

Registered Office

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• Web: www.canfinhomes.com CIN: L85110KA1987PLC008699

Notice of the 32nd Annual General Meeting

NOTICE is hereby given that the THIRTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LTD., will be held at 11:00 A.M. on Wednesday the July 17, 2019 at the NIMHANS Convention Centre, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka 560029, to transact the following business:

ORDINARY BUSINESS

Agenda No.1 - Adoption of accounts

To receive, consider and adopt the audited financial statements, including Balance Sheet as at March 31, 2019 and statement of the Profit and Loss account of the Company for the year ended that date together with the reports of the Directors and Auditors.

Agenda No.2 - Declaration of dividend

To declare a dividend of ₹2/- per equity share for the financial year ended March 31, 2019.

Agenda No.3 – Re-appointment of Shri Shreekant M Bhandiwad as Whole-time Director

To re-appoint Shri Shreekant M Bhandiwad (DIN-08120906), Whole-time Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

As Ordinary Resolution(s)

Agenda No.4 – Appointment of Dr. Yeluri Vijayanand as an Independent Director

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

“RESOLVED THAT in accordance with the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013, Companies (Amendment) Act, 2017 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Dr. Yeluri Vijayanand (DIN-00594503), in respect of whom

the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing Dr. Yeluri Vijayanand to be appointed as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a tenure upto the conclusion of the Annual General Meeting of the Company of the year 2020-21 and whose office shall not be liable to retire by rotation.”

Agenda No.5 – Appointment of Shri S Subramanian as a Director

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

“RESOLVED THAT in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, Shri S Subramanian (DIN-07901414) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 25.6 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Shri S Subramanian as a candidate for the office of director, is hereby appointed as a Director of the Company liable to retire by rotation.”

Agenda No.6 - Appointment of Shri Debashish Mukherjee as a Director

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

“RESOLVED THAT in accordance with the provisions of Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment

thereof, Shri Debashish Mukherjee (DIN-08193978) who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and Article 25.6 of the Articles of Association of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Shri Debashish Mukherjee as a candidate for the office of director, is hereby appointed as a Director of the Company liable to retire by rotation.”

Agenda No.7 – Re-appointment of Shri Sarada Kumar Hota as Managing Director

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

“RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and related Rules read with Schedule V, including any amendment, modification, variation or re-enactment thereof, and the related articles 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 re-appointment of Shri Sarada Kumar Hota (DIN-07491088), General Manager, Canara Bank, as the Managing Director of the Company for a further tenure from May 19, 2019 to October 05, 2019, at such remuneration, as he is entitled to in accordance with the Service Regulations of Canara Bank and any modifications and revisions thereof that might take place from time to time and paid / payable by way of reimbursement to Canara Bank as detailed in the explanatory statement attached hereto, provided however that the remuneration paid/ payable to Shri Sarada Kumar Hota, Managing Director, shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof.

RESOLVED FURTHER THAT all the acts, deeds, matters and things and execution of documents, instruments and writings carried out by Shri Sarada Kumar Hota, as the Managing Director of the Company, on his re-appointment by the Board of Directors since May 19, 2019, be and are hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company is hereby authorised to do all such acts, deeds, matters and things and execute all such documents, instruments and writings, if any, as may be required and to delegate all or any of its powers herein conferred to any Director(s) or Committee of Directors to give effect to the aforesaid resolutions.”

Agenda No.8 – Acceptance of deposits from public

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

“RESOLVED THAT the consent of the Company is hereby accorded to the Board of Directors of the Company, pursuant

to the Housing Finance Companies (NHB) Directions, 2010 issued under National Housing Bank Act, 1987 and guidelines issued from time to time and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as applicable, for acceptance of deposits from public, to the extent not exceeding 5 (five) times of the net owned funds or such other limits prescribed by NHB from time to time, and deposits from others, provided that the total amount upto which aggregate money(ies) borrowed by the Board of Directors of the Company together with the deposits so accepted from the public and others shall not exceed the limit approved by the Company in terms of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013.”

Agenda No.9 - Related Party Transactions / Arrangements

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

“RESOLVED THAT in supersession of the Resolutions passed at the Thirty first Annual General Meeting of the Company held on July 18, 2018 pursuant to the provisions of Section 188 and all other applicable provisions, if any, of the Companies Act, 2013 and Companies (Amendment) Act, 2015, Companies (Amendment) Act, 2017, read with applicable Rules under the Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of regulation 23 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendment, modification or re-enactment thereof, approval of the members of the Company be and is hereby accorded for enhancement of related party transactions from ₹5,000 Crore (Rupees Five Thousand Crore) to ₹6,000/- Crore (Rupees Six Thousand Crore) and such related party transactions mean entering into any contracts or arrangements with the related party(ies) viz., Canara Bank, the Sponsor Bank of the Company and/or their subsidiaries and/or associates and/or any of their joint venture companies with respect to the transactions entered into or to be entered into with respect to sale, purchase of any goods or materials, selling or otherwise disposing of or buying property of any kind, leasing of property of any kind, availing or rendering of any services directly or through appointment of agents, appointment to any office or place of profit in the Company, remuneration for underwriting of securities, transactions involving payment to a related party with respect to brand usage or royalty, etc., or reimbursement towards any transaction or any transaction of whatever nature.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Audit Committee is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds, things as may be necessary, proper or expedient to give effect to these resolutions.”

As Special Resolution(s)**Agenda No.10 – Re-appointment of Shri G Naganathan, FCA, as an Independent Director**

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

“RESOLVED THAT in accordance with the provisions of Section 149 and 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) Shri G Naganathan (DIN-00423686) whose tenure of office comes to an end on the conclusion of the 32nd Annual General Meeting on July 17, 2019 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying their intention to propose Shri G Naganathan as a candidate for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of three years until the conclusion of the Annual General Meeting of the financial year 2021-22 and whose office shall not be liable to retire by rotation.”

Agenda No.11 - To borrow amounts not exceeding ₹23,000 Crore

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

“RESOLVED THAT in supersession of the resolutions passed at the Thirty first Annual General Meeting of the Company held on July 18, 2018, the consent of the Company is hereby accorded, pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, to the Board of Directors of the Company to continue to borrow from time to time any money(ies) as they deem requisite for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company would exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company, provided that the total amount upto which money(ies) borrowed by the Board of Directors of the Company at any time, including the temporary loans obtained from the Company's Bankers in the ordinary course of business, shall not exceed ₹23,000 Crore (Rupees Twenty Three Thousand Crore only).”

Agenda No.12 - Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding ₹6000 Crore, on private placement

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

“RESOLVED THAT subject to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Rules, 2008, Foreign Exchange Management Act, 1999, Directions / Guidelines issued by National Housing Bank or any other Regulators, guidelines or circulars issued by Reserve Bank of India or any other statutory / regulatory authorities from time to time, including any amendment, modification, variation or re-enactment thereof, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee thereof) for issuance of Redeemable, Secured or Unsecured Non-Convertible Debentures (NCDs)/bonds, subordinated debt in the nature of Tier II NCDs/bonds, onshore and/or offshore, denominated in Indian Rupees and/or any Foreign Currency, for cash, either at par or premium or at a discount to face value, upto an amount not exceeding ₹6,000 Crore (Rupees Six Thousand Crore only) under one or more information memorandum / shelf disclosure document, on private placement basis, in one or more tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company are hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non- Convertible Debentures/bonds, number of securities, number of tranche(s), to be issued under each such tranche, tenure, purpose, coupon rate(s), securities for the issue if any, pricing of the issue, date(s) of opening and closing of the offers/ invitations for subscription of such securities, deemed date(s) of allotment, exercise 'PUT' and 'CALL' option, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s) duly constituted for the purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to these resolution(s), the Board is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

RESOLVED FURTHER THAT the Board is hereby authorised to delegate all or any of the powers herein conferred to any director(s)/Committees and/or officers(s) of the Company, to give effect to the resolution(s).”

