

CFHRO SE CS LODR 080/2019

July 17, 2019

Online Submission

National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 NSE Scrip Code: CANFINHOME	<input checked="" type="checkbox"/> BSE Limited Corporate Relationship Department 25th Floor, P J Towers Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code: 511196
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Dear Sir,

Sub: 32nd Annual General Meeting of our Company held on July 17, 2019

Ref: Our letter No. CFHRO SE CS LODR 051/2019 dated 30/04/2019

In continuation of our letter referred above, we wish to bring to your kind notice that the 32nd Annual General Meeting (AGM) of the Company was held today i.e. on July 17, 2019 at the NIMHANS Convention Centre, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka 560029.

The brief proceedings of the AGM are provided in Annexure -1, as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

We also wish to inform you that in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided remote e-voting facility to its members with the assistance of the National Securities Depository Limited and the voting was open from 12/07/2019 (9:00 a.m.) to 16/07/2019 (5:00 p.m.). Further, polling facility was provided to all the members and proxies (except to those who had cast their votes electronically under remote e-voting) on the date of AGM i.e., 17/07/2019 at the said AGM venue. The Report of Scrutinizer dated July 17, 2019 is attached as Annexure – 2.

The details regarding voting results in the prescribed format as per Regulation 44(3) of the SEBI (LODR) Regulations, 2015 will be submitted separately.

This is for your kind information.

Thanking you,

Yours faithfully,
For Can Fin Homes Ltd.,


Veena G Kamath
Company Secretary



Brief proceedings of the 32nd Annual General Meeting:

The 32nd Annual General Meeting (AGM) of the Members of Can Fin Homes Limited (the Company) was held on Wednesday, July 17, 2019 at 11:00 A.M. at NIMHANS Convention Centre, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka 560029.

Smt Bharati Rao chaired the meeting. The requisite quorum being present, the Chairperson called the meeting to order.

The Chairperson introduced all the directors on the dais. All the directors of the Company attended the meeting. The Chairperson delivered her speech followed by announcement/reading of AGM Notice, Statutory Auditor's Report and Secretarial Audit Report by the Company Secretary. The Chairperson suo-moto declared POLL for all resolutions and appointed Shri S Kedarnath, Practising Company Secretary, as the scrutinizer for conducting the POLL at the Venue of the AGM. The Company has provided the facility of Poll through electronic mode at the venue with the support of NSDL and the Company Secretary informed about the details of dispatch of Notices and other documents and information on the latest SEBI notifications and the facilities provided to the members and proxies for casting their votes.

The Chairperson invited the members for discussion on the financial statements and all other agenda items set out in the Notice of the said AGM. Clarifications to the queries raised by the members were provided by Shri Shreekant M Bhandiwad, Dy. Managing Director and Smt Bharati Rao, Chairperson.

The Chairperson explained the objective and implications of the following Resolutions covered in the Notice of AGM dated 22/05/2019:

1. Consideration and adoption of audited financial statements for the year ended March 31, 2019 together with the Reports of Directors and Auditors.
2. Declaration of dividend of Rs.2/- per equity share for the financial year ended March 31, 2019.
3. Re-appointment of Shri Shreekant M Bhandiwad as Whole-time Director retiring by rotation and being eligible offering himself for re-appointment.
4. Appointment of Dr. Yeluri Vijayanand as an Independent Director.
5. Appointment of Shri S Subramanian as a Director.
6. Appointment of Shri Debashish Mukherjee as a Director.
7. Re-appointment of Shri Sarada Kumar Hota as Managing Director for the tenure from May 19, 2019 to June 27, 2019.
8. Acceptance of deposits from public.
9. Approval for increasing the amount of Related Party Transactions/arrangements from Rs.5000 Crore to Rs.6000 Crore.
10. Re-appointment of Shri G Naganathan, FCA, as an Independent Director.
11. Authorisations to borrow amounts not exceeding Rs.23,000 Crore.
12. Approval for Offer or invitation for subscription for Non-Convertible Debentures (NCD) or bonds, secured or unsecured, of any nature upto an amount of Rs.6000 Crore on private placement.
13. Further issue of securities through QIP and/or preferential issue of an amount not exceeding Rs.1000 Crore.
14. Alteration of Articles of Association - Deletion of clauses relating to 'Common Seal'.

