



सेन्ट्रल बैंक होम फायनेन्स लिमिटेड
Cent Bank Home Finance Limited

सेन्ट्रल बैंक ऑफ इण्डिया की अनुषंगी Subsidiary of Central Bank of India

Registered Office: Central Bank of India Building, 9, Arera Hills, Bhopal – 462011 | ☎ : 0755 - 4156513
Corporate Office: 6th Floor, Central Bank of India MMO Building, M.G. Road, Fort, Mumbai – 400023
☎ : 022 – 69519323 | 18008896606

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY FOURTH (34TH) ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF CENT BANK HOME FINANCE LIMITED (“COMPANY”) WILL BE HELD ON MONDAY, 29TH SEPTEMBER, 2025 AT 11:00 A.M. (IST) AT THE 9TH/11TH FLOOR, CENTRAL BANK OF INDIA, CENTRAL OFFICE, CHANDER MUKHI, NARIMAN POINT, MUMBAI 400021, MAHARASHTRA WITH OPTION TO THE MEMBERS TO ATTEND THE MEETING THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL (“VC/OAVM”) TO TRANSACT THE BUSINESS MENTIONED HEREINUNDER.

Shareholder Consent:

As the physical venue is outside the city of the registered office of the Company, **consent of shareholders for holding the AGM at this venue needed in the prescribed form attached to this Notice as Annexure -1** . Members attending the AGM physically shall be deemed to have consented to the venue.

ORDINARY BUSINESS: -

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with Board’s Report and Auditor’s Report thereon and the comments of the Comptroller and Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013.;**

The members be requested at the meeting to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Auditor’s Report thereon and the comments of the Comptroller and Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013, as circulated to the members and as may be supplemented by the Board’s Report and the CAG’s comments when received, be and are hereby received, considered and adopted.”

2. **To appoint a Director in place of Shri Vasti Venkatesh (DIN :09782983), who retires by rotation and being eligible, offers himself for re-appointment.**

The members be requested at the meeting to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri Vasti Venkatesh, Director (DIN :09782983), who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment, be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

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3. **To take note of the appointment of Statutory Auditor's of the Company by the Comptroller & Auditor General of India under Section 139(5) of the Companies Act, 2013, and to authorize the Board of Directors to fix their remuneration.:**

The members be requested at the meeting to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Ordinary Resolution:

"**RESOLVED THAT** pursuant to Section 139(5) and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof, the appointment of the Statutory Auditors of the Company by the Comptroller & Auditor General of India (CAG) be and is hereby noted, and the Board of Directors of the Company be and is hereby authorized to fix their remuneration recommended by CAG, as may be determined by the Board in consultation with the Statutory Auditors, for the financial year 2025-26"

SPECIAL BUSINESS:

4. Regularisation of Appointment of Shri P. R. Murthy (DIN: 07815852) as Director of the company (In the capacity of 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** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri P. R. Murthy (DIN: 07815852) who was appointed as an Additional Director in the capacity of an Independent Director of the Company w.e.f 19th November 2024 by the Board of Directors at its Board Meeting held on 19th November 2024 and who held office upto the date of ensuring Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 19th November 2024 and he shall be entitled for sitting fees of Rs. 25,000/- per Committee Meeting and Rs. 40,000/- per Board Meeting or any such remuneration as may be decided by the board from time to time.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities."

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5. Regularisation of Appointment of Shri Rakesh Sharma (DIN: 03384968) as an Additional Director of the company.

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Shri Rakesh Sharma (DIN- 03384968) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 19/11/2024 and who holds office up to the ensuing Annual General Meeting of the company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director (in the capacity of Additional Director) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities."

6. Appointment of Shri Rakesh Sharma as Managing Director and Chief Executive Officer (CEO).

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Housing Finance Companies (NHB) Directions, 2021, the Scale Based Regulatory Framework applicable to HFCs, and the Articles of Association of the Company, the consent of the Members be and is hereby accorded to the appointment of Shri Rakesh Sharma (DIN: 03384968) as the Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of five (5) years with effect from 19th November, 2024, on the terms and conditions including remuneration as set out in the explanatory statement annexed hereto and approved by the Board of Directors.