Agenda No.13 – Further issue of shares / specified securities not exceeding ₹1000 Crore

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment, modification, variation or re-enactment thereof), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (SEBI) Act, 1992 and the rules and regulations made thereunder including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended [the “SEBI (ICDR) Regulations”], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended [“SEBI (LODR) Regulations”], the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Foreign Exchange Management (Transfer or issue of any foreign security) Regulations 2004 as amended, the Reserve Bank of India Master Directions on Foreign Investment in India 2018 as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (the “ROC”), the Ministry of Corporate Affairs (“MCA”), National Housing Bank (“NHB”), stock exchanges and/or any other competent authorities (hereinafter referred to as ‘regulatory authorities’), from time to time, and to the extent applicable and subject to approvals, consents, permissions and/or sanctions, if any required, from any statutory or regulatory authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent, authority and approval of the members be and is hereby accorded to the Board of Directors of the company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, offer, issue and allot, such number of fully paid Equity Shares of the Company of face value of 2/- each (Rupees Two only) (the “Securities”), in one or more tranches, either in India or in the course of international offering(s) in one or more foreign markets, by way of Qualified Institutions Placement (“QIP”) through issue of a placement document to Qualified Institutional Buyers [as defined in the SEBI (ICDR) Regulations] (“QIBs”) and/or on preferential allotment basis to the promoter viz., Canara

Bank, in accordance with Chapter VII and/or VIII of SEBI (ICDR) Regulations, as applicable, or by any other mode of further issue of specified securities or any combination thereof for an amount not exceeding in aggregate of ₹1000 Crore (Rupees One Thousand Crore only), inclusive of such premium as may be fixed on such Securities at such time or times, in such manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under the applicable laws) etc., as may be deemed appropriate by the Board in its absolute discretion, including the discretion to determine the QIBs to whom to offer, issue and allotment shall be made to the exclusion of other QIBs at the time of such creation, offer, issue and allotment, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for future corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT the allotment of Securities shall be completed within 12 (twelve) months from the date of passing of this Resolution or such other time as may be permitted under the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VII and/or VIII of SEBI (ICDR) Regulations, as applicable and as may be amended from time to time, provided that the Board may, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under the applicable laws, with such lock-in requirements and on such price determined in accordance with the pricing formula provided under Chapter VII and/or VIII of SEBI (ICDR) Regulations, as applicable, as may be amended from time to time.

RESOLVED FURTHER THAT the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such shares, subject to any relevant provisions of applicable laws, rules, regulations, etc. as amended, from time to time.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company as per the above resolutions shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company as per the above resolutions shall be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorized on behalf of the Company to

do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final placement document(s), determining the type, form and manner of the issue, number of securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion of the securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/charge in accordance with the provisions of the Act in respect of any Securities as may be required either on pari passu basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions or clarifications and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, the ROC or such other statutory & regulatory authorities, merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, trustee, escrow agent or such other agents/agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent, authority or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to these Resolutions may be exercised by the Board or Committee thereof the Board has constituted or may constitute in this behalf, to the intent that the members shall be deemed to have given their approval thereto expressly by the authority of these Resolutions, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such securities on the stock exchange(s).

RESOLVED FURTHER THAT subject to the applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Directors or any other officer or officers of the Company to give effect to the above resolutions."

Agenda No.14 – Alteration of Articles of Association – Deletion of clauses relating to `Common Seal`

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

"RESOLVED THAT pursuant to the provisions of Section 5, 9, 14 and all other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded to amend the Article of Association as below:

- (a) The existing Article 9 be deleted and in its place the following new Article 9 be substituted, namely

"Article 9 – Issue of certificate

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two directors or by a director and the company secretary, wherever the company has appointed a company secretary."

- (b) The existing Article 30 be deleted which is as under:

"Article 30 - The Seal

30.1 The Board shall provide for the safe custody of the seal.

30.2 The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other person aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) be and is hereby authorized to take all such actions as may be necessary, desirable or expedient and to do all such necessary acts, deeds and things that may be incidental or pertinent to give effect to the aforesaid resolution(s)."

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

Sd/-

Veena G Kamath

AGM & Company Secretary

Place: Bengaluru
Date: May 22, 2019

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Regulation 17(11) setting out the material facts concerning agenda No.3 and special business under agenda Nos. 4 to 14 in the Notice is annexed.
2. **Voting through electronic means (e-Voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the National Securities Depository Limited (NSDL). The facility for voting through electronic voting system/ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names will be entitled to vote. Since the resolutions set out in this Notice of the meeting are being put to the vote through e-voting, the said resolutions will not be voted on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.
3. (a) **A member entitled to attend and vote is entitled to appoint a proxy/proxies, to attend and vote instead of himself/herself, and such proxy/proxies need not be a member.**
 - (b) Pursuant to Section 105 of the Companies Act, 2013, a proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting.
 - (c) Pursuant to Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - (d) **Proxies in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for commencement of the meeting** (Proxies, if any, to be registered with the Company on or before 11:00 a.m. on July 15, 2019). The proxy form shall be duly complete, signed and stamped at the time of submission.
 - (e) The instrument appointing a proxy, if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.
 - (f) A proxy form for the AGM is enclosed.
4. A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, provided that not less than three days of notice in writing of the intention so to inspect is given to the Company.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company would remain closed from Thursday the July 11, 2019 to Wednesday the July 17, 2019, (both days inclusive) for the purpose of determining the entitlement of shareholders to the payment of dividend for the financial year ended March 31, 2019.
6. Subject to the provisions of Companies Act, 2013, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the close of business hours on Wednesday, July 10, 2019.
7. Copies of the Notice of the 32nd AGM, Attendance Slip, Proxy Form, e-Voting instructions and Annual Report are being sent by electronic mode to all those members whose e-mail addresses are registered with the Company/RTA or Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report 2018-19 are sent by the permitted mode.
8. Members may note that the Notice of the 32nd AGM, Annual Report 2019 and instructions for e-voting will be available on the Company's website www.canfinhomes.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours (10.00 a.m. to 5:00 p.m.) on working days. Members who require communication in physical form in addition to communication via e-mail or having any other queries, may write to us at compsec@canfinhomes.com

9. Pursuant to the provisions of section 102(3) of the Companies Act, 2013, all the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be 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 upto the date of declaration of the result of the 32nd AGM of the Company.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s.170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained u/s.189 of the Act will be available for inspection by the members at the AGM.
11. Additional information/particulars, pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM are furnished in the explanatory statement forming part of this Notice. The directors have furnished consent(s)/ declaration(s) for their appointment/ re-appointment as required under the Companies Act, 2013 and related Rules and as per NHB Directions.
12. The members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2018- 19 or on any other related subject may write to the Company at e-mail IDs; accounts@canfinhomes.com or compsec@canfinhomes.com at least 15 days before the date fixed for the AGM, so that the information required could be kept ready.
- 13. Members/proxies attending the Annual General Meeting are requested to bring the following:**
- Photo Identity Card for marking the attendance.
 - Attendance Slip duly mentioning the Folio number(s) or DP ID & Client ID Number(s), as applicable, the number of shares held and duly signed by the respective Members or Proxy attending the meeting.
 - Member companies/Institutions are requested to send a copy of the resolution of their Board or governing body, authorising their representative to attend and vote on their behalf at the Annual General Meeting.
 - Copy of the Annual Report (optional).
14. Members/ authorised representatives/ Proxies are requested to tender their attendance slips at the Registration Counters at the venue of the AGM and seek registration before entering the meeting hall.
15. The route-map to the AGM venue is provided as a part of this Notice as required under Secretarial Standards.
- 16. Information on Appointment of Auditors:** Pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and rules made thereunder, M/s. Varma & Varma, Chartered Accountants (Firm Reg.No.004532S) were appointed by the members as the Statutory Auditors of the Company to hold office from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.
- The requirement of placing the matter relating to such appointment for ratification by members at every annual general meeting has been dispensed with by omission of the first proviso to Section 139(1) by the Companies (Amendment) Act, 2017 effective from May 07, 2018 as per the Notification issued by Ministry of Corporate Affairs, Govt. of India [File No.1/1/2018-CL.I dated May 07, 2018]. Hence, a separate agenda for ratification of appointment of Auditors has not been placed before the current meeting. M/s Varma & Varma, Chartered Accountants will continue as the Statutory Auditors of the Company, until the conclusion of the 35th Annual General Meeting, at such remuneration and out-of-pocket expenses, as may be decided by the Board of Directors of the Company.
- We request the members to note the above information.

General Information:

- Dematerialisation of shares:** Considering the advantage of scripless trading, members are requested to consider dematerialisation of their shareholding so as to avoid inconvenience. For any assistance for opening demat account, the members may contact the RTA or the Board Secretariat Department vide e-mail to compsec@canfinhomes.com or Ph: 080 26564259. Pursuant to the proviso to Reg. 40 of SEBI (LODR) Regulations, 2015, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed by the Company unless the securities are held in the dematerialized form with a depository.
- Unclaimed Dividend:** Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, the dividend declared for 2011-12 remaining unclaimed and unpaid as on August 08, 2019 would be transferred to the Investor Education & Protection Fund (IEPF) on completion of 7 years. Members who have not encashed their dividend warrants for the financial years 2011-12 to 2017-18 are requested to approach the RTA of the Company at the earliest.

- 3. Transfer of shares to IEPF Demat Account:** Pursuant to Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and refund) Rules, 2016 and amendments thereof and as per Rule 6 of the said Rules, during FY 2018-19, the Company has transferred all the shares, in respect of which dividend amounts remained unclaimed or unpaid for 7 consecutive years by the shareholders i.e., upto 2010-11, to 'IEPF Demat Account' in accordance with the procedure prescribed.

