



CAN FIN HOMES LIMITED

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

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CIN: L85110KA1987PLC008699

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110, Section 108 and all other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force ("as amended")], read with the Companies (Management and Administration) Rules, 2014 ("Management Rules"), as amended, General Circular No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions, including any statutory modification or re-enactment thereof for the time being in force, to transact the special business by passing Ordinary Resolution set out below by way of Postal Ballot, by the Members of the Company, only through remote e-Voting process.

The proposed resolution and the Explanatory Statement pursuant to Section 102(1) of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("Notice"), together with Notes and instructions for e-Voting, are annexed hereto.

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 e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Notice.

In accordance with Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 and the aforesaid Circulars, this NOTICE is being sent by email to the members whose email addresses are available with the depositories for communication purposes or are obtained directly from the members, as per Section 136 of the Companies Act, 2013 and Rule 11 of the Companies (Accounts) Rules, 2014. The said NOTICE is also available on the Company's website at www.canfinhomes.com, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited and on the website of NSDL at www.evoting.nsdl.com. Members who have not registered their email addresses so far are requested to get their email addresses registered/updated by following the process provided in the Notes to this Notice.

The Board of Directors has appointed Shri K N Nagesha Rao, Practicing Company Secretary, as the Scrutinizer pursuant to Rule 22 of the Companies (Management and Administration) Rules, 2014 for conducting the Postal Ballot process in a fair and transparent manner.

In accordance with the provisions of the Act, related rules and Regulation 44 of the SEBI Listing Regulations, the Company has provided the facility of voting by electronic means (Remote e-voting) through National Securities Depository Limited ("NSDL") platform to enable the Members to cast their votes electronically. The Members are requested to follow the procedure provided in the annexed Notes and Instructions for casting of votes by e-voting.

Upon completion of e-voting, the Scrutiniser will submit his report to the Chairman or Company Secretary of the Company. The results of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the website of the Company at www.canfinhomes.com, on the website of NSDL at www.evoting@nsdl.com and shall also be displayed at the Registered Office of the Company while simultaneously being communicated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed.

SPECIAL BUSINESS

As Ordinary Resolution:

Item No.1- Appointment of Shri Vikram Saha (DIN-10597814) as a Director and Whole-time Director

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

"RESOLVED THAT Shri Vikram Saha (DIN-10597814), be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules thereunder read with Schedule V of the said Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s), variation(s) or reenactment(s)

thereof, applicable clauses of the Master Direction- Non-Banking Financial Company- Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and related clauses of Articles of Association of the Company, as amended from time to time, and on the recommendation of Nomination Remuneration & HR Committee and the approval of the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of Shri Vikram Saha (DIN: 10597814), who was appointed as an Additional Director of the Company by the Board of Directors of the Company with effect from April 29, 2024 in terms of applicable provisions of the Act and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, as the Whole-time Director (designated as Deputy Managing Director) of the Company, for a period of 3 (Three) years from the date of his appointment i.e. 29/04/2024 or date of his attaining superannuation, whichever is earlier, at such remuneration as detailed in the terms and conditions of deputation received from the Canara Bank and in accordance with the Service Regulations of Canara Bank, subject to any modifications, revisions thereon (including revision on account of promotion etc., that may take place from time to time) payable by way of reimbursement to Canara Bank and incentives as per the schemes approved by the Board of Directors of the Company and on the terms and conditions as detailed in the explanatory statement attached hereto, provided however that the remuneration payable to Shri Vikram Saha, shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time.

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

By Order of the Board of Directors

For Can Fin Homes Limited

Sd/-

Nilesh Jain

D&M & Company Secretary

Place: Bengaluru

Date: May 18, 2024

Registered Office:

No.29/1, I Floor,

Sir M N Krishna Rao Road

Basavanagudi, Bengaluru – 560 004

CIN: L85110KA1987PLC008699

NOTES:

1. The explanatory statement pursuant to Section 102 read with section 110 of the Companies Act, 2013 and Regulation 17(11) and 36(3) of SEBI (LODR) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts concerning Item No.1 in the Notice, is annexed for your kind consideration.
2. The Postal Ballot Notice is being sent by e-mail to all the shareholders, whose names appear on the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on the close of business hours on 20-May-2024, the cut-off date for reckoning voting rights. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
3. A member cannot exercise his/her vote by proxy on postal Ballot. As per the MCA Circulars, postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only in accordance with the requirements specified in the MCA Circulars.
4. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/ RTA/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.canfinhomes.com websites 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.
5. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to the members.
6. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR REMOTE E-VOTING" in this Postal Ballot Notice. The voting period commences on 27-May-2024 at 9.00 AM (IST) and ends at 5:00 PM (IST) on 26-June-2024 (both days inclusive). The e-voting module shall be disabled by NSDL for voting thereafter.
7. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on 20-May-2024, being the cut-off date fixed for the purpose.
8. All the documents referred to in the Notice and Explanatory Statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Postal Ballot Notice up to the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investor.relationship@canfinhomes.com. Also the same are available for inspection at the registered office of the Company during Business Hours (10:00 a.m. to 5:00 p.m.) on all working days till 26-June-2024.
9. The Board has appointed Shri K N Nagesha Rao, Practicing Company Secretary (Membership No.3000 and CP No. 12861) as scrutinizer for conducting the postal ballot only through the e-voting process in a fair and transparent manner and in accordance with the Act and the Rules made there under, and he has communicated his willingness to be appointed for the said purpose.
10. The Scrutinizer will submit the final report to the Managing Director or Chairman or the Company Secretary, as authorized, after the conclusion of e-voting, within the prescribed time period. The same will also be displayed on the website of the Company (www.canfinhomes.com), besides being communicated to the Stock Exchange viz. BSE Limited, NSE India Limited, Depositories. These results will also be displayed on the notice board of the Company at its Registered Office. The Scrutinizer's decision on the validity of e-voting would be final.
11. Resolutions passed by the shareholders through postal ballot, by requisite majority, shall be deemed to have been passed at a General Meeting of the shareholders. The date of declaration of postal ballot results i.e. 26-June-2024 (the last date specified for e-voting) will be taken as the date of passing the resolution.
12. 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 Pallavi Mhatre, Senior Manager at evoting@nsdl.com

13. Members who have not registered their e-mail IDs are requested to register the same by following the process given below:

- (i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to or by writing to the Company's Registrar and Share Transfer Agent, M/s Canbank Computer Services Limited, R&T Centre, #218, J P Royale, I floor, Sampige Road,

2nd Main, Near 14th Cross, Malleshwaram, Bengaluru-560003. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process.

- (ii) For Demat shareholders - Please update your email ID and Mobile number with your respective Depository Participant (DP). 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) and Aadhar (self-attested scanned copy of Aadhar Card) to NSDL or CDSL.

INSTRUCTIONS FOR REMOTE E-VOTING

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 for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their Demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- 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 “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. - 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 - 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 open. 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. - 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



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	- Existing users who have opted for Easi / Easiest, they 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 are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. - 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. Click on NSDL to cast your vote. - 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 No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
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 abovementioned 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 toll free no.: 022 - 4886 7000 and 022 - 2499 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 22 55 33

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?

- 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 open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - 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.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- 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.
 - Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - 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.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - Now, you will have to click on "Login" button.
 - 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?
- 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 also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@canfinhomes.com 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.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section

of www.evoting.nsdl.com. For any grievances connected with the facility for remote e-voting please contact: Ms. Pallavi Mhatre, Senior Manager, NSDL, Trade World, A Wing, 4th floor, Kamala Mills Compound, Senapati Bapat Marg. Lower Parel, Mumbai, Maharashtra 400013 or email at evoting@nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED

WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ravi@ccsl.co.in or naidu@ccsl.co.in or by writing to the Company's Registrar and Share Transfer Agent, M/s Canbank Computer Services Limited, R&T Centre, #218, J P Royale, I floor, Sampige Road, 2nd Main, Near 14th Cross, Malleshwaram, Bengaluru-560003. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
4. Members who have not registered their e-mail addresses are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s Canbank Computer Services Limited, R&T Centre, #218, J P Royale, I floor, Sampige Road, 2nd Main, Near 14th Cross, Malleshwaram, Bengaluru-560003 or by mail to investor.relationship@canfinhomes.com

Annexure to the Notice

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

In respect of Item No.1 - Appointment of Shri Vikram Saha (DIN-10597814) as a Director and Whole-time Director

The Board of Directors of your Company, on the recommendations of the Nomination Remuneration and HR Committee on the fit and proper criteria, tenure and remuneration has appointed Shri Vikram Saha (DIN: 10597814) as an Additional Director and the Whole-time Director (designated as Deputy Managing Director) of the Company with effect from April 29, 2024 in terms of the applicable clauses of the Articles of Association of the Company and Section 152, 161, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, related rules, read with Schedule V to the said Act, applicable provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Master Direction NBFC-HFC (Reserve Bank) Directions, 2021, for a period of three years at such remuneration, as detailed in the terms and conditions of deputation received from Canara Bank. The said appointment is subject to approval by the members of the Company in terms of the provisions of the above cited acts/rules/ directions/regulations and the same is circulated to the members of the Company seeking approval by way of an ordinary resolution.

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 proposing the candidature of Shri Vikram Saha for the office of a Director and a Whole-time Director of the Company.

In terms of Section 161 of the Companies Act, 2013 read with Regulation 17(1C) of SEBI (LODR) Regulations 2015, the additional director appointed by the Board, holds office upto the date of next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, this agenda forms part of this Notice.

As required under the provisions of Companies Act, 2013 and related rules, Secretarial Standard on General Meeting (SS-2) and also under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all the relevant information relating to Shri Vikram Saha, are provided in this explanatory statement.