RESOLVED FURTHER THAT the remuneration as approved, including the fixed, variable, and business-linked incentive components, may exceed the limits specified in Section 197(1) of the Act, and the same is specifically approved as per Section 197(4) read with Schedule V, in order to provide flexibility depending upon profitability and growth of the Company.

RESOLVED FURTHER THAT in the event of any inadequacy or absence of profits in any financial year during the tenure, the remuneration payable to Shri Rakesh Sharma shall be governed by the provisions of Schedule V to the Companies Act, 2013, and shall be subject to such approvals as may be required under law.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities."

7. Regularisation of Appointment of Shri Sanju Magrulkar (DIN: 10871363) as Director of the company (In the capacity of Nominee of Central Bank of India)

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

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“RESOLVED THAT pursuant to the provisions of Section 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Sanju Magrulkar (DIN: 10871363) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 17th December, 2024 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director (in the capacity of Nominee of Central Bank of India) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities.”

8. Regularisation of Appointment of Shri Ranjan Kumar Barun (DIN: 10920601) as Director of the company
(In the capacity of Nominee of National Housing Bank-NHB)

To consider and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Ranjan Kumar Barun (DIN: 10920601) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 12th February, 2025 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director (in the capacity of Nominee of National Housing Bank- NHB) of the Company, and not liable to be retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities.”

9. Regularisation of Appointment of Shri Murali Krishna Jami (DIN : 10982147) as Director of the company
(In the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)

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

“RESOLVED THAT pursuant to the provisions of Section 161(1) & other applicable provisions, if any of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (Including any statutory modification/ enactments thereof for the time being in force) and Articles of Association of the company, Shri Murali Krishna Jami (DIN : 10982147) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 25th April, 2025 and who hold office up to the date of ensuing Annual General Meeting be and is hereby appointed as a Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited- HUDCO) of the Company, liable to retire by rotation.

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RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities.”

10. Approval for Provision of Official Vehicle and Reimbursement of Fuel and Driver Expenses to Mr. Sachin Sudhakar, Deputy General Manager (on deputation from Central Bank of India)

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

“**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, consent of the Members of the Company be and is hereby accorded to the arrangement for provision of an official vehicle and reimbursement of fuel and driver expenses to Mr. Sachin Sudhakar, Deputy General Manager (on deputation from Central Bank of India), in accordance with the eligibility norms of the Central Bank of India applicable to his grade, with effect from June 9, 2025, on the following terms and conditions:

Sr. No.	Entitlement (for Grade/Scale VI – DGM)	Other material terms as per Vehicle Policy of Central Bank of India
1	Reimbursement to executive for expenses incurred for hiring personal drivers. ₹30,000/- per month	(i) Use of air-conditioned car for personal purposes shall require payment of ₹200/- per month for 500 kms subject to 1500 Kms per quarter and ₹1.25 per km beyond 1500 kms. No restriction on official use within/outside city.
2	Rate for non – working days are @ ₹750/- per day / Rate for Outstation duties @ ₹750/- per day (one of the two can be claimed).	(ii) Terms to be as per Vehicle Policy of Central Bank of India and, Circular No. CO/PRS/IRP/2002-2003/34 dated 14.11.2002 and CO: BSD: TPT: 2025-26:5:173 dated 15.07.2025.

RESOLVED FURTHER THAT the Members hereby ratify the aforesaid arrangement effective from June 9, 2025 and approve its continuation for the remainder of F.Y. 2025–26, the aggregate value of remuneration and perquisites payable in respect of Mr. Sachin Sudhakar being likely to exceed ₹2,50,000/- per month, and the same be treated as part of the Related Party Transactions of the Company for the said financial year.

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RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable to give effect to this resolution, including execution of documents and making necessary filings with statutory authorities.”