The Company has sent reminder letters dated May 03, 2019 to all the shareholders (2130 Nos.), who have not claimed their dividend amounts pertaining to 2011-12 for a consecutive period of 7 years and also issued newspaper notifications. The details are made available on the website of the Company in 'Investors' page. The shareholders are requested to contact RTA and submit their KYC documents and comply with the formalities for claiming the said amounts. The unclaimed amount together with related shares are due to be transferred to IEPF by August 08, 2019.

- 4. E-mail address:** The Company has been concerned about the environment and encourages the green initiative taken by the Ministry of Corporate Affairs (MCA), Government of India. Members holding equity shares of the Company in physical form, are again requested to provide their e-mail address to the Company via e-mail to investor.relationship@canfinhomes.com or to the RTA of the Company via e-mail to ravi@ccsl.co.in or naidu@ccsl.co.in. Members holding equity shares of the Company in electronic/dematerialized form are requested to register their e-mail address with their respective Depository Participant for enabling us to send the annual report etc., via e-mail.

- 5. Payments in electronic mode:** SEBI vide its Circular dated March 21, 2016 has made it mandatory for the Companies to make payment to its investors using electronic mode viz., ECS, NECS, RTGS, NEFT etc.

- In respect of members holding shares in physical form, the Company and/or its R & T Agents are expected to maintain the bank account particulars of its investors together with the related IFSC Code. In the above referred Circular, the respective Depository Participants are also instructed to maintain such details pertaining to the members holding shares in demat mode.
- Members holding shares in electronic/de-materialised form may please note that while printing the bank account particulars on the dividend warrants, the particulars as provided by the National Securities Depository Ltd. (NSDL)/ Central Depository Services

(India) Ltd. (CDSL) will only be considered (in terms of the regulations of Depositories Act, 1996) for crediting the amount directly to the respective beneficial owners' bank account. Hence, the Company will not be in a position to act on any direct request from such demat holders for any change of bank account particulars.

- The forms (for physical) for furnishing Bank account particulars with the related IFSC Code, are made available on the website of the Company <https://www.canfinhomes.com/pdf/Letter-of-Request-for-DEMAT-and-Bank-Account-particulars-etc.pdf> for download by the members and submission to the Company or the RTA. Members who have not yet complied with the above requirement are requested to immediately send required particulars for enabling the Company/RTA to pay dividends through electronic mode.
 - Instructions, if any, already given by the members to the Company while holding shares in physical form will become redundant on conversion of shares to demat mode. The details provided/available with the respective DPs only will be considered for all purposes, including for payment of dividend. Hence, the demat holders are requested to furnish change in the Bank account particulars, if any, to their respective depository participants, and not to the Company or its RTA.
- 6. PAN:** Securities Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic/dematerialised form are, therefore requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form shall submit their PAN details to the Company/RTA.
- 7. Nomination facility:** Pursuant to Section 72 of the Companies Act, 2013 individual/ joint members are entitled to register nomination in respect of the shares held by them in Form No.SH-13 and send it to the RTA. The Nomination form is made available in the website of the Company <https://www.canfinhomes.com/pdf/Nomination-Form-SH-13.pdf>.
- 8. Correspondence:** Members are requested to address all correspondence, including payment of unclaimed dividend, change of address etc. to the Registrars and Share Transfer Agents (RTA) of the Company viz., M/s.Canbank Computer Services Ltd., R & T Centre, Unit: Can Fin Homes Ltd., J.P. Royale, I Floor, No.218, 2nd Main, Sampige Road (near 14th Cross), Malleshwaram, Bengaluru-560003; e-mail: naidu@ccsl.co.in;

ANNEXURE TO THE NOTICE

Explanatory Statement: [Pursuant to Section 102(1) of the Companies Act, 2013 and Regulation 17(11) of the SEBI (LODR) Regulations, 2015 and additional information on directors on appointment/re-appointment as required under Regulation 36 of the said regulations and secretarial standards to the extent applicable].

In respect of Agenda No.3 – Re-appointment of Shri Shreekant M Bhandiwad as whole-time Director

In terms of section 152(6)(d) of the Act, the Board has resolved that Shri Shreekant M Bhandiwad, Whole-time Director, who was appointed on April 28, 2018, being longest in the office since his last appointment, shall retire at the 32nd Annual General Meeting of the Company and being eligible seeks re-appointment. He has filed his consent for such re-appointment.

Agenda No. 3 is an ordinary business. However, in terms of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2, the following particulars relating to Shri Shreekant M Bhandiwad (DIN-08120906), Whole-time Director, are provided for the information of members.

Brief resume: Shri Shreekant M Bhandiwad, aged 49 years, has been appointed as the Deputy Managing Director of Can Fin Homes Ltd. w.e.f April 28, 2018. He is a Post-Graduate Degree holder in Agricultural Science viz., M.Sc.(Agri) and a CAIIB. Shri Shreekant M Bhandiwad started his career as an Officer in Canara Bank in the year 1994.

Nature of expertise in specific functional areas and experience: Shri Bhandiwad is a senior banker with 25 years of commercial banking experience having served across the States of Haryana, Rajasthan and Karnataka. During his service in the Bank he has headed different branches, Regional Office, Circle Office and various departments at Regional Office and Corporate Office. Before his posting to the Company, he was heading the Rajasthan operations of Canara Bank as Head of Jaipur Circle of the Bank. Prior to this, he had worked in Jaipur Regional Office, Bengaluru Cantonment and Yediyur Branches. He had also worked in Bengaluru Langford Town, Davanagere Regional Office and also in Head Office, Bengaluru. Apart from his successful tenure at various places as above, Shri Bhandiwad carries with him the experience of over eight years at the Managing Director's Secretariat in the Bank.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director, other than Shri Debashish Mukherjee (Executive Director, Canara Bank), Shri S K Hota (General Manager, Canara Bank), Shri S Subramanian (General Manager, Canara Bank), or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Shri Shreekant M Bhandiwad, Dy. Managing Director does not hold directorships in any other listed entities. He is a member of Corporate Social Responsibility Committee, Risk Management Committee, Management Committee and IT Strategy Committee of the Board of your Company.

No. of meetings of the Board attended during the year: Shri Bhandiwad attended 9 meetings during the year out of 10 meetings held.

Shareholding in the Company: Shri Shreekant M Bhandiwad, Dy. Managing Director is not holding any shares in the Company (both own and held by/for other persons on a beneficial basis). He has not availed any loan from 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.

Key terms and conditions of re-appointment: Shri Shreekant M Bhandiwad was appointed as an additional director and whole-time director by the Board on April 28, 2018 and the terms and conditions of his appointment and remuneration was approved by the members at the 31st AGM of the Company held on July 18, 2018. There are no changes in the terms and conditions of his re-appointment and remuneration.

Remuneration: The terms and conditions including remuneration of Shri Bhandiwad, which was approved by the members at the 31st AGM held on July 18, 2018 are reproduced hereunder for your ready reference.

Basic Pay - ₹76,520 per month; Dearness Allowance – Variable; Dearness Allowance [as per index level]; Special Allowance - 11% of Basic Pay + DA; City Compensatory Allowance - ₹870/- per month; Deputation Allowance - 4% of Basic Pay subject to maximum of ₹2000/-per month; House Rent Allowance – As per norms;

Perquisites: Accommodation - If the executive having his own house at the place of deputation he should occupy the same else he is eligible for bank's quarters. If the executive already occupied bank's quarters he is not eligible for house rent allowance; Eligible for Residential Telephone; Eligible for Office Car & Driver;

Other allowances /facilities:

Medical Advances - ₹9050/- 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/ her LFC [other than travel to place of domicile] upon which he/ she shall be entitled to receive an amount equivalent to 75% of the eligible fare for the class of travel by train to which he is entitled upto a distance of 5500 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. Upto 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 11 working days — max accumulation is restricted to 270 days.; Sick Leave: 30 days of leave on half pay or 15 days on full pay as sick leave per year, maximum 540 days on half pay additional sick leave: maximum 90 days on half pay;

Contribution to Provident Fund- 10% of the Basic Pay & increment component of FPP & PQP;

On repatriation: Leave Salary corresponding to the leave earned during the period of deputation but not availed shall be payable to the bank.; Gratuity on prorata 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 Canara Bank [Officers] Service Regulations, 1979 and Canara Bank Officer Employees' [Discipline and Appeal] Regulation 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 and gratuity on prorata basis payable for the period of deputation, to the bank.

Shri Shreekant M Bhandiwad is eligible to receive the above remuneration, allowances etc., as per the service regulations of Canara Bank including revision on account of promotion etc., that may take place from time to time. His remuneration for the year ended March 31, 2019 was ₹19.22 Lakh.

Your directors are of the opinion that Shri Shreekant M Bhandiwad fulfils the conditions specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 for such re-appointment and his re-appointment as the Whole-time Director (designated as Deputy Managing Director) would be in the best interest of the Company.

