CAN FIN HOMES LIMITED

Registered Office: No. 29/1, 1st Floor, Sir M N Krishna Rao Road,
Basavanagudi, Bengaluru - 560 004
E-mail: compsec@canfinhomes.com **Tel:** 080-4853 6192
Web: www.canfinhomes.com **CIN:** L85110KA1987PLC008699

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and relevant Circulars issued by the Ministry of Corporate Affairs ("MCA") thereto from time to time]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 108 and 110 and any other applicable provisions, if any, of the Companies Act, 2013, **("Act")** read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 **("Rules"),** Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI Listing Regulations"),** Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India **("SS-2")** including any statutory modification(s) or re-enactment(s) thereof and any other applicable law(s) and regulation(s) for the time being in force, read with the guidelines prescribed by MCA inter-alia for conducting the Postal Ballot through remote e-Voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and all others related subsequent circulars and the latest being Circular No. 03/2025 dated September 22, 2025 (collectively the "MCA Circulars"), together with other related SEBI circulars and other applicable provision(s) if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force the Special Business as set out in this Postal Ballot Notice **("Notice")** hereunder is proposed for approval of members of the Company by passing ordinary resolution by means of postal ballot **("Postal Ballot")** by voting through electronic means **("remote e-voting" or "e-Voting").**

The proposed resolution set out in this Notice and the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11) of the SEBI Listing Regulations, setting out the material facts and the reasons / rationale thereof concerning the resolution and additional information as required under SEBI Listing Regulations and circulars issued thereunder, together with notes and instructions for e-voting, are annexed hereto for your consideration.

In compliance with Section 108 and 110 of the Companies Act, 2013, read with rules made there under and Regulation 44 of the SEBI Listing Regulations, as amended from time to time, the Company has provided the facility of remote e-Voting through National Securities Depository Limited **("NSDL / e-voting agency")** platform to enable the Members to cast their votes electronically.

In compliance with the provisions of Section 108 and 110 of the Act read with Rules framed thereunder and the MCA circulars issued in this regard, the communication of the assent (FOR) or dissent (AGAINST) of the Members would take place only through the remote e-voting system. Hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

The e-voting facility will be available during the following period:

Commencement of remote e-voting period	From 09:00 AM (IST), Wednesday, February 04, 2026
End of remote e-voting period	Till 05:00 PM (IST), Thursday, March 05, 2026

The remote e-voting facility shall be disabled by NSDL after 05:00 PM (IST) on Thursday, March 05, 2026.

Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently or cast their vote again.

Members are requested to read the instructions in the Notes of this Notice under the section **"Procedure / Instructions for remote e-Voting".**

In compliance with MCA Circulars cited above, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively referred as **"Depositories")** / Company's Registrar and Share Transfer Agent (RTA) i.e. Integrated Registry Management Services Private Limited and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on **Friday, January 30, 2026 ("cut-off date").** Each Member's voting rights shall be reckoned in proportion to his / her share of the paid-up equity share capital of the Company as on Cut-off date, which will only be considered to avail the facility of remote e-voting.

The said Notice is available on the website of the Company at www.canfinhomes.com, stock exchanges i.e. BSE Limited **("BSE")** and National Stock Exchange of India Limited **("NSE")** at www.bseindia.com and www.nseindia.com, respectively, and also on the website of e- Voting agency i.e. NSDL at www.evoting.NSDL.com. Members who have not registered their e-mail address with the RTA / Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login ID and password for e-Voting.

Pursuant to Rule 22(5) of the Companies (Management and Administration) Rules, 2014 as amended, the Board of Directors of the Company has appointed Shri S Viswanathan, Practicing Company Secretary (CP No. 5284) as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner and he has communicated his willingness for the same.

The Scrutinizer shall unblock the votes cast by the members through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer, after completion of scrutiny of votes, will submit his report to the Chairman / Dy. Managing Director / Company Secretary of the Company as authorised. The result of the Postal Ballot will be announced on or before Saturday, March 07, 2026. In addition to the results being communicated to Stock Exchanges where the securities of the Company are listed, the results along with Scrutinizer's report will also be placed on Company's website i.e. www.canfinhomes.com and the website of RTA i.e. www.integratedindia.in, on the website of NSDL at www.evoting.nsdl.com and shall also be displayed on the Notice Board at the Company's Registered Office.

