



Registered Office
No.29/1, 1st Floor, Sir M N Krishna Rao Road
Basavanagudi, BANGALORE – 560 004
E-mail: sathyaprakash@canfinhomes.com
Tel: 26564259, 26565736 Fax: 26565746
Web: www.canfinhomes.com
CIN – L85110KA1987PLC008699

Corporate Governance Report
(Annexure XI to the Listing Agreement)

Name of the Company: **Can Fin Homes Ltd.**
Quarter ended on : **30/06/15**

Sl. No.	Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
II	Board of Directors- 49(II)			
(A)	Composition of Board	49 (II A)	YES	--
(B)	Independent Directors	49 (II B)	YES	Complied with in the Annual Report 2014-15.
(C)	Non-Executive Directors' and compensation	49 (II C)	N.A.	Not applicable since Non-executive directors are not paid any remuneration other than sitting fee.
(D)	Other provisions as to Board and Committees	49 (II D)	YES	--
(E)	Code of Conduct	49 (II E)	YES	Complied with in the Annual Report 2014-15.
(F)	Whistle Blower Policy	49 (II F)	YES	--
III	Audit Committee-49 (III)			
(A)	Qualified & Independent Audit Committee	49 (III A)	YES	--
(B)	Meeting of Audit Committee	49 (III B)	YES	--
(C)	Powers of Audit Committee	49 (III C)	YES	--
(D)	Role of Audit Committee	49 (III D)	YES	--
(E)	Review of Information by Audit Committee	49 (III E)	YES	--
IV	Nomination and Remuneration Committee			
		49 (IV)	YES	--
V	Subsidiary Companies			
		49 (V)	N.A.	--
VI	Risk Management			
		49 (VI)	YES	--
VII	Related Party Transactions			
		49 (VII)	YES	--



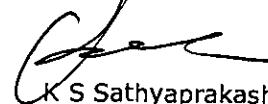
VIII	Disclosures	49 (VIII)		
(A)	Related Party Transactions	49(VIII A)	YES	Related Party Transaction particulars furnished in the Annual Report 201-15.
(B)	Disclosure of accounting treatment – Treatment different from the prescribed Accounting standards	49(VIII B)	N.A.	--
(C)	Remuneration of Directors	49(VIII C)	YES	Directors are paid only the sitting fee for attending the meetings of the Board /Committees.
(D)	Management	49 (VIII D)	YES	Complied with in the Annual Report 2014-15.
(E)	Shareholders	49(VIII E)	YES	Complied with in the Annual Report 2014-15.
(F)	Proceeds from public issues, rights issues, preferential Issues etc.	49(VIII F)	YES	Reviewed by the Audit Committee and the Board of Directors at their meetings held on 04/05/2015.
IX	CEO/CFO Certification	49 (IX)	YES	Complied with in the Annual Report 2014-15.
X	Report on Corporate Governance	49 (X)	YES	Complied with in the Annual Report 2014-15.
XI	Compliance – Certificate from Statutory Auditors/ Practicing Company Secretary regarding compliance of conditions of Corporate Governance	49 (IX)	YES	Complied with in the Annual Report 2014-15.

N.A. = Not Applicable for the quarter.

For Can Fin Homes Ltd.



Veena G Kamath
Company Secretary



K S Sathyaprakash
Dy.General Manager – BS & T.

Place: Bangalore
Dated: 11/07/15



Annexure 4

(Form No. AOC 2)

PARTICULARS OF CONTRACTS/ARRANGEMENTS MADE WITH RELATED PARTIES

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2)
of the Companies (Accounts) Rules, 2014-AOC-2]

This Form pertains to the disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in Sub-section(1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered into during the year ended March 31, 2015, which were not in arm's length basis.

Details of material contracts or arrangements or transactions at arm's length basis

The details of material contracts or arrangements or transactions at arm's length basis for the year ended March 31, 2015 are as follows:

(In ₹ crore)