All the registers and declarations relating to Shri Shreekant M Bhandiwad, Dy. Managing Director, are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors therefore, recommend the re-appointment of Shri Shreekant M Bhandiwad, Dy. Managing Director as proposed at Agenda No.3 of the Notice.

In respect of Agenda No.4 – Appointment of Dr. Yeluri Vijayanand as an Independent Director

The Board of Directors have appointed Dr. Yeluri Vijayanand (DIN- 00594503), on the Board of the Company with effect from August 29, 2018 as an additional director and as Independent Director pursuant to Section 161 and all other applicable provisions of the Companies Act, 2013, on the recommendations of the Nomination Remuneration and HR Committee constituted under Section 178(1) of the said Act. In terms of Section 161 of the Companies Act, 2013, Dr. Yeluri Vijayanand holds office only up to the date of the ensuing Annual General Meeting.

In terms of Section 160 and all other applicable provisions of the Companies Act, 2013, your Company has received a notice in writing from a member signifying their intention to propose the appointment of Dr. Yeluri Vijayanand as an Independent Director of the Company at the ensuing Annual General Meeting. Dr. Yeluri V Vijayanand is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act.

Brief resume: Dr. Yeluri V Vijayanand is PhD in Economics (2011) from University of Mysore, M.A in Economics (1967) from Bangalore University, Bachelor of Laws (1969) from Bangalore University and CAIIB (1978) from Indian Institute of Bankers. He is 71 years old.

Nature of expertise in specific functional areas and experience: Dr. Vijayanand retired from State Bank of India as Deputy Managing Director on August 31, 2007 after serving for more than 37 years. As DMD and Group Executive of Associates and Subsidiaries, he was the nominee director of SBI in all Associate Banks, and non-banking subsidiaries, as also in ARCIL, Thomas Cook India, and CIBIL. He was also on the boards of three overseas subsidiaries/joint ventures of SBI. The other prominent positions held by him were Managing Director of State Bank of Mysore, President and COO of SBICAP, Chief General Manager, Corporate Accounts Group, General Manager (Commercial), Chennai and Vice President, SBI New York.

Post retirement from SBI, he worked as a Corporate Advisor in Nagarjuna Fertilizers and Chemicals Limited, Hyderabad for nine years. He was a non-executive director in three group companies. He was also an independent director in SBI Global Factors Limited, and Caparo Financial Solutions Limited.

He is a visiting faculty at State Bank Staff College and Academy, JNIDB, Institute of Public Enterprise, NALSAR-IIRM, BITS Pilani-

Hyderabad Campus, Osmania University, Bangalore University and University of Mysore.

He was awarded a PhD in Economics by the University of Mysore in 2011 for his thesis on "Impact of Banking Regulations on Indian Commercial Banks: A study of current and emerging issues". He also contributed articles to academic and professional journals, and took part in several conferences and seminars.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Dr. Yeluri Vijayanand does not hold directorships in any other listed entities. He is the Chairman of Nomination, Remuneration & HR Committee and Stakeholder Relationship Committee and a member of the Audit Committee of the Board in the Company.

No. of meetings of the Board attended during the year: Dr. Vijayanand attended 7 meetings during the year out of 7 meetings held during his tenure.

Shareholding in the Company: Dr. Vijayanand is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis) and has not availed any loan from the Company.

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 Dr. Yeluri V Vijayanand, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

He has also submitted a declaration to that effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

Remuneration: Dr. Yeluri Vijayanand is eligible to receive sitting fee for attending the meetings of the Board and Committees. He is also eligible to receive re-imbursalment of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of their role and duties.

Considering the knowledge, profile, expertise, vast and varied experience, criteria of independence and fit and proper criteria, the Nomination Remuneration and HR Committee has recommended for appointment of Dr. Yeluri Vijayanand as an Independent Director and the Board has placed the proposal before the members with its recommendations.

Your directors are of the opinion that Dr. Yeluri V Vijayanand fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and HFCs Corporate Governance (NHB) Directions, 2016 for appointment as an Independent Director and his appointment as an Independent Director would be in the best interest of the Company.

Copy of the draft letter for appointment of Dr. Yeluri V Vijayanand as an independent director setting out the terms and conditions and the consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Dr. Yeluri V Vijayanand, being eligible, is proposed to be appointed as an Independent Director from this Annual General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2021.

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

In respect of Agenda No.5 - Appointment of Shri S Subramanian as a Director

The Board of Directors of the Company, appointed Shri S Subramanian (DIN 0790141) as an Additional Director of the Company with effect from October 06, 2018 on the recommendations of Nomination, Remuneration & HR Committee and in terms of the Articles of Association of the Company and Section 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules. In terms of Section 161 of the Companies Act, 2013, Shri S Subramanian holds office only up to the date of the ensuing Annual General Meeting.

Your Company has received a notice in writing from a member, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the appointment of Shri S Subramanian, as a director of the Company at the ensuing Annual General Meeting.

Shri S Subramanian is willing to act as a Director of the Company, if so appointed and has filed with the Company his consent pursuant to Section 152 of the said Act.

Brief resume: Shri S Subramanian is a graduate in B.Sc., a Diploma holder in Company Law and a Certified Associate of Indian Institute of Bankers (CAIIB). He is 58 years old.

Nature of expertise in specific functional areas and experience: He started his career in Canara Bank in the year 1981 and has more than 36 years of commercial banking experience. During his service in the Bank he has handled various duties at

various branches. He has worked in the Credit Administration & Monitoring Wing (Head Office Bengaluru), Chandigarh Circle Office, Prime Corporate Branch, Bengaluru, Coimbatore Circle Office (Core Credit Group), Perundurai SME Branch, Overseas Business cell (Madurai Circle Office), Kolkata Overseas branch, and various other places. Currently he is the General Manager of Corporate Credit Wing, Canara Bank, Head Office, Bengaluru.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director, other than Shri Debashish Mukherjee (Executive Director, Canara Bank), Shri S K Hota (General Manager, Canara Bank), Shri Shreekanth M Bhandiwad (Dy. General Manager, Canara Bank) or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Shri S Subramanian does not hold directorships in any other listed entities. He is member of Audit Committee and Management Committee of the Board in the Company.

No. of meetings of the Board attended during the year: Shri S Subramanian attended 5 meetings during the year out of 5 meetings held during his tenure.

Shareholding in the Company: Shri S Subramanian is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis). He has not availed any loan from 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 Shri S Subramanian, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

Remuneration: Shri S Subramanian is eligible to receive sitting fee for attending the meetings of the Board and Committees. He is also eligible to receive re-imbusement of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of their role and duties.

Your directors are of the opinion that Shri S Subramanian fulfills the conditions specified in the Companies Act, 2013 for such appointment and his appointment as a director would be in the best interest of the Company.

The consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made

thereunder, Shri S Subramanian, being eligible, is proposed to be appointed as a director, liable to retire by rotation, at the ensuing Annual General Meeting.

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

In respect of Agenda No.6 - Appointment of Shri Debashish Mukherjee as a Director

The Board of Directors of the Company, appointed Shri Debashish Mukherjee (DIN 08193978) as an Additional Director of the Company with effect from March 12, 2019 on the recommendations of Nomination, Remuneration & HR Committee, in terms of the Articles of Association of the Company and Section 152 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules. In terms of Section 161 of the Companies Act, 2013, Shri Debashish Mukherjee holds office only up to the date of the ensuing Annual General Meeting.

Your Company has received a notice in writing from a member, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the appointment of Shri Debashish Mukherjee, as a director of the Company at the ensuing Annual General Meeting. Shri Debashish Mukherjee is willing to act as a Director of the Company, if so appointed and has filed with the Company his consent pursuant to Section 152 of the said Act.

Brief resume: Shri Debashish Mukherjee is an MBA (Finance) from the University of Kolkata. He started his career with Punjab National Bank as a Financial Analyst in scale II in 1994. He is 53 years old.

Nature of expertise in specific functional areas and experience: He joined United Bank of India as an Asst. General Manager (Credit) in the year 2006. He worked in various capacities at Regional Offices, headed Corporate Finance Branch at Kolkata and was Regional Manager of Bihar Region. He has vast experience in Corporate Credit, Credit Monitoring and Recovery. He is an avid reader and has travelled extensively.

Shri Debashish Mukherjee has taken charge as Executive Director of Canara Bank on 19/02/2018. He is overseeing the functions of Risk Management (including Capital planning), Financial Management and subsidiaries, MSME, Credit Administration & Monitoring, stressed Assets Management and Recovery, Inspection, Treasury, International Operations & Corporate Customer Relations. He is also one of the Directors on the Board of Canara Robeco Asset Management Company Limited, Canara HSBC Oriental Bank of Commerce Life Insurance Company Limited, Higher Education Financing Agency, Canbank Venture Capital Fund Limited, and Canara Bank Securities Limited.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director, other than Shri S K Hota (General Manager, Canara Bank), Shri S Subramanian (General Manager, Canara Bank), Shri Shreekant M Bhandiwad (Dy. General manager, Canara Bank) or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Shri Mukherjee is the Executive Director of Canara Bank. Other than Canara bank and Can Fin Homes Ltd. he does not hold directorships in any listed entities. Shri Mukherjee is the member of Nomination Remuneration & HR Committee and Chairman of the Risk Management Committee of the Board in the Company.