The Chairperson authorized the Dy. Managing Director to declare the results of the voting and place the results on the website of the Company. The meeting/proceedings was declared as closed by the Chairperson.

The members and proxies completed the voting process by 2:30 p.m.



For CAN FIN HOMES LTD.

Shreekanth M. Bhandiwad
Shreekanth M. Bhandiwad
 Deputy Managing Director

To

Date: 17th July, 2019

The Chairperson
 Can Fin Homes Limited
 No. 22/1, 1st Floor,
 Sir N Krishna Rao Road
 Basavanagudi,
 Bengaluru-560004

Dear Madam,

Sub: Combined Scrutinizer's Report on e-voting and Insta poll at the 32nd Annual General Meeting of Shareholders of the Company held on Wednesday the July 17th, 2019 at the NIMHANS Convention Centre, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka 560029.

I, S Kedarnath, Practising Company Secretary, S. Kedarnath & Associates, 004 Ojus Apartments, Ground Floor, 4th Main, 13th Cross, Malleswaram, Bangalore 560003 have been appointed as a Scrutinizer for the purpose of scrutinizing the e-voting and Insta poll and report on the same is taken in a fair and transparent manner and for ascertaining the requisite majority on e-voting and the Insta poll carried out in terms of the provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 on the resolutions mentioned in the Notice of the 32nd Annual General Meeting of Members of Can Fin Homes Limited (the Company) held on Wednesday, the 17th July, 2019 at 11 AM at NIMHANS Convention Centre, Opp. Lakkasandra Bus Stop, Hosur Road, Bengaluru, Karnataka 560029.

The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and the Insta Poll on the Resolutions set out in Notice of 32nd Annual General Meeting of the Members of the Company. My responsibility, as a scrutinizer for e-voting and the Insta Poll is restricted to the extent of making scrutinizer's report of the votes cast "In favour" or "Against" the Resolutions stated above, based on the reports generated from the e-voting systems provided by NSDL vide their e-voting-nsdl.com platform.

The Company appointed National Securities Depository Limited (NSDL) as a service provider for extending the facility of providing electronic voting to the shareholders of the company from 9.00 AM on 12th July, 2019 till 5.00 PM on 16th July, 2019 (both days inclusive). Canbank Computer Services Limited are the Registrars and Share Transfer Agents of the Company. The e-voting results were unblocked by me on 17th July, 2019 at 11:26 Hours and Insta-poll results were unblocked by me on 17th July, 2019 at 14:30 Hours in the presence of two witness who are not in employment of the company. For further details kindly refer to my attached Reports dated 17th July, 2019.

At the venue of the 32nd Annual General Meeting, the Company provided the facility of Insta Poll through e-tablet as provided by the NSDL for the members present at the meeting. For further details kindly refer to my Report in Form MGT-13 (Insta Poll) dated 17th July, 2019.

A consolidated Scrutinizer's Report covering both the said remote e-voting process and Insta poll at the venue, is attached herewith.

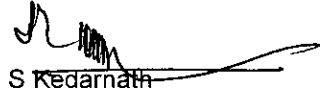
Resolutions at Item nos 1 to 9 of the Notice of the 32nd Annual General Meeting stands passed as Ordinary Resolution with requisite majority and Resolutions at Item nos. 10 to 14 stands passed as Special Resolution with requisite majority of vote casts in favour of the Resolutions respectively.



Shreekanth M Bhandari
Deputy Managing Director

The electronic register and all other papers together with relevant records relating to electronic voting and Insta Poll papers would be handed over to the Company Secretary for safe keeping.