**By Order of the Board
For Cent Bank Home Finance Limited**

**Date: 06-09-2025
Place: Mumbai**

**Rakesh Sharma
Managing Director & CEO
DIN: 03384968**

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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. 09/2023 dated September 25, 2023 and General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as “MCA circulars”), applicable provisions of the Companies, 2013 (Act) and the rules made thereunder, and companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC or Other Audio Visual Means. The proceedings of the AGM will be deemed to be conducted at Central Bank of India Building, 9th/11th Floor, Chander Mukhi, Nariman Point, Mumbai- 400021, Maharashtra, which shall be deemed venue of the AGM.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself. A proxy need not be a member of the company.
3. A proxy, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.
4. Explanatory Statements pursuant to section 102(1) of the Companies Act, 2013 in respect of **Item No. 4 to 10** of the Notice are annexed herewith.
5. Members interested to join the meeting virtually may intimate at the following contact no:-**7024267162** and email mail id: **cs@cbhfl.com**.

Enclosures: -

- Proxy form.
- Route Map of meeting's venue.

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EXPLANATORY STATEMENT

(Pursuant to section 102(1) of the Companies Act, 2013 in respect of item No. 4 to 11 of the Notice)

Item No. 4

Regularisation of Appointment of Shri P. R. Murthy (DIN: 07815852) as Director of the company (In the capacity of an Independent Director)

Shri P. R Murthy (DIN: 07815852) was appointed as non-Executive Additional Director (In the capacity of Independent Director) of the Company with effect from 19th November 2024 by the Board in its Board Meeting held on 19.11.2024. According to the provisions of Section 161 of the Companies Act, 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting.

The Board considers that his continued association will be of immense benefit to the Company and it is desirable to continue to avail his services as Independent Director. Accordingly, the Board recommends the resolutions in relation to regularization of his appointment as an Independent Director for the approval of the Members for a maximum tenure of 5 (five) years with effect from 19.11.2024 and he shall be entitled for sitting fees of Rs. 25,000/- per meeting including Committee and General Meeting and Rs. 40,000/- per Board Meeting.

None of the Directors, except Shri P. R Murthy, or their relatives or Key Managerial Persons is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.4 to be passed as an Ordinary Resolution.

Item No. 5

Regularisation of Appointment of Shri Rakesh Sharma (DIN:03384968) as an Additional Director of the company

Shri Rakesh Sharma (DIN: 03384968) was appointed as an Additional Director by the Board of Directors of Company w.e.f 19th November 2024, by the Board at its Board Meeting held on the same date. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Rakesh Sharma (In the capacity of in the capacity of Director of CBHFL) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.05 for approval by the member of the company.

None of the Directors, except Shri Rakesh Sharma or their relatives or KMP is concerned or interested in this resolution. The Nomination & Remuneration Committee recommends the resolution set forth in item No. 5 for the approval of the Members passing of an Ordinary Resolution.

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Item No. 6

Appointment of Shri Rakesh Sharma as Managing Director and Chief Executive Officer (CEO).

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 19th November 2024, approved the appointment of Shri Rakesh Sharma (DIN: 03384968) as the Managing Director (MD) and Chief Executive Officer (CEO) of the Company, for a period of five (5) years with effect from 19th November 2024, subject to the approval of the members of the Company.

The terms and conditions of the appointment, including remuneration, were also approved by the Board and are in line with the provisions of Sections 152, 196, 197, 198, 200 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Housing Finance Companies Directions, 2021 issued by the National Housing Bank, the Scale Based Regulatory Framework applicable to HFCs prescribed by RBI/NHB, and the Articles of Association of the Company.

The key terms and conditions of his appointment are as under:

Remuneration

- (i) **Fixed Compensation:** Rs. 1,30,00,000.00/- (Rupees One Hundred Thirty Lac Only) per annum, payable in 12 equal monthly installments at the end of each month.
- (ii) **Variable Compensation:**
- a) Variable compensation is fixed at 5%, 15% and 25% based on the increase in PAT over previous year:

Variable (Linked to increase in PAT)	Compensation (% fixed Compensation linked to incremental PAT)
Up to 10%	5%
10% to 30%	15%
Over 30%	25%

- b) Other Compensation to be paid in 4 years starting from 2026 :

Total Business in CRS*	Business Year	Compensation
2800 Cr	2025-26	0.50 Cr
4000 Cr	2026-27	1.00 Cr
5500 Cr	2027-28	1.00 Cr
7000 Cr	2028-29	1.00 Cr
10000 Cr	2029-30	

- *Variable Compensation is linked to proportionate achievement
- Variable Compensation will not be paid in case of shortfall of target. However, if achieved subsequent year then earlier compensation will be paid.