No. of meetings of the Board attended during the year: Shri Mukherjee attended 1 meeting during the year out of 2 meetings held during his tenure.

Shareholding in the Company: Shri Debashish Mukherjee is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis). He has not availed any loan from 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 Shri Debashish Mukherjee, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

Remuneration: Shri Debashish Mukherjee is eligible to receive sitting fee for attending the meetings of the Board and Committees. He is also eligible to receive re-imbusement of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of their role and duties.

Your directors are of the opinion that Shri Debashish Mukherjee fulfills the conditions specified in the Companies Act, 2013 for such appointment and his appointment as a director would be in the best interest of the Company.

The consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Shri Debashish Mukherjee, being eligible, is proposed to be appointed as a director, liable to retire by rotation, at the ensuing Annual General Meeting.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.6 of the Notice.

In respect of Agenda No.7 - Re-appointment of Shri Sarada Kumar Hota as Managing Director

Shri Sarada Kumar Hota (DIN-07491088), General Manager of Canara Bank was appointed as the Managing Director of the Company by the Board of Directors at their meeting held on May 19, 2016 and the appointment was approved at the 29th Annual General Meeting (AGM) of the Company held on June 29, 2016, for a tenure of 3 years and subject to further extension in the period of service, if any, by Canara Bank, at such remuneration as he would be entitled to, under the Service Regulations of the 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, subject to the ceiling limit prescribed under Schedule V and Section 197 of the Companies Act, 2013, as amended from time to time.

The Bank has vide its letter FMSW:SD:CFHL:Staff:174:2019 dated April 15, 2019 has informed that the Competent Authority has permitted extension of the term of deputation of Shri S K Hota (59689), General Manager, for a further period of 6 months i.e., till October 05, 2019, as a special case.

The Board of Directors have re-appointed Shri Sarada Kumar Hota for a further tenure upto October 05, 2019 as permitted by Canara Bank and as recommended by the Nomination Remuneration and HR Committee of the Board pursuant to sections 152, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and related rules read with Schedule V, including any amendment thereof, with the same terms and conditions and remuneration at which his appointment was approved by the members at the 29th Annual General Meeting of the Company held on June 28, 2016. Shri S K Hota, Managing Director had filed his consent in the prescribed format (DIR-2), to act as the Managing Director for a further tenure.

Brief resume: Shri S K Hota is a Post-Graduate in Agricultural Science and a senior banker with over 28 years of commercial banking experience. He is 52 years old.

Nature of expertise in specific functional areas and experience: Shri S K Hota is a General Manager in Canara Bank. Prior to his posting to the Company he was the Circle head of Nagpur and Jaipur Circles of Canara Bank for 3 years followed by a brief stint at the Recovery Wing of the Bank at Head Office. Apart from his expertise in retail operations, he also carries with him the experience of working in the areas of Human Resources, Strategic Business Planning and Profit Planning at the Head Office of the Bank.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director, other than Shri Debashish Mukherjee (Executive Director, Canara Bank), Shri S Subramanian (General Manager, Canara Bank), Shri Shreekant M Bhandiwad (Dy. General manager, Canara Bank) or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Shri S K Hota does not hold directorships in any other listed entities. He is a member in the Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Chairman of the Management Committee of the Board.

No. of meetings of the Board attended during the year: Shri S K Hota attended 10 meetings during the year out of 10 meetings held during the year.

Shareholding in the Company: Shri S K Hota is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis). He has not availed any loan from 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 has been received from Shri S K Hota, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such re-appointment.

Key terms and conditions of re-appointment: Shri S K Hota was appointed as the Managing Director by the Board on May 19, 2016 and the terms and conditions of his appointment and remuneration was approved by the members at the 29th AGM of the Company held on June 28, 2016. There are no changes in the terms and conditions of his re-appointment and remuneration.

During the extended period of deputation i.e. from May 19, 2019 to October 05, 2019, Shri S K Hota will be entitled for the remuneration which he was drawing just before his re-appointment at the same terms under the Service Regulations of the Bank, paid by way of reimbursement to Canara Bank as per the terms of his appointment approved by the members at the 29th Annual General Meeting of the Company held on June 29, 2016, which is within the ceiling limit prescribed under Schedule V and section 197 of the Companies Act, 2013.

The terms and conditions of appointment and the remuneration payable to Shri Sarada Kumar Hota as Managing Director, as detailed in the explanatory statement placed before the members at the 29th AGM, are given below for your ready reference:

Remuneration: Basic Pay – ₹76,520 per month; Dearness Allowance - Variable Dearness Allowance [as per index level]; Special Allowance - 11% of Basic Pay + DA; City Compensatory Allowance – ₹870/- per month; Deputation Allowance - 4% of Basic Pay subject to maximum of ₹2000/-per month; House Rent Allowance – As per norms;

Perquisites: Accommodation - If the executive has his own house at the place of deputation he should 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 house rent allowance; Eligible for Residential Telephone; Eligible for Office Car & Driver;

Other allowances /facilities:

Medical Advances – ₹9050/- 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: He has an option to exercise, any time during a four-year block/ two-year block as the case may be, surrender and encash his/ her LFC [other than travel to place of domicile] upon which he shall be entitled to receive an amount equivalent to 75% of the eligible fare for the class of travel by train to which he is entitled upto a distance of 5500 kms [one way] for officers, as applicable. The permissible amount of encashment of leave fare concession is as per the entitlement as at the prevailing railway fares. Such encashment amount is taxable as per Income Tax rules. Upto 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 11 working days — max accumulation is restricted to 270 days.; Sick Leave: 30 days of leave on half pay or 15 days on full pay as sick leave per year Maximum 540 days on half pay additional sick leave: maximum 90 days on half pay;

Contribution to Provident Fund- 10% of the Basic Pay & increment component of FPP & PQP;

On repatriation: Leave Salary corresponding to the leave earned during the period of deputation but not availed shall be payable to the bank.; Gratuity on prorata 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, he shall be governed by the provisions of Canara Bank [officers] service regulations, 1979 and Canara Bank officer employees' [discipline and appeal] regulation 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 and gratuity on prorata basis payable for the period of deputation, to the bank.

Shri Sarada Kumar Hota is eligible to receive the above remuneration, perquisites, allowances etc., as per the service regulations of Canara Bank including revision on account of promotion etc., that may take place from time to time. His remuneration for the year ended March 31, 2019 was ₹22.57 Lakh.

Your directors are of the opinion that Shri S K Hota fulfills the conditions specified in the Companies Act, 2013 for such re-appointment as the Managing Director for a further tenure would be in the best interest of the Company.

All the registers, files, details of remuneration as detailed in the Explanatory Statement of the Notice of 29th AGM dated June 28, 2016 relating to Shri S K Hota, Managing Director, are available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.7 of the Notice for re-appointment of Shri S K Hota for a further tenure upto October 05, 2019 and for ratification of all the acts, deeds, matters and things done by Shri S K Hota, as Managing Director from May 19, 2016 till the date of the ensuing AGM.

In respect of Agenda No.8: Acceptance of deposits from public

The Company has been accepting deposits from the public since inception. With the business operations of the Company growing, Company's requirements for additional funds are increasing. The Company intends to continue to accept deposits from the public. However, in terms of section 73(2) and 76 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, as amended from time to time, effective from April 01, 2014 the Company is exempt from applicability of the provisions under the Companies (Acceptance of Deposits) Rules, 2014 for the purpose of acceptance of deposits from public since your Company is a Housing Finance Company registered with National Housing Bank (NHB).

Your Company being a Housing Finance Company registered with NHB, has been following the Directions/guidelines issued by the NHB from time to time with regard to acceptance and renewal of deposits and will continue to follow the Directions/Guidelines issued by NHB from time to time. In terms of the NHB Directions, the Company's aggregate public deposits shall not exceed five times of the net owned funds of the Company as per its last audited Balance Sheet.

In order to be eligible for accepting deposits from the public in terms of section 73(2) of the Companies Act, 2013, the

Company is seeking the prior consent of the members by way of an ordinary resolution, subject to the condition that the amount accepted in the form of deposits from public together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1) (c) of the Companies Act, 2013.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

No Director(s) or any Key Managerial Personnel or the relative(s) of the director(s) or Key Managerial Personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.8 of the Notice.

In respect of Agenda No.9 – Related Party Transactions/ Arrangements

In terms of Section 188 of the Companies Act, 2013 and Companies (Amendment) Act, 2015 and 2017, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, a Company shall not enter into any contract or arrangement with a related party for transactions for amounts exceeding the threshold limits prescribed under Rule 15 referred above, except with the prior approval of the Company by a resolution.

