabhakar is liable to be paid to Canara Bank. He is also eligible to receive re-imburement of expenses incurred towards travel, hotel and other incidental expenses incurred by him, if any, in the performance of his role and duties. 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.
No. of meetings of the Board attended during the year	Attended 10 meetings during the FY 2022 out of 10 meetings held.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is the MD & CEO in Canara Bank, a listed entity and Director (Promoter Non-Executive) in your Company. He is a director in Indian Institute of Banking & Finance, Canara Robeco Asset Management Company Limited, Canara HSBC Life Insurance Company Ltd.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company/other Companies	He is the Chairman of Corporate Social Responsibility (CSR) Committee of the Board of your Company.
Listed entities from which the Director has resigned in the past three years	He has also served on the Board of PNB Housing Finance Limited.
Number of shares held in the Company including as a beneficial owner	As confirmed/declared by him, Shri L V Prabhakar is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the directors are related inter-se. No Director, other than Shri Debashish Mukherjee, Executive Director of Canara Bank and Shri Amitabh Chatterjee (Dy. Managing Director and KMP of the Company) Dy. General Manager, Canara Bank and no other 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 agenda.

He is not disqualified from being re-appointed as a director in terms of under sub-section (2) of Section 164 of the Companies Act, 2013. The requisite form DIR-8 is received from him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility.

Shri L V Prabhakar has confirmed that he continues to satisfy the fit and proper criteria as prescribed under the RBI Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC 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. Shri L V Prabhakar is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards various stakeholders.

The Nomination Remuneration & HR Committee at its meeting held on August 02, 2022 has determined that Shri L V Prabhakar 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, 2022. Your directors are of the opinion that Shri L V Prabhakar fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and Non-Banking Financial Company–Housing Finance

Company (Reserve Bank) Directions, 2021, for re-appointment as a Director and his appointment as a Director would be in the best interest of the Company.

Consents, declarations etc., referred above would be available for inspection by the Members as mentioned in the notes to this Notice.

The Board of Directors at their meeting held on August 04, 2022 has recommended for re-appointment of Shri L V Prabhakar, as a Director, as proposed at Agenda No.3 (Ordinary Business) of the Notice.

In respect of Agenda No.4- 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 32nd Annual General Meeting held on July 17, 2019 have given prior approval for related party transactions for aggregate amounts not exceeding Rs.6000/- Crore (Rupees Six Thousand Crore only).

In terms of Section 188 of the Companies Act, 2013 and Companies (Amendment) Acts thereafter, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a Company shall not enter into any contract or arrangement or transactions with a related party(ies) for transactions for amounts exceeding the threshold limits prescribed under Rule 15 referred above, viz., if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements. Accordingly, transactions with the related parties shown in the table below come within the meaning of Related Party transactions in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transactions proposed to be entered into by your Company with the related parties shown in the table below for the period from this Annual General Meeting upto the Annual General Meeting of the Company for the year 2023.

The particulars of the proposed transactions and/or contracts and/or arrangements with the related parties are provided below:

Sl. No.	Particulars						
1	Name of the Related Party	Canara Bank		Canbank Computer Services Limited		Canara HSBC Life Insurance Company Limited	
2	Name of the Director or KMP who is related	Shri L V Prabhakar, MD & CEO of Canara Bank (Chairman of the Company) Shri Debashish Mukherjee, ED of Canara Bank (Director of the Company) Shri Amitabh Chatterjee, DGM of Canara Bank (Dy. Managing Director of the Company)					
3	Nature of Relationship	Promoter (Sponsor)	Limit (Rs. Crores)	Subsidiary of Canara Bank, Promoter	Limit (Rs. Crores)	Subsidiary of Canara Bank, Promoter	Limit (Rs. Crores)
4	Nature, material items, monetary value and particulars of the contract	1. Availing term loans, debt securities convertible or non-convertible, shares, commercial papers, and overdraft facilities, including interest thereon.	4,000	1. Registrar and Transfer Agency Charges	0.50	1. Corporate Agency Business with the Company	100
	2. Placing of Fixed Deposits and earning interest thereon	1,000	2. Recovery Call Centre units	2. Investment in the NCDs issued by the Company and payment of interest on such NCDs.			
	3. 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, etc.	1,000	3. Information Technology Solutions				

Note: Any other information relevant or important for the member to take a decision on the proposed resolution:

The over all related party transactions with Canara Bank, its Subsidiaries/ Associates/ Joint Venture Companies, approved by the members at the Annual General Meeting held on July 17, 2019 was Rs.6,000 Crore.

