



CAN FIN HOMES LIMITED

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

E-mail: compsec@canfinhomes.com **Tel :** 080 41261144, 080 48536192

Fax: 080 26565746 **Web:** www.canfinhomes.com **CIN:** L85110KA1987PLC008699

Notice of the 36th Annual General Meeting

NOTICE is hereby given that the THIRTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF CAN FIN HOMES LIMITED will be held on July 19, 2023, Wednesday at 11:00 A.M. IST through Video Conference (VC) or Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS

1. Adoption of financial statements

To receive, consider and adopt the Audited Standalone Financial Statements, including Balance Sheet as at March 31, 2023 and the statement of the Profit and Loss of the Company for the year ended that date together with the Reports of the Board of Directors and the Auditors thereon.

2. To confirm payment of Interim Dividend and declaration of Final Dividend

To confirm the payment of Interim Dividend of ₹ 1.50 per equity share of face value of ₹ 2/- each and to declare a Final Dividend of ₹ 2.00 per equity share of face value of ₹ 2 each for the Financial Year ended March 31, 2023.

3. Re-appointment of Shri Debashish Mukherjee as Director

To appoint a Director in place of Shri Debashish Mukherjee (DIN-08193978), Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

As Ordinary Resolution(s):

4. Appointment of Shri K Satyanarayana Raju 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 152, 160 and all other applicable provisions of the Companies Act, 2013 and related rules (including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof), regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and applicable clauses of the Master Direction– Non-Banking Financial Company– Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, Shri K Satyanarayana Raju (DIN-08607009) who has been appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and related clauses 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 K Satyanarayana Raju as a candidate for the office of director, be and is hereby appointed as a Director of the Company liable to retire by rotation, for a tenure upto December 31, 2025.”

5. Appointment of Shri Ajay Kumar Singh as a Director and Whole-time Director

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

“RESOLVED THAT Shri Ajay Kumar Singh (DIN: 10194447), be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, the

Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules thereunder read with Schedule V of the said Act, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, applicable clauses of the Master Direction– Non-Banking Financial Company– Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and related clauses of Articles of Association of the Company, as amended from time to time, approval of the Members of the Company be and is hereby accorded for the appointment of Shri Ajay Kumar Singh (DIN: 10194447) as the Whole-time Director (designated as Deputy Managing Director) of the Company for a period of 2 (Two) years from the date of his deputation i.e., up to March 31, 2025 subject to further extension in the period of service, not exceeding the period as prescribed under Sec 196 of the Act, if any, by Canara Bank at such remuneration as detailed in the terms and conditions of deputation received from Canara Bank, he is entitled to in accordance with the Service Regulations of Canara Bank, subject to any modifications, revisions thereon (including revision on account of promotion etc., that may take place from time to time) payable by way of reimbursement to Canara Bank and incentives as per the schemes approved by the Board of Directors of the Company and on the terms and conditions as detailed in the explanatory statement attached hereto, provided however that the remuneration payable to Shri Ajay Kumar Singh, shall not exceed the limits prescribed under Schedule V of the Companies Act, 2013, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof from time to time.

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

6. Related Party Transactions/ Arrangements

To approve existing as well as new material related party transactions with Canara Bank, Canara HSBC Life Insurance Company Limited and Other Subsidiaries, Associates and Joint Venture Companies of Canara Bank.

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

“RESOLVED that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, Section 188 and other applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter/continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) with entities falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting in the course of related party transactions, on such terms and conditions as detailed in the explanatory statements pursuant to Section 102(1) of the Act and as may be mutually agreed between such related parties and the Company such that the value of the related party transactions with such parties, in aggregate does not exceed the value as specified under each category in the explanatory statement.