In terms of Regulation 23 of SEBI (LODR) Regulations, 2015, which has come into operation with effect from October 01, 2015, as amended from time to time (latest vide notification dated May 09, 2018), all material Related Party Transactions (transactions exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company) shall require prior approval of the shareholders through ordinary resolution and no related party shall vote to approve the relevant transaction, irrespective of whether the entity is a party to the particular transaction or not.

The Company has been entering into contracts and arrangements with the promoter and sponsor bank viz., Canara Bank since incorporation, in the ordinary course of business. The Company has been maintaining current accounts for business transactions, availing term loans, overdraft facilities, making payment of interest, placing short term/long term deposits to meet the statutory liquidity limits (SLR purpose), and collecting / recovering interest thereon, lease out the business or residential premises, if any of the Company to the Bank on rent or occupy any business or residential premises of the Bank on rent, pay bank charges to the bank, etc.

Further the Company has also been availing the services of Canbank Computer Services Ltd., a subsidiary of the Sponsor Bank, as the Registrar or Share Transfer Agents of the Company

(RTA), in the ordinary course of business. The Company has registered itself with IRDA for carrying out Corporate Insurance Agency Business and has entered into Distribution Agreement and Service Level Agreement with 'Canara HSBC OBC Insurance Co. Ltd., (CHOICe) and started earning Commission since December 2017.

The Company, at the 31st Annual General Meeting of the Company held on July 18, 2018, obtained consent of the shareholders by passing a special resolution (was required as per Clause 49 of the listing agreement) for entering into any contract or any kind of arrangements with the related party(ies) viz., Canara Bank, the sponsor Bank of the Company and/or their subsidiaries /joint ventures for any transaction of whatever nature for an amount not exceeding ₹5,000 Crore.

The overall related party transactions of the Company with Canara Bank outstanding as on March 31, 2019 was ₹4032.23 Crore, as against ₹2568.05 Crore as on March 31, 2018. Further, the aggregate related party transactions as on March 31, 2019 is amounted to ₹3965.50 Crore as against ₹2713.38 Crore as on March 31, 2018 (Note no. 42(B) of audited financial statement).

Considering the increase in the volume of transactions entered with the related parties and expected future transactions, the Company proposes to increase the aggregate amount of transactions/arrangement with the related parties from ₹5,000 Crore to ₹6,000 Crore. Hence, the proposed related party transactions are material transactions and prior approval of the Company is sought by way of ordinary resolution.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

None of the directors are related inter-se. No Director, other than Shri Debashish Mukherjee (Executive Director, Canara Bank), Shri S K Hota (General Manager, Canara Bank), Shri S Subramanian (General Manager, Canara Bank), Shri Shreekanth M Bhandiwad (Dy. General manager, Canara Bank) or any key managerial personnel or the relatives of the directors or key managerial personnel, is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors therefore, recommend the passing of the resolution proposed at Agenda No.9 of the Notice.

In respect of Agenda No.10 - Re-appointment of Sri G Naganathan as an Independent Director

Proposal: Shri G Naganathan (DIN- 00423686) was appointed on the Board of the Company with effect from September 07, 2016 as an Additional Director (Independent Director). He was appointed as an Independent Director in terms of Section 149 and 152 of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act,

2013, by the members at the 30th Annual General Meeting of the Company held on June 28, 2017. As per the terms of appointment his tenure will come to an end on the conclusion of the 32nd Annual General Meeting of the Company for the year 2019 i.e., July 17, 2019.

Your Company has received a notice in writing from a member, under Section 160 and all other applicable provisions, if any, of the Companies Act, 2013 signifying their intention to propose the re-appointment of Shri G Naganathan, as an Independent Director of the Company at the ensuing Annual General Meeting. Shri G Naganathan is willing to act as an Independent Director of the Company, if so appointed and has filed with the Company his consent in writing in Form DIR-2 pursuant to Section 152 of the said Act.

The Nomination Remuneration and HR Committee has determined Shri G Naganathan to be fit and proper to continue as an Independent Director of the Company at their meeting held on May 22, 2019 and recommended to the Board for his re-appointment for further tenure of three years i.e., commencing from the conclusion of 32nd Annual General Meeting until the conclusion of Annual General Meeting of the Company of the year 2022.

The Board of Directors have approved the proposal for re-appointment of Shri G Naganathan and recommended the proposal to the members for re-appointment of Shri G Naganathan for a further tenure of three years.

Brief resume: Shri G Naganathan is a rank holder in Chartered Accountancy and Cost Accountancy. He has completed the Diploma in Information Systems Audit, Courses in Certified Information Systems Auditor and also Valuation Certificate. Presently, he is the Managing Partner in M/s. R K Kumar & Co., Chartered Accountants. He is 56 years old.

Nature of expertise in specific functional areas and experience: Shri G Naganathan has put in a practice of 35 years in R K Kumar & Co. His areas of practice and expertise include statutory and related attestation services, consultancy in direct taxes and FEMA and management advisory services. Shri G Naganathan is involved in the audit of banking and Insurance companies, representation before various adjudicating authorities for the last three decades. He also has been involved in monitoring of large sick companies on behalf of consortium of banks.

Disclosure of relationships between directors inter-se: None of the directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Names of listed entities (other than Can Fin Homes Ltd.) in which the director holds directorship and the membership of Committees of the Board: Shri G Naganathan does not hold directorships in any other listed entities. Shri G Naganathan,

Independent Non-executive Director, is the Chairperson of Audit Committee and IT Strategy Committee. He is a member of Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination Remuneration and HR Committee of the Board of your Company.

No. of meetings of the Board attended during the year: Shri G Naganathan attended 10 meetings during the year out of 10 meetings held during his tenure.

Shareholding in the Company: Shri G Naganathan is not holding any equity share in the Company (both own and held by/for other persons on a beneficial basis). He has not availed any loan from 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 Shri G Naganathan, by the Company, in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, confirming his eligibility for such appointment.

He has also submitted a declaration to that effect that he meets the criteria of independence as provided in Section 149(6) of the Act and the declarations-cum-undertaking and the Deed of covenants as required under HFCs Corporate Governance (NHB) Directions, 2016.

Remuneration: Shri G Naganathan is eligible to receive sitting fee for attending the meetings of the Board and Committees. He is also eligible to receive re-imbursment of expenses incurred towards travel, hotel and other incidental expenses incurred by the director in the performance of his role and duties.

Justification for choosing the appointee as ID: Considering the knowledge, profile, expertise, vast and varied experience, criteria of independence and fit and proper criteria, the Nomination Remuneration and HR Committee has recommended for re-appointment of Shri G Naganathan as an Independent Director and the Board has placed the proposal before the members with its recommendations.

Performance evaluation summary: The Board has evaluated the performance of Shri G Naganathan, based on the criteria of evaluation formulated by the Nomination Remuneration and HR Committee. The criteria of evaluation comprised qualification, knowledge, skills, prior experience, competency, availability, attendance, contribution, commitment, integrity (conflict of interest disclosure, maintenance of confidentiality etc.), guidance and support to management, independence criteria, independence from the management, exercise of his own judgement, etc. Based on the report of performance evaluation, the Board has determined to extend the tenure of appointment of Shri G Naganathan.

Your directors are of the opinion that Shri G Naganathan fulfils the conditions specified in the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and HFCs Corporate Governance

(NHB) Directions, 2016 for re-appointment as an Independent Director and his re-appointment as an Independent Director for a further tenure of three years would be in the best interest of the Company.

Copy of the draft letter for appointment of Shri G Naganathan as an independent director setting out the terms and conditions and the consents and declarations referred above, would be available for inspection by the members without any fee at the Registered Office of the Company during normal business hours on any working day and also at the AGM.

In terms of Sec.149, 150 and 152 of the Companies Act, 2013 and other applicable provisions of the said Act and rules made thereunder, Shri G Naganathan, being eligible, is proposed to be re-appointed as an Independent Director for a further period of three years from the conclusion of this 32nd Annual General Meeting until the conclusion of the Annual General Meeting of the Company of the year 2022.

The Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.10 of the Notice.

In respect of Agenda No.11 –To borrow amounts not exceeding ₹23,000 Crore

At the 31st Annual General Meeting (AGM) of the Company held on July 18, 2018, consent of the shareholders was obtained u/s.180(1)(c) and all other applicable provisions, if any, of the Companies Act 2013, by way of a special resolution, to the Board of Directors of the Company for borrowing monies in excess of the aggregate of the paid up capital and free reserves of the Company upto a sum of ₹20,000 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 to create security to the extent of the borrowing limits approved by the members from time to time.