Thanking you



S Kedarnath
SCUTINIZER-AGM
Company Secretary
FCS No 3031, CP No 4422



Place: Bengaluru
Dated: 17/07/2019



Part-III- Consolidated Results:

1. Consolidated Results of Item No:1- Ordinary Resolution: Adoption of audited financial statements for the year ended March 31, 2019

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18943578	41327493	60271071	99.998
Dissent	286	765	1051	0.002
Invalid	0	0	0	0
Total	18943864	41328258	60272122	100

Accordingly, out of total of 60272122 valid votes cast via e-voting and Insta Poll at AGM Venue 60271071 votes constituting 99.998 % of the votes were cast assenting to the Ordinary Resolution and 1051 votes constituting 0.002% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained at Item No.1 of the Notice dated 22 May, 2019 stands passed with requisite majority.

2. Consolidated Results of Item No: 2- Ordinary Resolution: Declaration of dividend

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18846216	41326667	60172883	99.998
Dissent	586	765	1351	0.002
Invalid	0	0	0	0
Total	18846802	41327432	60174234	100

Accordingly, out of total of 60174234 the valid votes polled through e-voting and Insta Poll at AGM Venue, 60172883 votes constituting 99.998% of the votes were cast assenting to the Ordinary Resolution and 1351 votes constituting 0.002% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained at Item no 2 of the Notice dated 22 May, 2019 stands passed with requisite majority.



S. Kedarnath & Associates



3 Consolidated Results of Item No: 3- Ordinary Resolution: Re-appointment of Shri Shreekant M Bhandiwad as Whole-time Director.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18906367	41326667	60233034	99.995
Dissent	2038	765	2803	0.005
Invalid	0	0	0	0
Total	18908405	41327432	60235837	100

Accordingly, out of total of 60235837 the valid votes through e-voting and Insta Poll at AGM Venue, 60233034 votes constituting 99.995% of the votes were cast assenting to the Ordinary Resolution and 2803 votes constituting 0.005% of the votes were cast dissenting to the Ordinary Resolution.

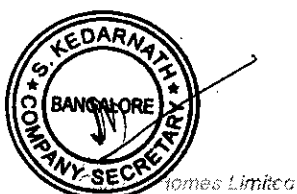
Therefore, the Ordinary Resolution contained at Item no 3 of the notice dated 22 May,2019 stands passed with requisite majority.

4. Consolidated Results of Item No: 4-Ordinary Resolution: Appointment of Dr. Yeluri Vijayanand as an Independent Director.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	19025989	41326667	60352656	99.978
Dissent	12709	765	13474	0.022
Invalid	0	0	0	0
Total	19038698	41327432	60366130	100

Accordingly, out of total of 60366130 the valid votes through e-voting and Insta Poll at AGM Venue, 60352656 votes constituting 99.978% of the votes were cast assenting to the Ordinary Resolution and 13474 votes constituting 0.022 % of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained at item no 4 of the notice dated 22 May, 2019 stands passed with requisite majority.



5. Consolidated Results of Item No: 5-Ordinary Resolution: Appointment of Shri S Subramanian as a Director.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18828194	41327493	60155687	99.650
Dissent	210515	765	211280	0.350
Invalid	0	0	0	0
Total	19038709	41328258	60366967	100

Accordingly, out of total of 60366967 the valid votes through e-voting and Insta Poll at AGM Venue, 60155687 votes constituting 99.650 % of the votes were cast assenting to the Ordinary Resolution and 211280 votes constituting 0.350% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained at item no 5 of the notice dated 22 May,2019 stands passed with requisite majority.