RESOLVED FURTHER that the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof and/or officers of the Company to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s), instrument(s) and such other documents as may be required, seeking all necessary approvals to give effect to these resolution(s), for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER that all actions taken by the Board in connection with any matter referred to or contemplated

in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

As Special Resolution(s)

7. Re-appointment of Smt. Shubhalakshmi Aamod Panse as an Independent Director

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

“RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”), Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16 (1)(b) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), applicable clauses of the Master Direction– Non-Banking Financial Company– Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, Smt. Shubhalakshmi Aamod Panse (DIN: 02599310), whose tenure of office comes to an end on the conclusion of the 36th Annual General Meeting on July 19, 2023, who meets the criteria of independence and is eligible for reappointment, 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 Smt. Shubhalakshmi Aamod Panse 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 2025- 26 and whose office shall not be liable to retire by rotation and that she shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of her tenure in terms of the offer of her appointment.”

8. Appointment of Shri Murali Ramaswami as an Independent Director

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

“RESOLVED THAT in accordance with the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the “Act”), Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16(1)(b) and 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and applicable clauses of the Master Direction– Non-Banking

Financial Company– Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, the appointment of Shri Murali Ramaswami (DIN: 08659944), who meets the criteria of independence and who is eligible for appointment as an Independent Director of the Company, in respect of whom the Company has received Notice in writing from a member under Section 160 of the Act signifying their intention to propose Shri Murali Ramaswami for appointment 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 2025- 26 and whose office shall not be liable to retire by rotation and that he shall be paid sitting fees and reimbursed expenses for attending Board and Committee meetings as applicable till the end of his tenure in terms of the offer of his appointment.”

9. Offer or invitation for subscription of Non-Convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding Rs.4000 Crore, on private placement.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions of the Companies Act, 2013, the Master Direction–Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999, Directions/Guidelines/Circulars or laws issued by National Housing Bank or Reserve Bank of India or any other statutory/regulatory authorities from time to time, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, and in accordance with the provisions contained in the Memorandum & Articles of Association of the Company, 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(s) thereof) for issuance of Redeemable, Secured Or Unsecured Non-Convertible Debentures (NCDs)/bonds, and/or any other hybrid instruments (not in the nature of equity shares) which may or may not be classified as being Tier II capital under the provisions of the RBI-HFC Directions, 2021, 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 the face value, upto an amount not exceeding Rs.4000 Crore (Rupees Four Thousand Crore only) under one or more information memorandum/shelf disclosure document, on private placement basis, in one or more series/ tranches, during a period of one year commencing from the date of this Annual General Meeting until the conclusion of the next Annual General Meeting and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments shall be within the overall limit of borrowings as approved by the Members of the Company, from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is 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)/series, to be issued under each such tranche/series, tenure, purpose, face value, issue size, method of issuance, security/charge creation, if any, coupon/interest rate(s), yield, listing, allotment, 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, utilization of the issue proceeds, redemption, to select, appoint and finalize the remuneration of various agencies and all matters connected with or incidental thereto and all other terms and conditions relating to the issue of the said securities on private placement basis.

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, agreements, 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 above resolution(s).

10. Further issue of shares not exceeding ₹ 1000 Crore

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 41, 42 and 62(1)(c) and all other applicable provisions