The Company seeks approval of the Members, for the following Special Business:

SPECIAL BUSINESS:

Re-appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as Managing Director & Chief Executive Officer (MD & CEO) of the Company.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of sections 152,196,197,198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act"), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Schedule-V of the Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), applicable clauses of the Reserve Bank of India (Housing Finance Companies) Directions, 2025 and other relevant RBI guidelines / directions, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and applicable provisions of Articles of Association of the Company and in terms of Para 10 of Reserve Bank of India (Non-Banking Financial Companies-Governance) Directions, 2025, approval from the Reserve Bank of India vide letter No. DoR.HGG.GOV.No./S8096/18-02-025/2025-2026 dated

January 28, 2026, and based on the recommendations of the Nomination Remuneration & HR Committee and the Board of Directors, the approval of the Members of the Company be and is hereby accorded for the re-appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as the Managing Director & Chief Executive Officer (MD & CEO) and Key Managerial Personnel (KMP) of the Company for a further period of 2 (two) years i.e. from March 18, 2026 to March 17, 2028, on such terms and conditions including remuneration as set out in the Explanatory Statement annexed to this Notice, with further authorization to the Board of Directors (including Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and he shall not be liable to retire by rotation during his tenure of Office.

RESOLVED FURTHER THAT any perquisite arising on exercise of stock options, granted to Shri Suresh Srinivasan Iyer under CFHL Employee Stock Option Scheme 2024 ("the Scheme") of the Company shall also form part of the remuneration for the purpose of the Act and such perquisite be and is hereby also approved.

RESOLVED FURTHER THAT where in any financial year during the tenure of Shri Suresh Srinivasan Iyer as the Managing Director & CEO of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri Suresh Srinivasan Iyer, the remuneration by way of salary, bonus and other allowances not exceeding the limits specified under Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to do all such acts, deeds, matters and things and execute/ amend any such agreements, documents, instruments in writings and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.

By Order of the Board of Directors
For Can Fin Homes Limited
Sd/-
Nilesh Jain
Company Secretary
(M. No. A18320)

Place : Bengaluru
Date : January 30, 2026

Registered Office:
No.29/1, 1st Floor,
Sir M N Krishna Rao Road
Basavanagudi, Bengaluru - 560 004
CIN: L85110KA1987PLC008699

NOTES:

1. An Explanatory Statement pursuant to Sections 102 read with section 110 of the Companies Act, 2013 (the Act) and Regulation 17(11) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) setting out all material facts and reasons / rationale for the aforesaid special business is annexed hereto. Details in terms of Regulation 36(3) of the SEBI Listing Regulations are also provided in the Explanatory Statement forming part of this Notice. Additional information pursuant to Secretarial Standard on General Meetings (SS-2) in respect of the Director seeking appointment / re-appointment is also provided in the Explanatory Statement appended to this Notice.

2. In compliance with Sections 108 and 110 of the Act and Rules made thereunder, Regulation 44 of the SEBI Listing Regulations, SS-2 and Circulars issued by Ministry of Corporate Affairs (MCA), the Company has provided the facility to the Members to exercise their votes electronically through remote e-Voting facility provided by National Securities Depository Limited (NSDL). The instructions for remote e-voting are provided in the notes below.

3. In compliance with MCA Circulars and in conformity with the applicable regulatory requirements, this Notice is being sent to those Members whose names appear in the Register of Members / List of Beneficial Owners maintained by the depositories and sent through electronic mode to those Members whose e-mail addresses are registered with their depository participants (in case of shares held in demat form) or with the Company's RTA (in case of shares held in physical form), as on **Friday, January 30, 2026 (Cut-off Date)**. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot.

4. The voting rights of Members shall be in proportion to their share of the paid-up capital of the Company as on January 30, 2026 i.e. the cut-off date fixed for the purpose.

5. Only a member holding shares as on the cut-off date is entitled to exercise vote through e-Voting i.e., by casting votes electronically instead of submitting postal ballot forms. The communication of the assent (FOR) or dissent (AGAINST) of the Members would take place only through the remote e-Voting. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. It is however clarified that all Members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company / RTA / Depositories/ Depository Participants) shall be entitled to vote on the afore-mentioned Resolution(s) in accordance with the process specified in this Notice.