The Company has opened a DEMAT account with Canara Bank Securities Ltd. Apart from the transactions detailed above, other subsidiaries/Associates/Joint venture companies of Canara Bank may enter into related party transactions like investment in the securities, commercial papers, etc. issued by the Company or any other transactions by Canara Robeco Asset Management Company, Canbank Factors Ltd., Canbank Computer Services Ltd., Canbank Financial Services Ltd., Canbank Venture Capital Fund, etc. in the normal course of business and at arm's length, which will not be material and cannot be quantified at this point of time. However, the same may not exceed the aggregate limit of Rs.6,000 Crore.

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, necessitating obtaining prior approval of the shareholders. Accordingly, prior approval of members is being sought for entering into the above mentioned material related party transactions with Canara Bank from the conclusion of the 35th Annual General Meeting till the conclusion of the 36th Annual General Meeting of the Company or such other period as may be statutorily allowed or permitted. Further since the SEBI Circular referred above applies to transactions with effect from April 01, 2022, all actions taken by the Board in connection with the matters referred to or contemplated in these resolutions are requested to be approved, ratified and confirmed by members.

The transactions/arrangements/contracts with the said subsidiaries and/or associates and/or joint venture companies are in the ordinary course of business and at arm's length and the transactions are within the materiality thresholds.

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

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.

Though the above transactions are in the ordinary course of business of the company and on arm's length basis, for abundant

caution and from a better corporate governance perspective, the approval of the members is being sought under Section 188 of the Companies Act, 2013 and the rules thereunder.

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 L V Prabhakar (Managing Director & CEO, Canara Bank), Shri Debashish Mukherjee (Executive Director, Canara Bank) and Shri Amitabh Chatterjee (Dy. General Manager, Canara Bank), or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.4 of the Notice, for the approval of members.

As per the clarifications provided by SEBI vide its Circular dated April 08, 2022 in respect of Regulation 23 of the Listing Regulations, this agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

The members may please note that all the related parties of the Company are prohibited from voting on Resolution No.4 of this Notice.

In respect of Agenda No.5 - Appointment of Shri Arvind Narayan Yennemadi as an Independent Director

The Nomination Remuneration & HR Committee at its meeting held on August 02, 2022, 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 Arvind Narayan Yennemadi, (DIN: 07402047) and recommended to the Board for his appointment as an Independent Director.

Accordingly, the Board of Directors of the Company has appointed Shri Arvind Narayan Yennemadi (DIN: 07402047), on the Board of the Company with effect from August 04, 2022 as an additional director and as an Independent Director 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 approval of appointment by the members. In terms of Section 161 of the Companies Act, 2013, Shri Arvind Narayan Yennemadi holds office as an additional director only up to the date of the ensuing Annual General Meeting.

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 Arvind Narayan Yennemadi for appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Shri Arvind Narayan Yennemadi is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his Consent in writing to act as director in Form DIR-2 pursuant to Sec.152 of the Act.

Brief Profile of Shri Arvind Narayan Yennemadi, Independent Director pursuant to SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Shri Arvind Narayan Yennemadi
Director Identification Number (DIN)	07402047
Age	69 years
Nationality	Indian
Date of first appointment on the Board	August 04, 2022
Qualification	Chartered Accountant from the Institute of Chartered Accountants of India, B.Com from Mumbai University, D.I.S.A. qualified.
Brief profile & nature of expertise in specific functional areas	<p>Shri Yennemadi has over 45 years' experience in the audits of Public/ Private Sector Banks as Concurrent/ Statutory Auditor and has domain knowledge in the field of Taxation. Handled Audit function in Kamani Engineering Limited, Mumbai (May 1977 till March 1978) looking after the Site Expense Control & Monitoring. Practiced in a Partnership firm of Karnik Yennemadi & Co. (April 1978 till March 1996) Mumbai, mainly carrying out- Audits of Pvt. Ltd Co's (Client's in industries such as Automotive, Electricity Transmission, Heavy Engineering, Composite Textile Mill, Agricultural Produce & Marketing, Petroleum & Refinery, Courier Service, etc.)</p> <p>He has handled Concurrent audits of Co-operative Banks/ NBFC's, Statutory/ Special Audits for branches of PSB's such as Oriental Bank, Andhra Bank, IndusInd Bank, Punjab & Sindh Bank, etc., Special Investigation Audits for MSFC, Central Bank of India, Bank of India on behalf of BIFR. He has been handling Call Back operations for Payment Control Division for HDFC Bank (CPU) since 2007 till date. Has recently carried out testing of Internal Financial Controls for a Foreign Bank. He also renders taxation services including representation at Appellate Level. Joined RAY & RAY, as Partner, having offices in all the Metros (April 1996 till Date). He has also handled audits of Large Public Sector banks such as:-Bank of Baroda: Treasury (SITB) Ops/Money Market Ops, International Division, HO audit consolidation (Central Statutory Audit), Punjab National Bank (Branch Statutory Audit), Union Bank of India (Branch Concurrent audits), Punjab National Bank (Mid -Corporate Branch), Dena Bank (Treasury), State Bank of India (International Branches), Bank of India, Oriental Bank of Commerce, Axis Bank, Andhra Bank, Corporation Bank (All Branch/Statutory branch Audits) along with Statutory audits of FI's such as IFCI & IDBI.</p>
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 www.canfinhomes.com
No. of meetings of the Board attended during the year	Not applicable.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri Yennemadi has been appointed as an Additional Director in the current financial year i.e., on August 04, 2022. The proposal for his appointment as an Independent Director is placed before the members in this Annual General Meeting.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company /other Companies	Shri Yennemadi is presently working as a partner in RAY & RAY, Chartered Accountants and a Director in RAY & RAY Consultants Pvt. Ltd.
	Nil.
	He is not a member of any Committees of the Board of the Company/ other Companies.