6. Consolidated Results of Item No: 6-Ordinary Resolution: Appointment of Shri Debashish Mukherjee as a Director.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	19024300	41327493	60351793	99.975
Dissent	14409	765	15174	0.025
Invalid	0	0	0	0
Total	19038709	41328258	60366967	100

Accordingly, out of total of 60366967 the valid votes through e-voting and Insta Poll at AGM Venue, 60351793 votes constituting 99.975% of the votes were cast assenting to the Ordinary Resolution and 15174 votes constituting 0.025% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained in item no 6 of the notice dated 22 May,2019 stands passed with requisite majority.



7. Consolidated Results of Item No: 7- Ordinary Resolution: Re-appointment of Shri Sarada Kumar Hota as Managing Director- Tenure of re-appointment is modified as June 27, 2019 instead of October 5, 2019 in view of resignation submitted by Sri. S K Hota.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	19035002	41327493	60362495	99.995
Dissent	2207	765	2972	0.005
Invalid	0	0	0	0
Total	19037209	41328258	60365467	100

Accordingly, out of total of 60365467 the valid votes through cast via e-voting and Insta Poll, 60362495 votes constituting 99.995% of the votes were cast assenting to the Ordinary Resolution and 2972 votes constituting 0.005% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained in item no 7 of the notice dated 22 May, 2019 stands passed with requisite majority.

8. Consolidated Results of Item No: 8- Ordinary Resolution: Acceptance of deposits from public.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18828859	41327493	60156352	99.650
Dissent	210255	765	211020	0.350
Invalid	0	0	0	0
Total	19039114	41328258	60367372	100

Accordingly, out of total of 60367372 the valid votes through cast via e-voting and Insta Poll, 60156352 votes constituting 99.650% of the votes were cast assenting to the Ordinary Resolution and 211020 votes constituting 0.350% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained in item no 8 of the notice dated 22 May, 2019 stands passed with requisite majority.



9. Consolidated Results of Item No: 9- Ordinary Resolution: Related Party Transactions/ Arrangements.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	16737415	1397128	18134543	88.736
Dissent	2136283	765	2137048	10.457
Invalid	165000	0	165000	0.807
Total	19038698	1397893	20436591	100

Accordingly, out of total of 20436591 the valid votes through cast via e-voting and Insta Poll, 18134543 votes constituting 88.736% of the votes were cast assenting to the Ordinary Resolution and 2137048 votes constituting 10.457% of the votes were cast dissenting to the Ordinary Resolution.

Therefore, the Ordinary Resolution contained in item no 9 of the notice dated 22 May,2019 stands passed with requisite majority.

10. Consolidated Results of Item No: 10- Special Resolution: Re-appointment of Shri G Naganathan, FCA, as an Independent Director.

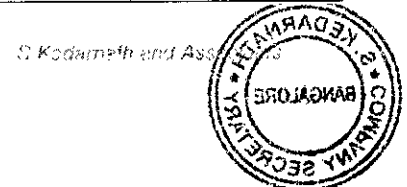
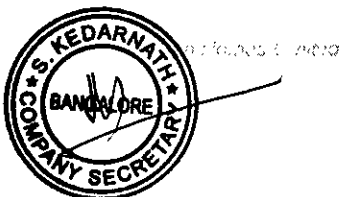
Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	19036596	41327493	60364089	99.996
Dissent	1413	765	2178	0.004
Invalid	0	0	0	0
Total	19038009	41328258	60366267	100

Accordingly, out of total of 60366267 the valid votes through cast via e-voting and Insta Poll, 60364089 votes constituting 99.996% of the votes were cast assenting to the Special Resolution and 2178 votes constituting 0.004 % of the votes were cast dissenting to the Special Resolution.

Therefore, the Special Resolution contained in item no 10 of the notice dated 22 May,2019 stands passed with requisite majority.

11. Consolidated Results of Item No: 11- Special Resolution: To borrow amounts not exceeding Rs. 23,000 Crore.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18954142	41327493	60281635	99.858



Dissent	84972	765	85737	0.142
Invalid	0	0	0	0
Total	19039114	41328258	60367372	100

Accordingly, out of total of 60367372 the valid votes through cast via e-voting and Insta Poll, 60281635 votes constituting 99.858% of the votes were cast assenting to the Special Resolution and 85737 votes constituting 0.142% of the votes were cast dissenting to the Special Resolution.