6. The voting for this Postal Ballot cannot be exercised through proxy.

7. The Board of Directors of the Company has appointed Shri S Vishwanathan, Practising Company Secretary (CP No. 5284) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness for the appointment.

8. Members can cast their votes electronically, which will commence at **09:00 A.M. (IST) on Wednesday, February 04, 2026**, and will end at **5:00 P.M. (IST) on Thursday, March 05, 2026**. The e-Voting module shall be disabled for voting thereafter. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date, may cast their vote electronically. For e-Voting, please read the "Procedure / instructions for e-Voting" carefully enumerated here in below.

9. The Scrutinizer will submit his report to the Chairman/ Dy Managing Director / Company Secretary after the completion of scrutiny of the votes cast through the remote e-voting and the results of the Postal Ballot will be announced on or before Saturday, March 07, 2026. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.canfinhomes.com on the website of the RTA at https://www.integratedindia.in and on the website of NSDL at www.evoting.nsdl.com and the same shall be communicated to the stock exchanges, where the equity shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

10. The resolution, if passed by requisite majority, shall be deemed to have been passed on Thursday, March 05, 2026, being the last day of remote e-voting and as if the same has been passed at a general meeting of the Members convened on their behalf. The Scrutinizer's decision on the validity of e-Voting shall be final.

11. All material documents related to the above-mentioned resolution and explanatory statement are open for inspection at the Registered Office of the Company on all working days (except first & Second Saturday & all Sundays) from 10:00 A.M. to 5:00 P.M. from the date of dispatch of notice until the e-Voting module is disabled on the last day of e-Voting i.e., 05:00 P.M.(IST) on Thursday, March 05, 2026. Alternately, Members may also send their requests to investor.relationship@canfinhomes.com from their registered e-mail address mentioning their names, DP ID and Client ID during the voting period of the postal ballot.

12. It is clarified that if a member fails to provide or update the relevant e-mail address to the Company or to the Depository Participant, as the case may be, the Company will not be in default for not delivering the Notice via e-mail.

13. In compliance with Rule 20 & 22 of the Management Rules, read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Kannada daily newspaper circulating in Karnataka where the Registered Office of the Company is situated (in vernacular language).

14. As the approval of members is being sought by way of Postal Ballot, the provisions regarding appointment of a proxy, route map and the attendance sheet are not applicable. Accordingly, same are not enclosed with this Postal Ballot Notice.

15. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Falguni Chakraborty, Assistant Manager at evoting@nsdl.com

16. Pursuant to the SEBI Circular dated January 30, 2026, the Company shall open a special window for a period of one year from February 05, 2026 to February 04, 2027 for transfer and dematerialization ("demat") of the physical securities of Shareholder that were old/ purchased prior to April 01, 2019, to obtain rightful access to their securities.

    The key features of the Special Window Facilities are as follows:

    - This facility is available for the Shareholder's transfer requests that were submitted earlier but were rejected/returned/not attended due to deficiency in the documents/process/or for any other reasons.
    - The securities transferred under this facility shall be mandatorily credited to the transferee only in demat mode and shall be subject to lock-in for a period of one year from the date of registration of transfer. During the lock in period, such securities shall not be transferred/lien-marked/pledged.
    - Cases involving disputes between the transferor and the transferee shall not be considered under this facility and may be resolved by the parties through court/NCLT process.
    - Securities that have been transferred to Investor Education and Protection Fund (IEPF) shall not be eligible for processing under this special window.
    - To avail of this facility, Investors shall be mandatorily required to submit the necessary documents as prescribed by SEBI.

17. In compliance with the provisions of Companies Act, 2013 and Regulation 40 of the SEBI Listing Regulations, Shareholders are advised to convert their physical shares into demat form at the earliest through a registered Depository Participant (DP) in order to eliminates risks such as loss, theft, forgery, and damage, while also simplifying processes related to transfer, transmission, and corporate actions.

