



CAN FIN HOMES LIMITED

Registered Office: No. 29/1, 1st Floor, M N Krishna Rao Road,
Basavanagudi, Bengaluru – 560 004. Karnataka. India
Corporate Identity Number (CIN): L85110KA1987PLC008699
Tel :080 41261144, 080 48536192 • Fax:080 26565746
E-mail: compsec@canfinhomes.com • Web: www.canfinhomes.com

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 and Circulars issued by MCA]

Dear Member(s),

NOTICE is hereby given to the Members, pursuant to the provisions of Section 110, Section 108 and all other applicable provisions 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 together with the Companies (Management and Administration) Rules, 2014 (“Management Rules”) as amended, General Circulars bearing No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No.03/2022 dated May 05, 2022 and No.11/2022 dated December 28, 2022 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 and/or Special Resolutions set out below by way of Postal Ballot, by the Members of the Company, only through remote e-Voting process.

The proposed resolutions set out in this Postal Ballot Notice (“Notice”) 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 resolutions mentioned in this 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 the above provisions of the Act read with related Rules and the aforesaid MCA Circulars, this NOTICE is being sent by email to the members whose email addresses are registered with the Depositories or with the Company or its Registrar and Share Transfer Agent for communication purposes. 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 at www.bseindia.com and www.nseindia.com and on the website of NSDL at www.evoting.nsdl.com. Members who have not registered their email addresses so far are requested to follow the process provided in the Notes.

The Board of Directors has appointed Shri K N Nagesha Rao, Practising Company Secretary (Membership No. FCS 3000, CP No.12861) as the Scrutinizer pursuant to Rule 22 of the Management Rules, for conducting the Postal Ballot through e-voting 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 the Company Secretary of the Company, as authorised. The results of the Postal Ballot along with the Scrutinizer's Report will be communicated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. The same 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 on the Notice Board at the Registered Office of the Company.

SPECIAL BUSINESS**As Ordinary Resolution(s):****Item No.1- Appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as Managing Director & Chief Executive Officer of the Company**

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

“RESOLVED THAT Shri Suresh Srinivasan Iyer (DIN-10054487), who was appointed by the Board of Directors as an additional director of the Company w.e.f. March 18, 2023, in respect of whom the Company had received a Notice in writing under Section 160 of the Companies Act, 2013 (the “Act”) from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company pursuant to the provisions of Sections 152, 160 and other applicable provisions of the Act and the Rules made thereunder, applicable provisions of Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021 and applicable clauses of Articles of Association of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of sections 152, 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable rules thereunder read with Schedule V of the said Act, Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and the related clauses of the Articles of Association of the Company, as amended from time to time, approval of the members of the Company be and is hereby accorded for the appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as the Managing Director & Chief Executive Officer of the Company by the Board of Directors of the Company with effect from March 18, 2023, for a tenure of 3 (three) years initially, which is extendable for further 2 (two) years based on the performance and recommendations of the Nomination Remuneration and HR Committee to the Board of Directors, upon the terms and conditions, including remuneration, as specifically set out in the explanatory statement annexed hereto, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination Remuneration & HR Committee of the Board) of the Company, to alter and vary the terms and conditions of appointment, from time to time, in such manner as may be agreed to between the Board and Shri. Suresh Srinivasan Iyer.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments, amendments 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.”

As Special Resolution(s):**Item No.2- To borrow amounts not exceeding Rs.42,500 Crore**

To consider and if thought fit, to pass the following resolution(s) as a Special Resolution:

“RESOLVED THAT in supersession of the resolutions passed by the Members at the 35th Annual General Meeting of the Company held on September 07, 2022, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and read with the Articles of Association of the Company, relevant regulations/directions as may be prescribed by the National Housing Bank/Reserve Bank of India from time to time, to continue to borrow from time to time any sum or sums of money(ies) on behalf of the Company as they deem requisite and/or expedient for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company and remaining outstanding at any point of time would exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company; provided that the total amount upto which money(ies) borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time, including the temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed Rs.42,500 Crore (Rupees Forty Two Thousand and Five Hundred Crore only).”