In view of the overall increase in the business activities of the Company i.e., expected loan book size and considering the net owned funds and additional working capital requirements, it is considered desirable to increase the Company's existing borrowing limit of ₹20,000 Crore to ₹23,000 Crore. In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the members is sought through the resolution(s) proposed at Agenda No.11 by way of special resolution to enable the Board of Directors of the Company to borrow moneys upto a sum of ₹23,000 Crore (Rupees Twenty Three Thousand Crore) only, including the temporary loans obtained from Company's Bankers in the ordinary course of business. Accordingly, the aggregate amounts borrowed, which are outstanding at a given point of time shall not exceed the limit of ₹23,000/- Crore as recommended by the Board to the members for their consent.

As per NHB guidelines the maximum amount that the Company can borrow shall not exceed 16 times of the Net Owned Funds as per the last Audited Balance Sheet. As on March 31, 2019, the NOF is ₹1,600.76 Crore (net of dividend pay-out) and hence our borrowing limit shall not exceed ₹25,612 Crore for the year 2019-20. We shall restrict our aggregate borrowings to ₹23,000 Crore which is less than 16 times the Net Owned Fund (NOF) as per the audited results of the Company. 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 in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

None of the directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolutions, except for borrowings, if any, from Canara Bank, in which case Shri S K Hota, Managing Director, Shri S M Bhandiwad, Dy. Managing Director, Shri Debashish Mukherjee, Director (Executive Director of Canara Bank) and Shri S Subramanian, Director (General Manager of Canara Bank) shall be deemed to be the interested directors.

The Board of Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.11 of the Notice.

In respect of Agenda No.12 - Offer or invitation for subscription for Non-Convertible Debentures (NCDs) aggregating to ₹6,000 Crore on private placement.

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, alternative sources of funding and cost of each of the sources, and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions of the said Act, Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription of bonds or NCDs or tier II bonds, onshore and/or offshore, denominated in Indian Rupees and/ or any foreign currency, for cash either at par or premium or at a discount to face value, issuance of Redeemable Non-Convertible Debentures (NCDs), secured or unsecured, such other securities described above upto an amount of ₹6,000 Crore (Rupees Six Thousand Crore) only, on private placement basis for a period of one year from the conclusion of the 31st AGM until the conclusion of the next AGM, in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures / Bonds / such other securities together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of Companies Act, 2013.

The terms of issue of the above NCDs would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided by the Board or the Committee, if any constituted by the Board. All the required details/disclosures relating to the issue would be made available in the standard/shelf disclosure document or respective information memorandum, as the case may be.

In order to issue Non-Convertible Debentures/bonds as per the proposed resolutions by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of the Companies Act, 2013, amended Act 2017 and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

All the related documents and registers referred in the Notice, which do not form part of the Annual Report, if any, are available for inspection at the Registered Office of the Company.

None of the directors are related inter-se. No Director or any Key Managerial Personnel or the relatives of the directors or Key Managerial Personnel is in any way concerned or interested, financially or otherwise, in the said resolutions.

The Board of Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.12 of the Notice.

In respect of Agenda No.13 – Further issue of shares/ specified securities

As per the Business Plan of the Company for 2019-20, ₹23,000 Crore has been projected as outstanding loan book as on March 31, 2020. Considering the thrust on smart cities, affordable housing and various Government initiatives declared in the Union Budget and above all the 'Housing for all' initiative of the Government by 2022, the years ahead may witness much higher growth levels. Further, as observed from the recent trends, the growth is expected to gain momentum in the coming years. The Company has projected a loan book of ₹40,000 Crore under its 'Vision 2022'.

In tune with the above projections, the expected growth rate of our loan book and the borrowings, a need is felt to infuse fresh capital to build in adequate cushion in the borrowing capacity of the Company for next 3 - 4 years and to keep the Capital Adequacy Ratio (CAR) as well as leverage ratio at a comfortable level.

The Capital Adequacy Ratio of the Company as on March 31, 2019, was at 16.44%, which was well above the regulatory requirement of 12%. However, the Leverage Ratio is expected to remain above 10% over a period of time and CAR is also expected to deplete faster as growth picks up. Hence, increase in the Tier-1 capital is required to ensure that Company's growth does not suffer on account of leverage ratio limiting the borrowing power to fund the same.

At the 31st AGM of the Company held on July 18, 2018, members authorized the Board of Directors of the Company for raising Tier I Capital not exceeding an amount of ₹1000 Crore by way of issue of shares by qualified institutions placements (QIP) and preferential Shares to promoters to maintain their shareholding at the present levels post QIP and/or issue of equity shares through rights issue and/or any other permissible securities. Since the growth did not pick-up as expected and the Company continues to deliver a better ROE, superior internal accruals have kept the CAR as well as leverage ratio at comfortable levels. Hence, the Company did not raise any capital during 2018-19, though approval was taken from the members.

Considering the cost, benefit, requirement of time etc., with reference to each of the alternative modes of raising funds to improve the Leverage Ratio of the Company, the Board has now recommended to raise funds not exceeding ₹1,000 Crore, through any/mix of allotment of shares through QIP mode, preferential shares to promoters, subject to the willingness of promoters, and Rights Issue.

This special resolution seeks to empower the Board to create, issue, offer and allot either in India or in the course of international offerings in one or more foreign markets, Equity Shares of the Company of face value of ₹2/- each, in one or more tranches through a private offering pursuant to a Qualified

Institutions Placement ("QIP") by the issue of a placement document to Qualified Institutional Buyers in terms of the SEBI (ICDR) Regulations and/or on preferential allotment basis to the promoter subject to their willingness, or by any other mode of further issue of specified securities or any combination thereof, for an amount not exceeding an aggregate of ₹1000 Crore (Rupees One Thousand Crores only), inclusive of such premium at such price(s) and on such terms and conditions as may be deemed appropriate by the Board (which term shall be deemed to include any committee thereof which the Board may constitute / have constituted) at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for business purposes, including but not limited to meet capital expenditure and working capital requirements of the Company, repayment of debt, exploring acquisition opportunities and general corporate purposes.

The special resolution seeks to empower the Board to issue the specified securities through issue of prospectus and / or placement document/ or other permissible/requisite offer document to any eligible person, including Qualified Institutional Buyers ("QIBs") or otherwise, foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign institutional investors, foreign portfolio investors, qualified foreign investors, Indian and/or multilateral financial institutions, mutual funds, insurance companies, non-resident Indians, stabilizing agents, pension funds and/or any other categories of investors, whether they be holders of equity shares of the Company or not (collectively called the "Investors") as may be decided by the Board.

The special resolution also seeks to empower the Board to offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

The Board of Directors therefore, recommend the passing of the special resolution proposed at Agenda No.13 of the Notice.

The Directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Equity Shares that may be subscribed by the companies / institutions in which they are Directors, members or employees.

In respect of Agenda No.14 — Alteration of Articles of Association - dispense with use of Common Seal

The Company by nature of its business is required to execute various agreements, deeds and documents with National Housing Bank and other Banks and financial institutions, debenture trustees, stock exchanges for listing and contracts with other outside parties.

Article 30 of the Articles of Association (AOA) of the Company prescribes modalities of use of Common Seal of the Company on such agreements, deeds and documents to be executed on behalf of the Company. Also, as per existing Article 7 of Articles of Association (AOA) of the Company every share certificate of the Company shall be issued under the Common Seal.

Use of Common Seal has been made optional under the Companies Act, 2013. It will be convenient for execution of documents without Common seal since affixing the same shall be in the presence of two directors and one of whom shall be a Managing Director and the same shall be witnessed by the Company Secretary. Dispensing with the use of Common Seal will not come in the way of normal and smooth functioning of the Company. In view of the same, for administrative convenience and to hasten execution of such documents

on behalf of the Company it is proposed to alter the existing AOA of the Company by removing provisions as relates use of Common Seal in AOA.

Pursuant to Section 14 of the Companies Act, 2013, the said alteration can be effected only with the approval of Shareholders by passing a Special Resolution.

The Board of Directors recommend the resolution set forth in Agenda no. 14 for the approval of the members.

A copy of the existing Articles of Association of the company as well as the specimen of the amended Articles of Association of the company is available for inspection by Members at the registered office of the company on any working day during office hours of the company.

None of the Director and Key Managerial Personnel of the Company and the relatives of the directors or Key Managerial Personnel is concerned or interested, financially or otherwise, in the said resolutions.