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	As declared/confirmed by Shri Yennemadi, he is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the Directors are related inter-se. 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 agenda.
Details of remuneration sought to be paid, if any	Shri Arvind Narayan Yennemadi is eligible to receive sitting fee for attending the meetings of the Board (presently ₹30,000/- per meeting) and if he becomes the member of any Board Committee(s), he will be eligible for a sitting fee of ₹15,000/- per meeting. Additional chairing fee of ₹5,000/- for the Chairperson of the Board and Committees, if any, will be paid. The sitting fee will be reviewed and revised by the Board from time to time, within the ceiling limit prescribed under the Companies Act, 2013. He is also eligible to receive re-imbursalment of expenses incurred towards travel, hotel and other incidental expenses incurred by the Director in the performance of their role and duties.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement)	In the opinion of the Board, Shri Arvind Narayan Yennemadi possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.

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 Arvind N Yennemadi, 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 Arvind N Yennemadi 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 Arvind N Yennemadi as an Independent Director of the Company with effect from September 07, 2022 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 Arvind N Yennemadi fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 for 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 etc., 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 Arvind, 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 2025.

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

In terms of Sec.161 of the Companies Act, 2013, the Additional Director appointed by the Board holds office upto the date of the ensuing AGM and he shall be appointed as a Director by the Members at this AGM. Hence, this agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

In respect of Agenda No.6- Appointment of Shri Anup Sankar Bhattacharya as an Independent Director

The Nomination Remuneration & HR Committee at its meeting held on August 02, 2022, 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 Anup Sankar Bhattacharya, (DIN: 02719232) and recommended to the Board for his appointment as an Independent Director.

Accordingly, the Board of Directors of the Company has appointed Shri Anup Sankar Bhattacharya (DIN: 02719232), on the Board of the Company with effect from August 04, 2022 as an Additional Director and as an Independent Director 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 approval of appointment by the members. In terms of Section 161 of the Companies Act, 2013, Shri Anup Sankar Bhattacharya holds office as an additional director only up to the date of the ensuing Annual General Meeting.

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 Anup Sankar Bhattacharya for appointment as an Independent Director of the Company at the ensuing Annual General Meeting. Shri Anup Sankar Bhattacharya is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his Consent in writing to act as Director in Form DIR-2 pursuant to Sec.152 of the Act.

Brief Profile of Shri Anup Sankar Bhattacharya, Independent Director pursuant to SS-2 ("Secretarial Standard on General Meetings"), Regulation 36(3) of the SEBI Listing Regulations and other applicable provisions, is provided in the table below:

Name of the Director	Shri Anup Sankar Bhattacharya
Director Identification Number (DIN)	02719232
Age	70 years
Nationality	Indian
Date of first appointment on the Board	August 04, 2022
Qualification	BSc (Agri) Hons., University of Kalyani, West Bengal.
Brief profile & nature of expertise in specific functional areas	<p>Presently he is an Independent Director on the Board of India SME Asset Reconstruction Company Limited (a SIDBI promoted Assets Reconstruction Company). He had served as the Director (CEO), IBPS, a premier Institute in the field of Selection, Assessment and Employment testing for banking organizations and a number of non-banking Institutions. He was member of the Governing Council of Indian Institute of Banking & Finance. He is an Honorary Fellow of Indian Institute of Banking & Finance.</p> <p>He had served as the Chairman & Managing Director of Bank of Maharashtra. He has rich experience coupled with an in-depth knowledge of the Banking Industry from across various markets in India. During his career as a banker, he has handled several crucial portfolios like the Executive Director, Member of Audit Committee, Member of Management Committee, Member of Shareholders & Investors Grievance Committee, Member of Share Transfer Committee, Member of Committee to Monitor Large Value Frauds, Member of Committee of Directors (Vigilance), Member of Customer Service Committee, Member of Risk Management Committee and Member of Technology Committee.</p> <p>He was also the member of the Management Committee of the Indian Banks Association (IBA) and the member of the personnel committee of the Indian Bank Association. From 1971 to 1992, he had worked in United Bank of India holding different positions ranging from officer to General Manager. As the General Manager he was posted in Head Office in Kolkata. As General Manager he had managed important portfolios like Human Resources, General Administration, Priority Sector, IT, Board and coordination.</p> <p>In October 2008, he joined Indian Bank as its Executive Director. He also held the position of Chairman of subsidiaries of Indian Bank, viz. Ind Bank Merchant Banking Services Ltd., Indfund Management Ltd. and Ind Bank Housing Limited since July 2009.</p> <p>He has participated in International Banking Summer School at Baden (Austria), workshops and training Programs organized by Administrative Staff College of India in Hyderabad, Indian Institute of Management (IIM) Kolkata, National Institute of Bank Management, Pune and Reserve Bank of India.</p>

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 at www.canfinhomes.com
No. of meetings of the Board attended during the year	Not applicable. Shri Anup Sankar Bhattacharya has been appointed as an Additional Director in the current financial year i.e., on August 04, 2022. The proposal for his appointment as an Independent Director is placed before the ensuing Annual General Meeting.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Shri Anup Sankar Bhattacharya is presently a Director on the Board of India SME Asset Reconstruction Co. Ltd.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company /other Companies	Nil. He is not a member of any of the Committees of the Board of the Company. He is a member in Audit Committee and Chairman of CSR Committee and Nomination Remuneration Committee of India SME Asset Reconstruction Company 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	As declared/confirmed by Shri Bhattacharya, he is not holding any equity share in the Company (both own and held by/ for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the Directors are related inter-se. 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 agenda.
Details of remuneration sought to be paid, if any	Shri Anup Sankar Bhattacharya is eligible to receive sitting fee for attending the meetings of the Board (presently ₹30,000/- per meeting) and if he becomes the member of any Board Committee(s), he will be eligible for a sitting fee of ₹15,000/- per meeting. Additional chairing fee of ₹5000/- for the Chairperson of the Board and Committees, if any, will be paid. The sitting fee will be reviewed and revised by the Board from time to time, within the ceiling limit prescribed under the Companies Act, 2013. He is also eligible to receive re-imbursment of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of their role and duties.
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement)	In the opinion of the Board, Shri Anup Sankar Bhattacharya possesses appropriate skills, experience & knowledge and fulfils the conditions for appointment as Independent Director as specified in the Act and the SEBI Listing Regulations and that he is independent of the management of the Company.

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 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 Anup Sankar Bhattacharya, 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 Anup Sankar Bhattacharya 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

Anup Sankar Bhattacharya as an Independent Director of the Company with effect from September 07, 2022 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 Anup Sankar Bhattacharya 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 etc., 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 Anup Sankar Bhattacharya, 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 2025.

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

In terms of Sec.161 of the Companies Act, 2013, the Additional Director appointed by the Board holds office upto the date of the ensuing AGM and he shall be appointed as a Director by the Members at this AGM. Hence, this agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

In respect of Agenda No.7 - To borrow amounts not exceeding ₹35,000 Crore

At the 34th Annual General Meeting (AGM) of the Company held on September 08, 2021, the shareholders have accorded consent u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing money(ies) in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹30,000 Crore (including temporary loans obtained from the Company's Bankers in the ordinary course of business). At the 28th Annual General Meeting held on July 08, 2015, the shareholders have authorised the Board of Directors of the Company u/s. 180(1) (a) to create security to the extent of the borrowing limits approved by the Members from time to time.