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

Sd/-

Veena G Kamath

DGM & Company Secretary

Place: Bengaluru

Date: April 26, 2023

Registered Office:

No.29/1, I Floor,

Sir M N Krishna Rao Road,

Basavanagudi, Bengaluru – 560 004

CIN: L85110KA1987PLC008699

NOTES forming part of Postal Ballot Notice:

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 and 2 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 in 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 April 28, 2023, 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. The postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Hence, the 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 availed 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 Friday, May 05, 2023, at 9:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Sunday June 04, 2023 (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 Friday, April 28, 2023, 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. 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 June 04, 2023. Members seeking to inspect such documents can send an email to investor.relationship@canfinhomes.com.
9. The Board has appointed Shri K N Nagesha Rao, Practicing Company Secretary (Membership No. FCS 3000, 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 Chairman or the Company Secretary of the Company, as authorized, after 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 Exchanges viz. BSE Limited, NSE India Limited and Depositories. These results will also be displayed on the Notice Board of the Company at its Registered Office.
11. Resolutions passed by the Members through postal ballot, by requisite majority, shall be deemed to have been passed on the last date specified for e-voting, as if they have been passed at a General Meeting of the shareholders.
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.co.in
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 ravi@cctl.co.in or naidu@cctl.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.
 - (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 forming part of Postal Ballot Notice

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	<ol style="list-style-type: none"> 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 held 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



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 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 user your existing my easi username & password. After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting 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 is 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. 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. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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Type of shareholders	Login Method
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. The members are requested to update their mobile number and e-mail ID correctly in their demat account to access e-Voting facility.

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.co.in or call at 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?

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 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:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. 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 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'.
 - (ii) 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:
- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address, 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 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.co.in.

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?" options 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 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 Smt. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

4. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

(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 ravi@csl.co.in or naidu@csl.co.in or by writing to the Company's Registrar & 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, Malleswaram, 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 & 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), Aadhar (self-attested scanned copy of Aadhar Card) to NSDL or CDSL.

5. **For Individual Demat shareholders –** Please update your email ID & Mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
6. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Annexure to the Postal Ballot Notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”).

In respect of Item No.1 - Appointment of Shri Suresh Srinivasan Iyer (DIN-10054487) as Managing Director & Chief Executive Officer of the Company

The Board of Directors of your Company, considering the profile and experience of Shri Suresh Srinivasan Iyer and recommendations of the Nomination Remuneration and HR Committee on fit and proper criteria, tenure and remuneration, has appointed Shri Suresh Srinivasan Iyer (DIN-10054487) as an Additional Director and then as the Managing Director & Chief Executive Officer of the Company with effect from March 18, 2023, initially for a tenure of 3 (three) years, which is extendable for further 2 (two) years based on the performance and recommendations of the Nomination Remuneration and HR Committee to the Board of Directors, in terms of Section 152, 161, 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 Master Direction NBFC-HFC (Reserve Bank) Directions, 2021 and the applicable clauses of the Articles of Association of the Company. 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 signifying their intention to propose the candidature of Shri Suresh Srinivasan Iyer for appointment for the office of Director and Managing Director & Chief Executive Officer 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 the 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 Suresh Srinivasan Iyer, are provided in this explanatory statement.