18. As an Investors friendly measure, the Company is intimating the respective Shareholders to claim their unpaid dividend if any, from time to time. Timely claiming of unpaid dividend ensures prompt receipt of funds and helps the Company maintain accurate records. Shareholders may contact the Company or the Registrar and Share Transfer Agent (RTA) with the requisite details and supporting documents to facilitate the process and receive their outstanding amounts without delay.

19. Further, Shareholders are requested to ensure that their Know Your Customer (KYC) details, including PAN, address, bank account details, email ID, and mobile number, are updated and registered with the Company's RTA or their respective Depository Participant (DP). With the updated KYC records, the Shareholders will receive dividend, corporate benefits and regulatory documents without interruption.

PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act 2013, read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode:

In terms of SEBI Master Circular dated November 11, 2024, 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 in their demat accounts in order to access e-voting facility.

B) Login method for Individual shareholders holding securities in demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholder holding securities in demat mode with NSDL.	1. For OTP based login you can click on the following link: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered e-mail ID / mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS user can visit the e-Services website of NSDL, Viz., https://eservices.nsdl.com, either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on 5 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders / Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholder holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: *Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned website.*

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com / either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.
3. A new screen will be opened. You will have to enter your User ID, your Password / OTP and a Verification Code as shown on the screen.Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8-digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your User ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16-digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your User ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then User ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'Initial Password' which was communicated to you. Once you retrieve your 'Initial Password', you need to enter the 'Initial Password' and the system will force you to change your password.
   c) How to retrieve your 'Initial Password'?
      (i) If your e-mail ID is registered in your demat account or with the company, your 'Initial Password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'Initial Password'.
      (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.

6. If you are unable to retrieve or have not received the "Initial Password" or have forgotten your password:
   a) Click on "Forgot User Details / Password? "(If you are holding shares in your demat account with NSDL 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.com mentioning your demat account number / folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
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 "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc., with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@canfinhomes.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to irg@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to irg@integratedindia.in. 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 meetings for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder / members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI Master Circular dated November 11, 2024, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

[In respect of the Special Business pursuant to Section102 of the Companies Act, 2013 ("the Act") and Regulation 17(11) of the SEBI Listing Regulations]

This Explanatory Statement contains relevant and material information in accordance with the applicable provisions of the Act and Rules made thereunder, the Secretarial Standard on General Meetings (SS-2) and Regulation 36(3) of SEBI Listing Regulations to enable the Members of the Company to consider and approve the proposed Resolution.

Re-Appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as Managing Director and Chief Executive Officer (MD & CEO) of the Company.

The Board of Directors at its meeting held on March 18, 2023, had appointed Shri Suresh Srinivasan Iyer as Managing Director & Chief Executive Officer (MD & CEO) and Key Managerial Personnel (KMP) of the Company with effect from March 18, 2023, initially for a period of 3 (three) years, which was extendable for a further period of 2 (two) years. Subsequently, the Members had approved his appointment by way of Postal Ballot dated June 04, 2023.

Considering the vast experience, expertise and knowledge of Shri Suresh Srinivasan Iyer, as elaborated in the annexure hereto and keeping in view the performance and growth of the Company during his association with the Company as MD & CEO and based on the recommendations of the Nomination Remuneration and HR Committee ("the Committee" or "NRC"), on fit and proper criteria, performance, tenure and remuneration, the Board of Directors at its meeting held on December 15, 2025 has approved the re-appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as Managing Director & Chief Executive Officer of the Company, for a further period of 2 (two) years i.e. from March 18, 2026 to March 17, 2028, in terms of Section 152, 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, related rules, read with Schedule V to the said Act, applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Reserve Bank of India (Housing Finance Companies) Directions, 2025 and the applicable clauses of the Articles of Association of the Company.

In terms of Para 10 of Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, the RBI vide Letter No. DoR.HGG.GOV.No./S8096/18-02-025/2025-2026 dated January 28, 2026 has approved the re-appointment of Shri Suresh Srinivasan Iyer as Managing Director and CEO (Executive Director) and KMP for a further term of 2 years. The aforesaid appointment is subject to approval by the members of the Company in terms of the provisions of the above cited acts/rules/ directions / regulations and the same is being circulated to the Members of the Company seeking approval by way of an ordinary resolution.