The total borrowings of the Company as on March 31, 2022 was ₹24,647.68 Crore. As per NHB/RBI Master directions, for

the financial year ended March 31, 2023, the maximum amount that the Company can borrow shall not exceed 12 times of the net owned funds as per the last audited balance sheet. As on March 31, 2022, the NOF was ₹3,001.61 Crore (net of Dividend outflow) and hence our borrowing limit shall not exceed ₹36,019 Crore at the end of the year 2022-23. The Borrowing Power of ₹35,000 Crore sought by the Company will be valid till the outstanding borrowing of the Company reaches the limit approved at this AGM. Though the approved limit is higher than the projected book size i.e., ₹32,100 Crore for FY23, the limits will be availed by the Company only based on the actual requirement. However, a higher limit will help the Company to approach various Banks/ Institutions and have sufficient cost-effective funds at our disposal.

In view of the above, it is considered desirable to increase the Company's existing borrowing limit from ₹30,000 Crore to ₹35,000 Crore. In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the Members is sought through the resolution(s) proposed at Agenda No.7 by way of special resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of ₹35,000 Crore (Rupees Thirty- Five Thousand Crore) only, including the temporary loans obtained from Company's Bankers in the ordinary course of business. Accordingly, the aggregate amounts borrowed, which are outstanding at a given point of time shall not exceed the limit of ₹35,000/- Crore as recommended by the Board to the Members for their consent.

The borrowings of the Company include term loans, overdraft facilities, issue of non-convertible debentures, commercial papers, acceptance of deposits from public, etc. All the related documents and registers referred to in the Notice, 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 resolution, except for borrowings, if any, from Canara Bank, in which case Shri L V Prabhakar (MD and CEO of Canara Bank), Shri Debashish Mukherjee (Executive Director of Canara Bank) and Shri Amitabh Chatterjee (Dy. General Manager, Canara Bank) shall be deemed to be the interested directors.

The Board of Directors therefore, recommends the passing of the special resolution as set out at Agenda No.7 of this Notice, for approval of the Members.

As the Company is a housing finance institution and its main business is providing loans, borrowing through various sources is inevitable. Hence, this agenda item for enhancing borrowing limit is considered unavoidable and forms part of this Notice, in terms MCA Circulars.

In respect of Agenda No.8 - 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 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 34th AGM of the Company held on September 8, 2021 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 2021-22 (subsequent to 34th AGM), the Company has issued NCDs in five tranches aggregating to ₹2,135 Crore with coupon rates varying from 6.10% to 6.85%. The SRNCD outstanding as on March 31, 2022 was ₹3,320 Crore, which works out to 13.07% 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.

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 35th 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 alternative sources of funds available to the Company and would be decided by the Board or the Committee, if any constituted by the Board. All the required details/ disclosures relating to the issue would be made available in the standard/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 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 Agenda No.8 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 8, 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 Agenda No.9 - 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 August 04, 2022 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 34th AGM of the Company held on September 08, 2021 approval of the Members of the Company was obtained for authorizing the Board of Directors of the Company for raising Tier I Capital – By way of issue of Qualified Institutional Placement (QIP). Since the growth did not pick-up as expected during FY 2021–22 due to Covid 19 second wave, the Company continued to deliver a better ROE, additional internal accruals had kept the CAR as well as leverage ratio at comfortable levels. Hence, the Company did not raise any capital during FY 2021–22, though approval was taken from the Members.

As per the Business Plan of the Company for 2022–23 approved by the Board of Directors, ₹32,100 crore has been projected as outstanding loan book as on March 31, 2023. Our loan book has grown by 20% for the FY22 and keeping in view the current scenario, we have projected ₹32,100 Crore as loan outstanding.

The Capital Adequacy Ratio of the Company as on March 31, 2022 was at 23.15% which was well above the regulatory requirement of 15%. However, the Leverage Ratio was expected to remain around 8% over a period of time. Generally, lender/banks are comfortable with DER of around 7–8% and hence, there is a need to infuse Tier-1 capital.

As the validity of the resolutions obtained in the 34th 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 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. 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 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.

All the documents referred in the Notice are available for inspection at the Registered Office of the Company. The Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.9 of the Notice.

The approval given by members for further issues of Capital by way of Qualified Institutional placement, at the last AGM held on September 8, 2021, will remain valid only for 365 days, i.e. upto September 7, 2022. Hence, the agenda item is considered unavoidable in terms of MCA Circulars and forms part of this Notice.

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.

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

Place: Bengaluru
Date: August 04, 2022

Sd/-
Veena G Kamath
DGM & Company Secretary