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➤ No sitting fees will be paid to the Managing Director for attending meeting of the Board of Directors or any committee thereof.

(iii) The Managing Director & CEO is not entitled to any other allowances/ Vehicle allowance/ Medical Allowances/ Provident fund/ terminal benefit/ any other perks except for the reimbursement of the expenses of traveling and accommodation for official visit outside Mumbai as per the entitlement of General Manager of the Central Bank of India.

Rationale for Special Resolution:

- Based on the audited accounts, the Company has adequate profits (Net Profit u/s 198: ₹42.11 crore for F.Y. 2024-25). The proposed remuneration is within the statutory ceiling of 5% of net profits for Managing Director & CEO.
- However, since the remuneration package includes variable and incentive-linked components, and to provide flexibility in case of future fluctuations in profits, the Board considers it prudent to seek members' approval by Special Resolution. This ensures compliance even if in any future year profits are inadequate or if remuneration crosses the ordinary ceiling.

The Board, therefore, recommends the passing of the Special Resolution set out in Item No. 6 of this Notice.

Further, except for Shri Rakesh Sharma, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 7

Regularisation of Appointment of Shri Sanju Magrulkar (DIN: 10871363) as Director of the company (In the capacity of Nominee of Central Bank of India)

Shri Sanju Magrulkar (DIN: 10871363) was appointed as an Additional Director (in the capacity of Nominee of Central Bank of India) on the Board of the Company w.e.f 17th December 2024. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Sanju Magrulkar (In the capacity of Nominee of Central Bank of India) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.07 for approval by the member of the company.

None of the Directors, except Shri Sanju Magrulkar or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.7 for the approval of the Members by passing of an Ordinary Resolution.

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Item No. 8

Regularisation of Appointment of Shri Ranjan Kumar Barun (DIN: 10920601) as Director of the company (In the capacity of Nominee of National Housing Bank-NHB)

Shri Ranjan Kumar Barun (DIN: 10920601) was appointed as an additional director (in the capacity of Nominee of NHB) of the Company with effect from 12th February, 2025 by the Board of Directors of the Company. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as an Additional Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Ranjan Kumar Barun (In the capacity of Nominee of National Housing Bank-NHB) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.08 for approval by the member of the company.

None of the Directors, except Shri Ranjan Kumar Barun or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.8 for the approval of the Members by passing of an Ordinary Resolution.

Profile of above Shri Ranjan Kumar Barun, Director is enclosed for perusal of the members.

Item No. 9

Regularisation of Appointment of Shri Murali Krishna Jami (DIN : 10982147) as Director of the company (In the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)

Shri Murali Krishna Jami (DIN: 10982147) was appointed as an Additional Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO) of the Company with effect from 25th April 2025 by the Board of Directors of the Company. Further, pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds office as Director only up to the date of the ensuing Annual General Meeting. The Board is of the view that the appointment of Shri Murali Krishna Jami for the office of Director (in the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO) on the company Board is desirable and would be beneficial to the company and hence, it recommend the said resolution No.09 for approval by the member of the company.

None of the Directors, except Shri Murali Krishna Jami or their relatives or KMP is concerned or interested in this resolution. The Board recommends the resolution set forth in Item No.9 for the approval of the Members by passing of an Ordinary Resolution.

Profile of above Directors is enclosed for perusal of the members.

Item No. 10

Approval for Provision of Official Vehicle and Reimbursement of Fuel and Driver Expenses to Mr. Sachin Sudhakar, Deputy General Manager (on deputation from Central Bank of India)

Mr. Sachin Sudhakar, an officer of Central Bank of India, has been on deputation with Cent Bank Home Finance Limited since 2020. He was serving as General Manager and has been promoted by Central Bank of India to the position of **Deputy General Manager (DGM)** with effect from June 9, 2025.