Name of the Director	Shri Vikram Saha
Director Identification Number (DIN)	10597814
Age	57 years
Nationality	India
Date of first appointment on the Board	29/04/2024
Qualification	B.Sc., CAIIB, Certification Course in MSME and CIC Certificate in Computing
Brief profile & nature of expertise in specific functional areas	Shri. Vikram Saha is a banker with more than 32 years of experience. During his service in the Bank, he had headed different branches/offices including MCB (Mid Corporate Branch which was an ELB (Exceptionally Large Branch) in size, VLB (Very Large Branch), SME Sulabh spanning different geographies of the country. He has exposure in IT, Credit, MSME, Mid Corporate and Inspection. He has also headed two Regional Offices. Prior to his posting to the Company, he was the Head of Zonal Inspectorate-Lucknow, as Deputy General Manager, which is assigned with three Circles comprising of more than one thousand branches, tasked with Inspection and Audit responsibilities.
Terms and conditions of appointment & details of remuneration	The draft terms and conditions of his appointment as Whole-time Director are mentioned below and would be available for inspection electronically and also at the Registered Office of the Company as mentioned in the Notes.

No. of meetings of the Board attended during the year	He has attended two Board Meetings.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	He is a Deputy General Manager in Canara Bank, a listed entity and Director (Promoter Executive) in your Company.
Memberships/ Chairmanships of the committee of the Board of Directors of the Company/other Companies	Nil
Listed entities from which the Director has resigned in the past three years	Not applicable
Number of shares held in the Company including as a beneficial owner	Shri Vikram Saha is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company.
Disclosure of relationships between directors inter-se	None of the Directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise except Shri K Satyanarayana Raju, and Shri Debashish Mukherjee, Managing Director & CEO and Executive Director respectively of Canara Bank.
Details of remuneration sought to be paid, if any	The draft terms and conditions of his appointment & details of remuneration as Whole Time Director are mentioned below and would be available for inspection at the Registered Office of the Company as mentioned in the Notes.
Remuneration last drawn, if applicable	Not Applicable
Justification for choosing the appointee for appointment (Skills and capability required for the role and the Director meets such requirement)	Not applicable as he is a promoter non-executive Director and not an Independent Director. However, he possesses the skills and capability required for the role.

Shri Vikram Saha has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, expressing his willingness to act as a Director of the Company.

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

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

Key terms and conditions of appointment: The key terms and conditions of appointment including the remuneration payable to Shri Vikram Saha as Director are as follows:

1. **Period of deputation:** Not exceeding three years from the date of reporting at Can Fin Homes Limited or till the date of attaining superannuation, whichever is earlier.
2. **Remuneration: Salary Details;**
 - A. **Basic Pay:** Rs 1,56,500 per Month; Stagnation Increment: Rs 4,000 per month, Dearness Allowance: Variable dearness allowance (as per index level); Special Allowance: 31.50% of basic pay + DA per month; City compensatory allowance: Rs 2,300/- per month; Professional Qualification Allowance: Rs 5,480/- per month; Fixed Personal Allowance: Rs 4,298/- per month; Learning Allowance: Rs 850/- plus DA per month; Deputation Allowance: 4% of basic pay subject to maximum of Rs 3,750/- per month; House Rent Allowance: As per norms.
 - B. **Perquisites**
Accommodation: If the executive having his own house at the place of deputation, he must occupy the same, else, he is eligible for Bank's quarters. If the executive has already occupied Bank's quarters, he is not eligible for HRA.

Other allowances:

Medical Aid: Rs 15,400/- per annum; Leave Fare Concession: In a block of 4 years, once to native place/ place of domicile in the sub block of 2 years by the shortest route and once to any place in India in the II sub block of two years by the shortest route; Encashment of LFC Facility: An officer by exercising an option any time during a four year block/ two year block as the case may be, surrender and encash his LFC (other than travel to place of domicile) upon which he shall be entitled to receive an amount equivalent to 100% of the eligible fare for the class of travel by train to which he is entitled up to a distance of 6500 kms [one way] for officers in SMG IV & above); The permissible amount of encashment of leave fare concession as per the entitlement as at the prevailing railway fares such encashment amount is taxable as per IT rules. encashment up to 30 days of PL can be encashed once in a period of 4 years while availing LFC.

Leave: Casual Leave: 12 days in a calendar year; Privilege Leave: At the rate of one day for eleven (11) working days – maximum accumulation is restricted to 270 days; Sick Leave: One Month for each year of service subject to a maximum of 720 days during the entire service; Encashment of PL: 7 days per year.

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

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

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

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

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

Copies of the consents, declarations, deeds and covenants executed by Shri Vikram Saha would be available for inspection by the members as mentioned in the notes to this Notice.

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

The Board of Directors therefore, recommend the passing of the resolution proposed at Item No.1 of the Postal Ballot Notice.

By Order of the Board of Directors

For Can Fin Homes Limited

Sd/-

Nilesh Jain

D&M & Company Secretary

Place: Bengaluru

Date: May 18, 2024

Registered Office:

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