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, the relevant 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, 2018 ["ICDR Regulations"], the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing 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 ("FEMA"), including the Foreign Exchange Management (Transfer or issue of any foreign security) Regulations, 2004, Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current consolidated FDI Policy issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India (including any amendment(s), modification(s), variation(s) or re-enactment(s) to the above laws), the provisions of the Memorandum of Association and Articles of Association of the Company and in accordance with any other applicable law, rules or regulations, in India or outside India, including without limitation, as amended, the Reserve Bank of India Master Directions on Foreign Investment in India as amended, and in accordance with such other rules, regulations, guidelines, notifications, circulars and clarifications issued/to be 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 ("ROC"), the Ministry of Corporate Affairs ("MCA"), National Housing Bank ("NHB"), BSE Limited and the National Stock Exchange of India Limited and such other statutory and regulatory 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 authorities 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, which may be agreed to by 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 these Resolutions), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board 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 follow on public issue, rights issue, private placement, Qualified Institutional Placement ("QIP"), preferential allotment 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) by way of one or more public and/or private offerings or through foreign currency equivalent thereof, inclusive of such premium as may be fixed on such Securities at such time or times, through issue of prospectus, offer letter, offer document, offering circular, placement document or otherwise, in such manner and on such terms and conditions including at such price or prices (including floor price), 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 categories of investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment of equity shares of ₹ 2/- each of the Company to one or more of the members, employees of the Company by way of ESOS/ESPS, Indian nationals, Non-Resident Indians (NRIs), Companies (private or public), Investment institutions, Societies, Trusts, Research Organisations, Qualified Institutional Buyers ("QIBs") like Foreign Institutional Investors ("FIIs"), Banks, Financial Institutions, Indian Mutual Funds, Venture Capital Funds, Foreign Venture Capital Investors, Alternate Investment Funds, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions or other entities, authorities or any other category of investors which are authorized to invest in equity /preference shares/ securities of the Company (collectively called "Investors") in accordance with all the applicable laws, rules, regulations and guidelines, considering the then prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue.

RESOLVED FURTHER THAT the allotment of Securities, in case of QIP or any other mode as per the above resolutions pursuant to Chapter V and/or Chapter VI of ICDR Regulations, as the case may be, shall be made to the QIBs or such other Investors within the meaning prescribed under the said regulations and such securities shall be fully paid-up and the allotment of Eligible Securities (or any combination of Eligible Securities as may be decided by the Board) to be completed within 365 days from the date of passing of these Resolutions or such other time as

may be allowed under the 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 V and/or Chapter VI of 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 as provided under Chapter V and/or Chapter VI of ICDR Regulations, as applicable, as may be amended from time to time and 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 Equity Shares as may be determined by the Board in accordance with the ICDR Regulations and if the issue and allotment of equity shares, if any, to NRIs, FIIs and/or other eligible foreign investors be subject to the approval of the RBI under the Foreign Exchange Management Act, 1999 as may be applicable and within the overall limits set forth under the said Act.

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, class of the investors to whom the Securities are to be offered, utilization of the issue proceeds, number of securities to be allotted in each tranche, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue of the securities, if any, and to dispose of unsubscribed shares as it deems fit and/or in consultation with the lead managers, underwriters, advisers and/or other persons as appointed by the Company, and execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, 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, ROC, RBI, NHB or such other statutory & regulatory authorities, merchant bankers, lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, scrutinizer, 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 consultants, lead managers, managers, underwriters, authorised representatives, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, lawyers, auditors, advisors and all such professionals, intermediaries and agencies as may be involved or concerned in such offerings of securities and to remunerate them by way of commission, brokerage, fees and such other expenses as it deems fit and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, undertakings, placement agreements, underwriting agreements, deposit agreements, trust deeds, subscription agreements, payment and conversion agency agreements and any other agreements or documents 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(s) of the Company to give effect to the above resolutions.

11. To Alter the Articles of Association

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 and 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) or such other respective rules made thereunder, the approval of the members be and is hereby accorded to amend the Article of Association by inserting one additional clause as below:

(a) After existing Article 25.3, a new Article 25.3A be inserted, namely

25.3A The Board shall appoint the person(s) nominated by Debenture Trustee(s) as Director(s) of the Company in terms of clause (e) of sub regulation (1) of regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993 and/or under such other applicable laws/regulations/guidelines or any other statutes, as amended from time to time."

RESOLVED FURTHER THAT approval of the shareholders of the Company be and is hereby accorded to adopt a new set of Articles of Association by considering the above-mentioned alteration in the Articles of Associations.

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 necessary incidental or pertinent to give effect to the aforesaid resolution(s)."