Pursuant to his promotion, his entitlements have been revised as per Central Bank of India norms applicable to DGM grade, which inter alia include provision of an official vehicle and reimbursement of fuel and driver expenses.

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The Audit Committee of the Company, at its **98th Meeting held on June 23, 2025**, considered the proposal and noted the following:

1. Mr. Sudhakar continues on deputation at CBHFL and his entitlements are as per the Central Bank of India's Vehicle Policy for Scale VI officers.
2. Management proposed allocation of an idle CBHFL vehicle for his official use and reimbursement of fuel and driver expenses as per entitlement norms.
3. The specific entitlements applicable are:
 - Reimbursement to executive for expenses incurred for hiring personal drivers ₹30,000/- per month.
 - Rate for non – working days are @ ₹750/- per day / Rate for Outstation duties @ ₹750/- per day (one of the two can be claimed).
 - Use of air-conditioned car for personal purposes shall require payment of ₹200/- per month for 500 kms subject to 1500 Kms per quarter and ₹1.25 per km beyond 1500 kms. No restriction on official use within/outside city.
 - Terms to be as per Vehicle Policy of Central Bank of India and, Circular No. CO/PRS/IRP/2002-2003/34 dated 14.11.2002 and CO: BSD: TPT: 2025-26:5:173 dated 15.07.2025.
4. The Board had earlier, at its meeting held on April 25, 2025 (Agenda Item No. 156/08), approved estimated Related Party Transactions for FY 2025–26, including reimbursement of Mr. Sudhakar's salary to Central Bank of India, the aggregate value of which is likely to exceed ₹2.50 lakh per month.
5. The Audit Committee confirmed that the arrangement is in the **ordinary course of business** and at **arm's length**.

In terms of **Section 188(1)(f) of the Companies Act, 2013**, read with **Rule 15(3)(b)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014**, any related party transaction relating to appointment to an office or place of profit in the company at a monthly remuneration exceeding ₹2,50,000 requires approval of Members by way of **Special Resolution**. Since the aggregate remuneration and perquisites payable in respect of Mr. Sudhakar are likely to exceed this threshold, approval of Members is being sought, including **ratification of the arrangement effective from June 9, 2025**.

The Board recommends the resolution set out at Item No.10 for approval of the Members as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sachin Sudhakar (being the beneficiary) and Central Bank of India (being the related party), are concerned or interested, financially or otherwise, in this resolution.

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Note: In terms of the second proviso to Section 188(1) of the Companies Act, 2013, no member of the Company who is a related party shall vote on a resolution to approve any related party transaction. Accordingly, **Central Bank of India, being the Holding Company and a related party interested in the proposed transaction, together with its nominee shareholders, will abstain from voting on this Special Resolution.**

**By Order of the Board
For Cent Bank Home Finance Limited**

**Place: Mumbai
Date: 06-09-2025**

**Rakesh Sharma
Managing Director & CEO
DIN: 03384968**

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Profile of Directors proposed for appointment/re-appointment.

1. Shri Vasti Venkatesh (DIN :09782983) :

Mr. Vasti Venkatesh holds a Bachelor's Degree and has done MBA in Banking & Finance. He is presently General Manager (Treasury/International Division) at Central Bank of India. He is also a Certified Associate of Indian Institute of Bankers. He has more than 38 years of General experience in Banking in the areas of Treasury, Resources, Operations, Marketing etc. and worked in various positions such as Branch Head, Regional Head in various states like Karnataka, Andhra Pradesh, Madhya Pradesh, Maharashtra, Gujarat and Delhi. He also has experience of working as Dealer and Chief Dealer in Domestic Treasury.

2. Shri P. R. Murthy (DIN: 07815852):

Shri P. R. Murthy is a graduate with a B.Sc. in Agriculture from the Allahabad Agriculture Institute and holds a CAIIB(P) certification from IIBF. With over 31 years of experience in the banking industry, including more than 3 years at the board level, he has a diverse background across various banking segments. His career has spanned rural, semi-urban, urban, and metro environments, working in Zonal Offices and Field General Manager offices. He has served in multiple states across India, including Uttarakhand, Uttar Pradesh, West Bengal, Rajasthan, Karnataka, Tamil Nadu, Odisha, and Maharashtra.