Nature of Contract	Nature of relationship	Date of Sanction	Tenure (years)	Salient Terms	Outstanding Amount	Interest Paid
1) Loans from Canara Bank						
Term Loan 3839	Sponsor Bank	22/08/08	12	TL at base rate	8.20	1.49
Term Loan 3319	Sponsor Bank	12/07/01	15	TL at base rate	9.90	1.29
Term Loan 5081	Sponsor Bank	15/06/05	10	TL at base rate	20.00	3.17
Term Loan 5082	Sponsor Bank	15/06/05	10	TL at base rate	20.00	3.17
Term Loan 4999	Sponsor Bank	14/02/06	10	TL at base rate	15.06	3.33
Term Loan 5073	Sponsor Bank	25/05/06	10	TL at base rate	30.00	6.69
Term Loan 5075	Sponsor Bank	12/10/06	10	TL at base rate	28.45	4.26
Term Loan 50	Sponsor Bank	05/01/09	10	TL at base rate	40.00	5.29
Term Loan 57	Sponsor Bank	25/08/09	10	TL at base rate	60.00	8.33
Term Loan 63	Sponsor Bank	24/03/10	10	TL at base rate	75.00	9.46
Term Loan 66	Sponsor Bank	26/11/10	10	TL at base rate	119.99	13.41
Term Loan 72	Sponsor Bank	17/06/11	10	TL at base rate	119.99	14.66
Term Loan 76	Sponsor Bank	01/10/11	10	TL at base rate	139.99	15.49
Term Loan 81	Sponsor Bank	15/03/12	10	TL at base rate	139.99	16.21
Term Loan 85	Sponsor Bank	24/07/12	10	TL at base rate	315.00	38.01
Term Loan 88	Sponsor Bank	13/06/13	10	TL at base rate	159.99	18.76
Term Loan 90	Sponsor Bank	25/07/13	10	TL at base rate	80.00	10.09
Term Loan 98	Sponsor Bank	26/11/13	10	TL at base rate	500.00	46.32
Term Loan 111	Sponsor Bank	30/09/14	10	TL at base rate	20.00	1.02
2) Working Capital from Canara Bank	Sponsor Bank	28/03/14	1 year	Over Draft facility	319.01	14.12

(in ₹ crore)

Nature of Contract	Nature of relationship	Date of Deposit	Tenure (years)	Salient Terms	Outstanding Amount
1) Deposit with Canara Bank					
06B4302000216/19	Sponsor Bank	28/03/15	1	Fixed Deposit at 9.05%	0.40
06B4302000216/13	Sponsor Bank	21/08/15	1	Fixed Deposit at 9.05%	0.50
06B4302000216/14	Sponsor Bank	21/08/15	1	Fixed Deposit at 9.05%	0.50
2673302000149/2	Sponsor Bank	28/01/15	1	Fixed Deposit at 9.05%	0.70
06B4302000216/10	Sponsor Bank	28/06/14	1	Fixed Deposit at 9.05%	0.20
06B4302000216/11	Sponsor Bank	03/07/14	1	Fixed Deposit at 9.05%	0.50
06B4302000216/12	Sponsor Bank	03/07/14	1	Fixed Deposit at 9.00%	0.50
06B4302000216/17	Sponsor Bank	25/02/15	1	Fixed Deposit at 8.80%	0.55
06B4302000216/20	Sponsor Bank	31/03/15	1	Fixed Deposit at 8.80%	0.75
2) Total Interest earned on Canara Bank Deposit					0.48

(in ₹ crore)

Nature of Contract	Nature of relationship	Duration of Contract	Salient Terms	Outstanding Amount (in ₹ crore)
Rent paid to Canara Bank	Sponsor Bank	On going	Rent for Premises of Branches at Noida, Chennai, New Delhi and Mangalore	0.37
Bank charges paid to Canara Bank	Sponsor Bank	On going	As per norms	0.27
Salary of Managing Director paid to Canara Bank	Sponsor Bank	Since 29.04.11	As per norms	0.22
Other payments to Canara Bank	Sponsor Bank	One time	As per IPA Agreement for issue of Commercial Paper	0.05
Rent received from Canara Bank	Sponsor Bank	On going	Flat at Pune given on Rent to Canara Bank	0.02
Guarantee in respect of Rights issue to BSE paid to Canara Bank	Sponsor Bank	One time	As per the Guarantee letter	1.38
Registrar & Transfer Agency charges paid to Canbank Computer Services Ltd	Subsidiary of Sponsor Bank	3 years	As per the R&T agreement	0.06
Arrangers fees for Secured Redeemable Non Convertible Taxable Debentures paid to Axis Bank	Director of our Company also Director at Axis Bank	One time	As per the terms and conditions of the NCD issue.	0.01

Appropriate approvals have been taken for related party transactions. Advances paid have been adjusted against billings wherever applicable.

Bangalore
May 04, 2015

Sd/-
Atanu Bagchi
Asst. General Manager & CFO

Sd/-
C Ilango
Managing Director