Shri Suresh Srinivasan Iyer was granted Employee Stock Options ('ESOP') under the CFHL ESOP Scheme 2024 ("the Scheme") of the Company. The ESOPs would be vested as per the vesting schedule of the scheme from the date of grant. Consequent to exercise of ESOPs as and when they vest during the tenure of his re-appointment, any gain arising upon exercise of such ESOPs, forming part of his managerial remuneration as perquisites, may exceed the prescribed limit of 5% as specified under Section 197 of the Companies Act, 2013.

In accordance with the applicable provisions of Companies Act, 2013, the Managerial Remuneration paid by the Company is well within the prescribed limits under Section 197 of Companies Act, 2013. However, since gain on exercising stock options is treated as perquisites under the Income Tax Act, 1961, the Company is required to obtain the approval of the shareholders such that the aforementioned remuneration including the gain on exercise of stock options in event of inadequacy of profit or absence of profit under Section 197 of Companies Act, 2013 shall be minimum remuneration payable to Shri Suresh Srinivasan Iyer during the tenure of his appointment.

As required under the provisions of Companies Act, 2013 and related rules, Secretarial Standard on General Meeting (SS-2) and under Regulation 36 of the SEBI Listing Regulations, all the relevant information relating to Shri Suresh Srinivasan Iyer, are provided in this explanatory statement:

Details of Shri Suresh Srinivasan Iyer	
Director Identification Number (DIN)	10054487
Category	Managing Director & CEO (Executive Director)
Age	51 years
Nationality	Indian
Date of first appointment on the Board	18/03/2023
Qualification	M.B.A. (Finance) and a graduate in B.Sc. (Statistics)
Nature of directorship	MD & CEO, Not liable to retire by rotation
Brief profile & nature of expertise in specific functional areas	Shri Suresh Srinivasan Iyer (DIN-10054487) aged 51 years, is a graduate in B.Sc. (Statistics), St. Xavier's College, Ahmedabad and Master's degree holder in Business Administration [M.B.A. Finance], B K School of Business Management, Gujarat University. Shri Suresh Srinivasan Iyer began his career with GRUH Finance Limited (now Bandhan Bank post-merger) in 1997 after completing post-graduation. With 25 years of experience in GRUH Finance, Shri Iyer has accumulated vast experience in Sales, Operations, IT Strategy etc. He was actively involved in expansion of branches into the new states viz. Madhya Pradesh, Rajasthan, Karnataka, Chhattisgarh, Tamil Nadu and West Bengal.
Terms and conditions of appointment	The terms and conditions of his appointment & details of remuneration as MD & CEO are mentioned below and will be available for inspection at the Registered Office of the Company as mentioned in the Notes.
Details of remuneration sought to be paid	Please refer below to the Explanatory Statement for details.
Remuneration last drawn	During previous financial year 2024-25, Shri Suresh Srinivasan Iyer was paid a managerial remuneration of ₹2.12 Crore (including performance linked incentive).
Number of Meetings of the Board attended during the current financial year	During the current financial year 2025-26 he has attended 9 Board Meetings.
Relationship with Promoters/ Directors / Manager / Key Managerial Personnel	Shri Iyer is not related to any of the Promoters / Directors/Manager / Key Managerial Personnel. 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.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	N.A.

Memberships / Chairmanships of the committee of the Board of Directors of the Company/other Companies	**Name of the Company**	**Name of the Committee**	**Designation**
	Can Fin Homes Limited	Stakeholders Relationship Committee	Member
		Risk Management Committee	Member
		IT Strategy Committee	Member
		Corporate Social Responsibility Committee	Member
		Management Committee	Chairman
Listed entities from which the Director has resigned in the past three years	**Nil**		
Number of shares held in the Company including as a beneficial owner	Shri Suresh Srinivasan Iyer is holding 100 equity shares in the Company (both own and held by / for other persons on a beneficial basis). The NRC at its meeting held on 27/02/2025 had granted 22,872 stock options under CFHL ESOP Scheme 2024 to Shri Suresh Srinivasan Iyer exercisable into not more than 22,872 equity shares within a period of 3 years. Further, Shri Suresh Srinivasan Iyer is also eligible to receive further stock options under the CFHL ESOP scheme 2024 as the NRC deems fit.		