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

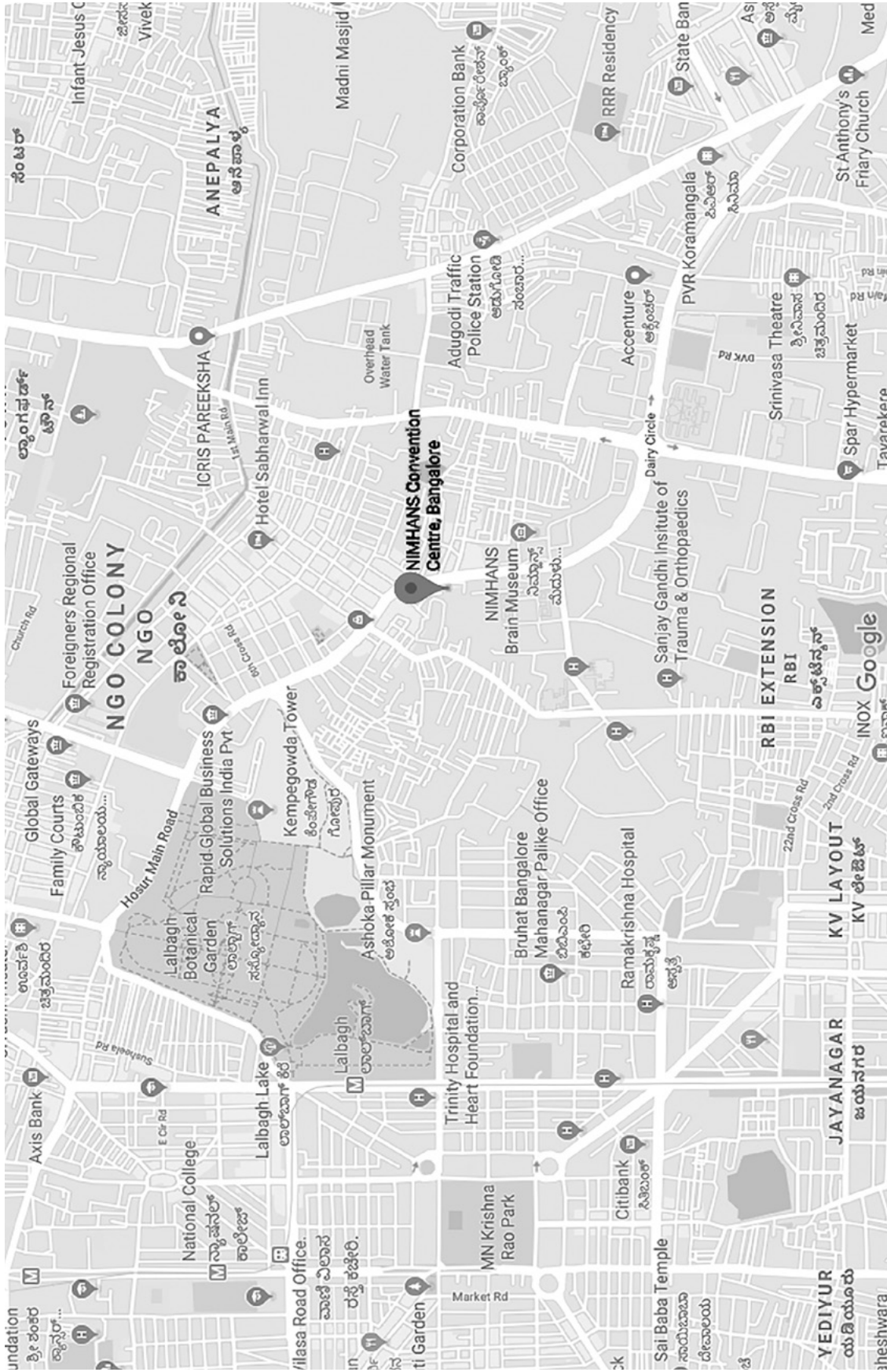
Sd/-
Veena G Kamath
AGM & Company Secretary

Place: Bengaluru
Date: May 22, 2019

Registered Office:
No.29/1, 1st Floor,
Sir M N Krishna Rao Road, near Lalbagh West Gate,
Basavanagudi, Bengaluru – 560 004
CIN: L85110KA1987PLC008699

ROUTE MAP

NIMHANS Convention Center, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka - 560029



Bus Route Nos. from Kempe Gowda Bus Station / Majestic to NIMHANS:

Frequent Buses - 171, 340A, 342F, 356, 356M, 360B, 365, 365D, 365J, 369D, KBS3A, KBS3C, KBS3E, V356C, V356N, V360B & V365



Can Fin Homes Ltd
(Sponsor: CANARA BANK)
HOME LOANS + DEPOSITS
Translating Dreams into Reality

ಕ್ಯಾನ್ ಫಿನ್ ಹೋಮ್ಸ್ ಲಿ.

Registered Office

No. 29/1, 1st Floor, Sir M N Krishna Rao Road,
Near Lalbagh West Gate, Basavanagudi, Bengaluru – 560 004
• Tel :080 26564259 • Fax:080 26565746
E-mail:compsec@canfinhomes.com
• Web: www.canfinhomes.com CIN: L85110KA1987PLC008699

ATTENDANCE SLIP

(To be presented at the Registration counter)

I hereby record my presence at the Thirty-second Annual General Meeting to be held on Wednesday, the July 17, 2019 at 11.00 a.m. at the NIMHANS Convention Centre, Hosur Road, Lakkasandra, Bengaluru, Karnataka 560029.

Name of the Shareholder(s) (In Capital Letters)

Name of the Proxy or Authorised Representative of the Company/Institution

..... (In Capital Letters)

I Certify that I am a member of the Company/ proxy/ authorised representative for the member.

Signature of Shareholder(s) OR Proxy OR Authorised Representative

*Reg. Folio No. No. of shares held

**DPID & Client ID No.

Notes:

1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.
2. Members are requested to bring their copy of the Annual Report to the Meeting.
3. Please fill-up this attendance slip and hand over at the Registration counter(s) at the Venue.

*Applicable for investors holding shares in physical form.

**Applicable for investors holding shares in electronic/dematerialised form.



Registered Office
No. 29/1, 1st Floor, Sir M N Krishna Rao Road,
Near Lalbagh West Gate, Basavanagudi, Bengaluru – 560 004
• Tel :080 26564259 • Fax:080 26565746
E-mail:compsec@canfinhomes.com
• Web: www.canfinhomes.com CIN: L85110KA1987PLC008699

PROXY FORM (Form No. MGT-11)

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member (s) :.....
Registered address :.....
E-mail Id :.....
Folio No./ Client ID or DP ID:.....

I/We, being the member(s) holding _____ equity shares of the above named Company, hereby appoint:

- Name:
E-mail ID:
Address:
Signature: _____ **Or failing him/her**
- Name:
E-mail ID:
Address:
Signature: _____ **Or failing him/her**
- Name:
E-mail ID:
Address:
Signature: _____

as my/our **proxy to attend and vote** (on a poll, physical or electronic) for me/us and on my/our behalf at the 32nd Annual General Meeting of the Company, to be held on Wednesday, the 17th day of July 2019 at 11.00 a.m. at the 'NIMHANS Convention Centre', Hosur Road, Bengaluru, Karnataka 560029 and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Agenda No.	Subject/Resolution	Vote	
		For	Against
	Ordinary Resolutions		
1	Consideration and adoption of audited financial statements for the year ended March 31, 2019 together with the Reports of Directors and Auditors.		
2	Declaration of dividend of ₹2/- per equity share for the financial year ended March 31, 2019.		
3	Re-appointment of Shri Shreekant M Bhandiwad as Whole-time Director retiring by rotation and being eligible offering himself for re-appointment.		
4	Appointment of Dr. Yeluri Vijayanand as an Independent Director		
5	Appointment of Shri S Subramanian as a Director		
6	Appointment of Shri Debashish Mukherjee as a Director		
7	Re-appointment of Shri Sarada Kumar Hota as Managing Director		
8	Acceptance of deposits from public		
9	Approval for Related Party Transactions / Arrangements		
	Special Resolutions		
10	Re-appointment of Shri G Naganathan, FCA, as an Independent Director		
11	Authorisations to borrow amounts not exceeding ₹23,000 Crore.		
12	Approval for invitation for subscription for Non-Convertible Debentures (NCD) or bonds, secured or unsecured, on-shore or off-shore of any nature upto an amount not exceeding ₹6000 Crore on private placement.		
13	Further issue of securities through QIP and/or preferential issue of an amount not exceeding ₹1000 Crore.		
14	Alteration of Articles of Association - Deletion of clauses relating to 'Common Seal'		

Signed thisday of 2019

Signature of shareholder

Signature of Proxy holder(s)



Notes:

- A member who is entitled to attend the meeting and vote thereat, is entitled to appoint a proxy.
- A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the Annual General Meeting.
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding 50 and aggregate holding of not more than 10% of the total share capital of the Company.
- A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- It is optional for the member to indicate preference of Votes in the proxy form. If the member leaves the 'for' or 'against' column blank against any or all resolutions, the proxy will be entitled to vote in the manner as he/she may deem appropriate.
- Proxies (this form) in order to be valid must be deposited at the Company's Registered Office not less than 48 hours before the time fixed for the meeting or holding the adjourned meeting in relation to which the proxy is given.
- Please refer to the Notes section of the Notice of the 32nd Annual General Meeting of the Company for further related details.