

**Registered Office**

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## 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 Shreekanth M Bhandiwad as Whole-time Director

To re-appoint Shri Shreekanth 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](http://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](mailto: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](mailto:accounts@canfinhomes.com) or [compsec@canfinhomes.com](mailto: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:**
  - (a) Photo Identity Card for marking the attendance.
  - (b) 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.
  - (c) 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.
  - (d) 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:

- 1. 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](mailto: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.
- 2. 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](mailto:investor.relationship@canfinhomes.com) or to the RTA of the Company via e-mail to [ravi@ccsl.co.in](mailto:ravi@ccsl.co.in) or [naidu@ccsl.co.in](mailto: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](mailto: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-