Shri Suresh Srinivasan Iyer satisfies all conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for his appointment. Shri Suresh Srinivasan Iyer is not disqualified from being appointed as Managing Director & CEO, in terms of Section 164(2) of the Act. The requisite form DIR-8 is received from him, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment. He is not debarred from holding the office of Director by virtue of any order by SEBI or any other authority. He has not availed any loan from the Company.

Shri Suresh Srinivasan Iyer has submitted the Notice of interest in terms of Section 184 of the Companies Act, 2013 (Form MBP-1). He has executed a Declaration-cum-undertaking as required under Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, for his re-appointment as MD & CEO. He has entered into an agreement with the Company setting out all the terms and conditions of appointment. He is committed to devote enough time that is required by the Company in order to fulfil his fiduciary responsibility towards various stakeholders.

Key terms and conditions of appointment: The key terms and conditions of appointment including the remuneration payable to Shri Suresh Srinivasan Iyer as MD & CEO, as set out more particularly in the agreement between the Company and Shri Suresh Srinivasan Iyer, are as follows:

1. Tenure - The tenure of appointment is for further period of 2 years i.e. from March 18, 2026 to March 17, 2028.
2. Shri Suresh Srinivasan Iyer has been entrusted with substantial powers of management of the affairs of the Company, subject to superintendence, control and directions of the Board of Directors of the Company.

Shri Suresh Srinivasan Iyer shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted by the Board from time to time and he shall abide by the role and responsibilities imposed for the position of the Managing Director and/or Chief Executive Officer, by various statutes like Companies Act, Income Tax Act, PF Act etc. and regulatory laws like SEBI Act, NHB Act, RBI Act, IRDAI Act, etc.

He shall be responsible for strategic and operational responsibility for overall success of the Company, including ensuring appropriate and challenging goals and meeting such goals, planning and scaling profitable business, oversee budgeting, financial forecasting, ALM, risk management and cash flow, monitoring performance, lead the fund-raising campaigns, improvise the collection framework, ensure implementation of Company's policies and mainly strengthen the image of the Company.

All Policies of the Company and the related guidelines, the Code of Conduct as amended from time to time, which are applicable to the Directors, shall also be applicable to the Managing Director & CEO, unless specifically provided otherwise.

3. Remuneration: Shri Suresh Srinivasan Iyer is eligible to receive the following remuneration, allowances and perquisites/benefits for the performance of his duties and responsibilities as the Managing Director & Chief Executive Officer.

   A. Pay component (Monthly): Consolidated Fixed Pay of ₹15,40,000/- (Rupees Fifteen Lakhs Forty Thousand only)

   B. Re-imbursement of other Cash Components (Monthly):

      (i) Mobile Expenditure: ₹5,800/- (Rupees Five Thousand Eight Hundred only),

      ii) Business Development Expenditure: ₹28,000/- (Rupees Twenty Eight thousand only),

      (iii) Rent: ₹67,200/- (Rupees Sixty Seven Thousand Two hundred only)

   C. Non-Cash Component:

      (i) Provident Fund: ₹1,84,800/- (Rupees One Lakh Eighty Four Thousand Eight Hundred only) per month i.e. Annually ₹22,17,600/- (Rupees Twenty two lakh Seventeen Thousand Six Hundred only). A portion of the same will be transferred to the Family Pension Fund as per the policy of the Company.

      (ii) Medical: ₹9,200 /- (Rupees Nine Thousand Two Hundred only) per month i.e. Annually ₹1,10,400/- (Rupees One Lakh Ten Thousand Four Hundred only) (By way of group Insurance premium/ payment on declaration/ combination of both)

      (iii) Leave Fare Concession (LFC): ₹19,000 (Rupees Nineteen Thousand only) per month i.e. Annually ₹2,28,000/- (Rupees Two Lakh twenty eight thousand only per month) (For Self and family members).

      (iv) PL Encashment: Annually ₹5,84,000/- (Rupees Five Lakh Eighty Four Thousand only) or ₹11,68,000/- (Eleven Lakh Sixty Eight Thousand only) once in two years. PL can be accumulated unto a maximum period of eight months (240 days) as per the Policy of the Company. Privilege Leave up to a maximum of 15 days can be encashed while availing LFC, yearly, or 30 days can be encashed if LFC is availed once in two years.