Therefore, the Special Resolution contained in item no 11 of the notice dated 22 May, 2019 stands passed with requisite majority.

12. Consolidated Results of Item No: 12- Special Resolution: Offer or invitation for subscription of Non-convertible Debentures (NCDs) or bonds, secured or unsecured, of any nature upto an amount not exceeding Rs. 6000/- Crore on private placement.

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	18744907	41326667	60071574	99.512
Dissent	293792	765	294557	0.488
Invalid	0	0	0	0
Total	19038699	41327432	60366131	100

Accordingly, out of total of 60366131 the valid votes through cast via e-voting and Insta Poll, 60071574 votes constituting 99.512 % of the votes were cast assenting to the Special Resolution and 294557 votes constituting 0.488% of the votes were cast dissenting to the Special Resolution.

Therefore, the Special Resolution contained in item no 12 of the notice dated 22 May, 2019 stands passed with requisite majority.

13. Consolidated Results of Item No: 13- Special Resolution: Further issue of shares/specified securities not exceeding Rs.1000 Crore

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	17360618	41327493	58688111	97.219
Dissent	1677880	765	1678645	2.781
Invalid	0	0	0	0
Total	19038498	41328258	60366756	100



Accordingly, out of total of 60366756 the valid votes through cast via e-voting and Insta Poll, 58688111 votes constituting 97.219 % of the votes were cast assenting to the Special Resolution and 1678645 votes constituting 2.781% of the votes were cast dissenting to the Special Resolution.

Therefore, the Special Resolution contained in item no 13 of the notice dated 22 May, 2019 stands passed with requisite majority.

**14. Consolidated Results of Item No: 14- Special Resolution: Alteration of Articles of Association
– Deletion of clauses relating to 'Common Seal'**

Particulars	Number of Votes contained in			Percentage
	Remote E-Voting	Insta Poll	Total	
Assent	19038078	41327493	60365571	99.998
Dissent	631	765	1396	0.002
Invalid	0	0	0	0
Total	19038709	41328258	60366967	100

Accordingly, out of total of 60366967 the valid votes through cast via e-voting and Insta Poll, 60365571 votes constituting 99.998% of the votes were cast assenting to the Special Resolution and 1396 votes constituting 0.002% of the votes were cast dissenting to the Special Resolution.

Therefore, the Special Resolution contained in item no 14 of the notice dated 22 May, 2019 stands passed with requisite majority.


S. Kedarnath
SCRUTINISER –32nd AGM
Company Secretary
Place: Bengaluru
Dated: 17/07/2019



Annexure-1

Statement of witness as required under Rule20(3)(Xii) of Companies (Management and Administration) Rules, 2014 :

Witness 1:

I, Mr. Shivappa Athani, Residing at No. 22, 4th Cross Road, 02nd Main, Muneshwarya Layout doddabommasandra Bangalore-560097 hereby state that I witnessed the downloading of the votes on the website www.evoting.nsdl.com, when Mr. S Kedarnath, Scrutinizer appointed by Can Fin Homes Limited unblocked the same; I further state that I am not an employee of Can Fin Homes Limited.

S. A. Athani

Signature: Bangalore

Date: 17/07/2019

Witness 2:

I, Mr. Krishnan N Residing at No. 56/3, East Park Road, 15th Cross, Malleswaram, Bangalore-560055 hereby state that I witnessed the downloading of the votes on the website www.evoting.nsdl.com, when Mr. S Kedarnath, Scrutinizer appointed by Can Fin Homes Limited unblocked the same, I further state that I am not an employee of Can Fin Homes Limited.

N. Krishnan

Signature: Bangalore

Date: 17/07/2019