Name of the Director	Suresh Srinivasan Iyer
Director Identification Number (DIN)	10054487
Age	48 years
Nationality	Indian
Date of first appointment on the Board	March 18, 2023
Qualification	M.B.A. (Finance) and a graduate in B.Sc. (Statistics).
Brief profile & nature of expertise in specific functional areas	<p>Shri Suresh Srinivasan Iyer (DIN-10054487) aged 48 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 is having a steady work experience of over 25 years in the same organisation and worked across multiple positions and different functions viz., sales, operations, IT strategy, Regulations etc. He has risen the ranks over the years with successful contribution in all roles & functions.</p> <p>He had joined Gruh Finance (now Bandhan Bank post-merger) in 1997 and went on to become part of the Core Management team early in his career. His prior experience is in operations (2003) where he was handling policy & pricing functions besides Risk function. He had also monitored Recovery function and had an oversight on Legal department.</p>
Terms and conditions of appointment & details of remuneration	The terms and conditions of his appointment & details of remuneration as Managing Director are mentioned below and would be available for inspection at the Registered Office of the Company as mentioned in the Notes.
No. of meetings of the Board attended during the year	One meeting of the Board was held after his appointment. He attended the meeting.
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	Nil

Memberships/ Chairmanships of the committee of the Board of Directors of the Company/other Companies	Shri Suresh Srinivasan Iyer is the Chairman of the Management Committee and member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Risk Management Committee and IT Strategy Committee
Listed entities from which the Director has resigned in the past three years	Bandhan Bank (not as a Director)
Number of equity 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).
Disclosure of relationships between directors inter-se, with any other Director or Key Managerial Personnel of the Company	None of the Directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said agenda.
Details of remuneration sought to be paid, if any.	The terms and conditions of his appointment & details of remuneration as Managing 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 (in case of independent directors)	Not applicable as he is the Managing Director and Chief Executive Officer.

Shri Suresh Srinivasan Iyer 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 and the Managing Director of the Company.

He is not disqualified from being appointed as a director, or Managing 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 not availed any loan from the Company.

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 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 Managing Director and CEO, as set out more particularly in the agreement between the Company and Shri Suresh Srinivasan Iyer, are as follows:

1. Tenure – The initial tenure of appointment is for 3 years from March 18, 2023 and subject to further extension of 2 years based on the performance and recommendations of the Nomination Remuneration & HR Committee to the Board subject to the approval of shareholders.

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, unless specifically provided otherwise.

3. Remuneration: The Managing Director & CEO 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 Rs.13,75,000/- (Rupees Thirteen Lakh Seventy Five Thousand only)
- B. Re-imbursement of other Cash Components (Monthly):
Mobile Expenditure: Rs.5000/— (Rupees Five Thousand only), Business Development Expenditure: Rs.25,000/— (Rupees Twenty-Five thousand only), Rent: Rs.60,000/— (Rupees Sixty Thousand only)
- C. Non-Cash Component (Monthly):
- (i) Provident Fund: Rs.1,65,000/- (Rupees One Lakh Sixty Five Thousand only) i.e. Annually Rs.19,80,000/— (Rupees Nineteen Lakh Eighty Thousand only). A portion of the same will be transferred to the Family Pension Fund as per the policy of the Company.
- (ii) Medical: Annually Rs.97,000/— (Rupees Ninety Seven Thousand only) (By way of group Insurance premium/ payment on declaration/ combination of both).
- (iii) Leave Fare Concession (LFC): Annually Rs.2,00,000/— (Rupees Two Lakh only) (For Self and family members).
- (iv) PL Encashment: Annually Rs.5,84,000/- (Rupees Five Lakh Eighty Four Thousand only) or Rs.11,68,000/- (Eleven Lakh Sixty Eight Thousand only) once in two years. PL can be accumulated upto a maximum period of eight months (240 days) as per the Policy of the Company. Privilege Leave upto 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 chauffer driven car.
- D. Performance linked Cash Incentive (Annual): Rs.33,00,000/— (Rupees Thirty Three Lakh only) being 20% of the annual fixed pay as per clause A above, based on performance evaluation by the NRC/ Board.
- (i) Pay slip component shall remain unchanged for a period of One year. The same shall be reviewed based on the performance after completion of one year.
- (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 shall be reviewed based on the performance after completion of one year.
- (iv) The salary payable on a monthly basis, 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 Director's and KMP's.
- (vi) The Managing Director 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 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.
- Copies 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 (LODR) Regulations, 2015 and Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 for appointment as the Managing Director & CEO and Key Managerial Personnel (KMP) of the Company and his appointment as the Managing Director, CEO and KMP would be in the best interest of the Company.
- The Board of Directors therefore, recommends the passing of the resolution proposed at Item No.1 of the Postal Ballot Notice for the approval of Members, as an ordinary resolution.
- In respect of Item No.2 - To borrow amounts not exceeding Rs.42,500 Crore.**
- At the 35th Annual General Meeting (AGM) of the Company held on September 07, 2022, the shareholders had accorded consent u/s.180(1)© and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing money(ies) in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of Rs.35,000 Crore (including temporary loans obtained from the Company's Bankers in the ordinary course of business). At the 28th Annual General Meeting held on July 08, 2015, the shareholders have authorised the Board of Directors of the Company u/s. 180(1) (a) to create security to the extent of the borrowing limits approved by the Members from time to time.
- The total borrowings of the Company as on March 31, 2023 was Rs.29,068 Crore (Rupees Twenty Nine Thousand Sixty Eight Crore only). As per Master Direction-Non-Banking

Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, for the financial year ended March 31, 2024, the maximum amount that the Company can borrow shall not exceed 12 times of the net owned funds (NOF) as per the last audited Balance Sheet. As on March 31, 2023, the NOF was Rs.3,597 Crore (Rupees Three Thousand Five Hundred Ninety Seven Crore only) (net of Dividend outflow) and hence our borrowing limit shall not exceed Rs.43,161 Crore (Rupees Forty Three Thousand One Hundred Sixty One Crore only) at the end of the year 2023-24. The Borrowing Power of Rs.42,500 Crore (Forty Two Thousand Five Hundred Crore only) sought by the Company will be valid till the outstanding borrowing of the Company reaches the limit approved by the members through this postal ballot. Though the approved limit is higher than the projected book size i.e., approximately Rs.38,100 Crore (Rupees Thirty Eight Thousand One Hundred Crore only) for FY24, the limits will be availed by the Company only based on the actual requirement. However, a higher limit will help the Company to approach various Banks/ Institutions and have sufficient cost effective funds at our disposal and optimize cost of funds.

In view of the above, it is considered desirable to increase the Company's existing borrowing limit from Rs.35,000 Crore to Rs.42,500 Crore. In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the Members is sought through the resolution(s) proposed at Item No.2 by way of special resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of Rs. 42,500 Crore (Rupees Forty Two Thousand and Five Hundred Crore only), including the temporary loans obtained from Company's Bankers in the ordinary course of business. Accordingly, the aggregate amounts borrowed, which are outstanding at a given point of time shall not

exceed the limit of Rs. 42,500/- Crore (Rupees Forty Two Thousand and Five Hundred Crore only) as recommended by the Board to the Members for their consent. The borrowings of the Company include term loans, overdraft facilities, issue of non-convertible debentures, commercial papers, acceptance of deposits from public, etc.

All the related documents and registers referred to in the Notice are available for inspection at the Registered Office of the Company.

None of the Directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution, except for borrowings, if any, from Canara Bank, in which case, Shri K Satyanarayana Raju (Managing Director & Chief Executive Officer of Canara Bank), Shri Debashish Mukherjee (Executive Director of Canara Bank) and Shri Amitabh Chatterjee (Deputy General Manager, Canara Bank) shall be deemed to be the interested directors.

The Board of Directors therefore, recommends the passing of the special resolution as set out at Item No.2 of this Notice, for approval of the Members.

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

Sd/-

Veena G Kamath

DGM & Company Secretary

Place: Bengaluru

Date: April 26, 2023

Registered Office:

No.29/1, 1 Floor,

Sir M N Krishna Rao Road

Basavanagudi, Bengaluru – 560 004

CIN: L85110KA1987PLC008699