      (v) Company will provide a chauffeur driven car

   D. Subject to the terms and conditions of the Company's "CFHL Employee Stock Option Scheme 2024" ("ESOP 2024") as may be amended from time to time, the Managing Director & CEO shall be eligible to receive stock options. The eligibility criteria, number of options, vesting schedule, exercise price, lock in requirements and other terms shall be determined by the Board of Directors or its designated Committee, currently NRC in accordance with the ESOP Scheme document. Any gain arising upon exercise of such ESOPs, shall be forming part of managerial remuneration as perquisites.

   E. Performance linked Cash Incentive (Annual): ₹36,96,000/- (Rupees Thirty Six Lakhs Ninety Six thousand only) being 20% of the annual fixed pay as per clause A above, based on performance evaluation by the NRC/ Board.

      (i) Pay component shall remain unchanged for a period of one year. The same shall be reviewed annually based on the performance from the date of first appointment.

      (ii) Performance-linked cash incentive shall be linked to the performance of the Company as per the defined parameters as decided and approved by the Board.

      (iii) Other Cash Components are also fixed and should be reviewed based on the performance after completion of one year.

      (iv) The salary payable monthly, shall be inclusive of the applicable statutory benefits, if any, and applicable taxes to be deducted at source. Any contributions (including but not limited to any provident fund contributions) to be made on behalf of the MD & CEO shall be deducted from the salary.

      (v) The Company has a Directors' and Officers' Liability Insurance for all the Directors and KMPs.

      (vi) The Managing Director & CEO shall be entitled to leaves and holidays as per Company policies/as decided by the Board from time to time.

(vii) The annual increment to the fixed pay/bonus based on performance will be reviewed by Nomination Remuneration & HR Committee and recommended to the Board.

(viii) The Managing Director & CEO shall be entitled to travelling & halting allowances as per the Company policies/as decided by the Board from time to time.

4. The notice period for termination of the said agreement with Shri Suresh Srinivasan Iyer is three months.

The copy of the agreement of Shri Suresh Srinivasan Iyer setting out the terms and conditions of appointment, the consents, declarations, etc. referred above, would be available for inspection by the members as mentioned in the notes to this Notice.

Your Directors are of the opinion that Shri Suresh Srinivasan Iyer fulfils the conditions specified in the Companies Act, 2013, SEBI Listing Regulations, Reserve Bank of India (Housing Finance Companies) Directions, 2025 and Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025, for appointment as Managing Director & CEO of the Company and his appointment would be of immense benefit to the Company and in the best interest of the Company.

The Board of Directors, considering his skills, qualification, experience and knowledge of the financial service industry, and in terms of the SEBI listing regulations, recommended to the Members for passing the resolution for the appointment of Shri Suresh Srinivasan Iyer as a Managing Director & CEO of the Company i.e. from March 18, 2026 to March 17, 2028, for a term not exceeding 2 (two) years, pursuant to the applicable provisions of the Act and the Rules made thereunder.

In terms of Section 152 of the Act, Shri Suresh Srinivasan Iyer will not be liable to retire by rotation. He is also designated as Key Managerial Personnel of the Company under Section 203 of the Act.

The Company has received notice under Section 160 of the Act from a member proposing candidature of Shri Suresh Srinivasan Iyer as a Managing Director & CEO of the Company.

His re-appointment and remuneration are in accordance with the provisions of Sections 196, 197, 198, 203 and other applicable provisions read with Schedule V of the Companies Act, 2013. The proposed remuneration is considered to be commensurate with industry standards and the role and responsibilities entrusted to Shri Suresh Iyer. In the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration as set out above shall be paid as minimum remuneration in terms of Schedule V of the Companies Act, 2013.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditor, if any.

The above may be treated as a written memorandum setting out the terms of appointment of Shri Suresh Srinivasan Iyer under Section 190 of the Act.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, whether financially or otherwise, concerned or interested, in the resolution set out in the Notice.

The Board of Directors, therefore, recommends the passing of the resolution proposed in this Notice for the approval of Members, as an Ordinary Resolution.

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

Sd/-
Nilesh Jain
Company Secretary
(M. No. A18320)

Place : Bengaluru
Date : January 30, 2026

Registered Office:
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