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

Place: Bengaluru
Date: June 19, 2023

Sd/-
Veena G Kamath
DGM & Company Secretary

NOTES:

1. In accordance with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No.02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No.02/2022 dated May 5, 2022 and the latest being General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars"), applicable provisions of the Companies Act, 2013 and the rules made thereunder and the latest SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM) ("VC"), without the physical presence of Members at a common venue. The Registered office of the Company shall be deemed to be the venue for the AGM. Hence, in compliance with the above mentioned Circulars, the AGM of the Company is being held through VC.

2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") and Regulation 17(11) and 36(3) of SEBI (LODR) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, setting out the material facts concerning agenda No. 3 and special business under agenda Nos.4 to 11 in the Notice, are annexed.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy, to attend and vote on his/her behalf, and such proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the Members will not be available and hence the Route map, Proxy Form and Attendance Slip are not annexed to this Notice

In case of joint holders attending/participating in the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, provided the votes are not already cast by remote e-Voting by the first holder.

The attendance of the Members participating in the AGM through VC will be recorded digitally. The attendance of the Members attending the AGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

4. The Members may note that the Company had paid interim Dividend at ₹ 1.50 per equity share of face value of ₹ 2/-

each on December 26, 2022 as approved by the Board. Further, the Board in their meeting held on April 26, 2023, has recommended a final Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each.

5. Pursuant to Regulation 42 of SEBI (LODR) **June 30, 2023 (Friday)** is fixed as the 'Record Date' for determining entitlement of the Members to the final Dividend of ₹ 2/- per equity share of face value of ₹ 2/- each for the FY 2022-23.
6. The final Dividend amounts will be paid subject to approval of the Members in the AGM. If approved, the Company will pay the Dividend amounts, on or before July 31, 2023, whose name appear in the Register of Members as at the close of business hours on **June 30, 2023 (Friday)**, subject to deduction of tax at source (TDS) in terms of Section 194 of the Income Tax Act, 1961. For further details on TDS please refer point no. 11 of this Notice. As per the MCA Circulars and Green Initiative by MCA, payment of dividend shall be made through electronic mode to the Members who have updated their bank account details. For Members who have not updated their bank account details, dividend warrants/demand drafts/cheques will be sent out to their registered address. Shareholders are requested to update their Bank account details & KYC with their depositories (where the shares are held in dematerialised mode) and with the Company's RTA i.e. Canbank Computer Services Limited (CCSL) (where the shares are held in physical mode) to receive the dividend directly into their Bank Account.
7. In compliance with the Circulars, Notice of the AGM along with the Annual Report 2022-23 are being sent only through electronic mode to those Members whose email address are registered with the Company/ RTA/Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.canfinhomes.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and on the website of NSDL www.evoting.nsdl.com.
8. All documents referred to in this Notice and other statutory registers like Register of Directors and Key Managerial Personnel and their shareholdings (Section 170 of the Act), the Register of Contracts or Arrangements in which the Directors are interested (Section 189 of the Act) etc. maintained, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. July 19 2023. Members seeking to inspect such documents can send an email to investor.relationship@canfinhomes.com The said

documents would also be available online for inspection during the AGM at the NSDL e-Voting portal <https://www.evoting.nsdl.com>.

9. Pursuant to Regulation 36 of the SEBI (LODR), additional information/particulars, in respect of the directors seeking appointment/ re-appointment of directors 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/RBI Directions.
10. The Members desirous of obtaining information, if any, with regard to the audited annual accounts of the Company for the financial year 2022-23 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.
11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to refer to the Finance Act, 2020 and amendments thereof and FAQ on Tax on Dividend at <https://www.canfinhomes.com/pdf/FAQ-TAX-DIVIDEND.pdf>. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). (Please refer point 16 below for updating PAN etc. under General Information).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a declaration in Form No. 15G/15H/Tax exemption certificate, to avail the benefit of non-deduction of tax at source by e-mail to investor.relationship@canfinhomes.com by **June 30, 2023 (Friday)**.

Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a rate of 20%. For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. For non-resident shareholders, the rate of TDS is 20% (plus applicable surcharge and cess) as per Income Tax Act, 1961. However, where a non-resident shareholder is eligible to claim the tax treaty benefit and the tax rate provided in the respective tax treaty is beneficial to the shareholder, then the rate as per the tax treaty would be applied. In order to avail tax treaty benefits, nonresident shareholders would be required to submit Tax Residency Certificate for FY 2022-

23, Form 10F as per the format specified under Income Tax Act, 1961, Copy of PAN Card attested, Self-declaration of beneficial ownership and not having a Permanent Establishment (PE) in India. The aforesaid declarations and documents need to be submitted by the shareholders by **June 30, 2023 (Friday)**.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

12. The Board has appointed Shri K N Nagesha Rao, Practicing Company Secretary (Membership No. FCS 3000, CP No.12861), as the Scrutinizer for ensuring e-Voting in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman (who shall countersign the same) after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA. The same will also be displayed on the Company's website www.canfinhomes.com and on the website of NSDL <https://www.evoting.nsdl.com>.

The Company has availed the services of NSDL for arrangement of the AGM on VC to enable the Members to participate in the meeting in terms of the MCA Circulars cited above. Also, the Company has provided a facility to the members to exercise their rights to vote electronically through electronic voting service facility provided by NSDL.

Note: For para 14 to 20 please refer page 14

13. 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 (LODR) 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 will also be made available during 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 during said AGM through e-Voting. Members who have cast

their votes by remote e-Voting prior to the AGM may attend the AGM on VC but shall not be allowed to vote again. The instructions for e-Voting are annexed to the Notice. Since the AGM is being conducted through VC the said resolutions will not be voted on show of hands during the AGM in terms of Section 107 of the Companies Act, 2013.

The manner of voting remotely, by Members holding shares in dematerialized mode, physical mode and for Members who have not registered their email addresses, is provided in the instructions for e-Voting as below:

The instructions for remote e-Voting and joining AGM are as under:

- i. The remote e-Voting period commences on Saturday, July 15, 2023 (9:00 a.m. IST) and ends on Tuesday, July 18, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Thursday, July 13, 2023 i.e. cut-off date, may cast their vote electronically. The remote e-Voting module shall be disabled

by NSDL for voting thereafter. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- ii. Process and manner for remote e-Voting are explained herein below:

Step 1: Access to NSDL e-Voting system

Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.





Step 1: Access to NSDL e-Voting system are mentioned below:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P /2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, individual shareholders holding securities in DEMAT mode are allowed to vote through their DEMAT account maintained with depositories and depository participants.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

I) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in DEMAT mode

Type of shareholders	Login Method
Individual Shareholders holding securities in DEMAT mode with NSDL	<p>A. NSDL IDeAS facility</p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. 2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. 3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. 4. Click on "Access to e-Voting" appearing on the left-hand side under e-Voting services and you will be able to see e-Voting page. 5. Click on options available against Can Fin Homes Limited or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting. <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> 1. Option to register is available at https://eservices.nsdl.com 2. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <p>Please follow steps given in points (1) to (5) above.</p>

Type of shareholders	Login Method
	<p>B. e-Voting website of NSDL</p> <ol style="list-style-type: none"> 1. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile phone. 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. 3. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit DEMAT account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. 4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting <p>C. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in DEMAT mode with CDSL	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/ Easiest is https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of E-voting Service Provider i.e. NSDL portal. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration <p>Alternatively, the user can directly access e-Voting page by providing DEMAT Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the DEMAT Account. After successful authentication, user will be provided links for the respective E-voting Service Provider i.e. NSDL where the e-Voting is in progress</p>
Individual Shareholders (holding securities in DEMAT mode) logging through their depository participants	<ol style="list-style-type: none"> 1. You can also login using the login credentials of your DEMAT account through your DP registered with NSDL / CDSL for e-Voting facility. 2. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. 3. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.