3. Shri Rakesh Sharma (DIN: 03384968)

Shri Rakesh Sharma holds a Graduate degree in Accounts and a Post Graduate Diploma in Management with a specialization in Marketing and IT. A seasoned banker with diverse experience, Mr. Sharma began his career in 2002 with ICICI Bank, and subsequently held various roles across different regions of the Country. He has also worked with ICICI Bank Ltd, Citi Financials, ICICI Prudential Life Insurance, India Infoline Ltd., and Aavas Financiers Ltd. As the CEO of Tyger Home Finance Pvt. Ltd. (Formerly Known as Adani Housing Finance Pvt. Ltd), Mr. Sharma led key business verticals, including Affordable Housing Marketing, and was instrumental in the Company's overall excellent performance, contributing significantly to the success of the Adani Housing Finance Company.

4. Shri Sanju Mangrulkar (DIN: 10871363):

Shri Sanju Mangrulkar is presently working as a General Manager at Central Bank of India heading Credit Monitoring & Policy Department, Central Office having banking exposure of more than 35 years. Worked in various places at all India level as Branch Head/ Regional Head and having exposure in Corporate Credit, Foreign Exchange and operational banking. At present handling bank Credit and Recovery policy matters, regulatory compliances, monitoring of advances, corrective measures, functionality implementation and Digital Collection Management.

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5. Shri Ranjan Kumar Barun (DIN: 10920601)

Shri Ranjan Kumar Barun is MA (Hindi), MA (Public Administration), MA (Sociology) & JAIIB and he has about 29 years of Working Experience with National Housing Bank in various functions such as Department of Supervision, Accounts Department, Audit Department, Human Resources & Management Department, Administration, Refinance Operations Department and Resources Mobilization and Management Department etc.

6. Shri Murali Krishna Jami (DIN: 10982147):

Shri Murali K Jami is graduation in Civil Engineering and Master's in Environmental Engineering and he has been working in HUDCO since 1990 in different capacities and presently heading Maharashtra Region in the capacity of General Manager (Project).

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PROXY FORM

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

Name of the Member(s):

Registered Address:

E-mail ID:

For details with respect to your Folio No./DP ID, Client ID and number of shares, please refer to the Attendance Slip enclosed along with the Proxy Form.

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

1. Name:

E-mail ID:

Address:

Signature: ,or failing him/her

2. Name:

E-mail ID:

Address:

Signature: ,or failing him/her

3. Name:

E-mail ID:

Address:

Signature.....

as my/our proxy to attend and vote (on a poll/e-voting) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on **Monday, 29th September 2025 at 11:00 A.M.** at Central Bank of India Building,

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9th/11th Floor, Chander Mukhi, Nariman Point, Mumbai- 400021 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

Resolution No.:

Resolution No.	Description of the Resolution	For	Against
Ordinary Business:			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, together with the Board's Report and Auditor's Report thereon and the comments of the Comptroller and Auditor General of India (CAG) under Section 143(6) of the Companies Act, 2013.;		
2.	To appoint a director in place of Vasti Venkatesh, (DIN :09782983), who retires by rotation and being eligible, offers himself for reappointment.		
3.	To take note of the appointment of Statutory Auditor's of the Company by the Comptroller & Auditor General of India under Section 139(5) of the Companies Act, 2013, and to authorize the Board of Directors to fix their remuneration.:		
Special Business:			
4.	Regularisation of Appointment of Shri P. R. Murthy (DIN: 07815852) as Director of the company (In the capacity of an Independent Director)		
5.	Regularisation of Appointment of Shri Rakesh Sharma (DIN: 03384968) as an Additional Director of the company.		
6.	Appointment of Shri Rakesh Sharma as Managing Director and Chief Executive Officer (CEO).		
7.	Regularisation of Appointment of Shri Sanju Magrulkar (DIN: 10871363) as Director of the company (In the capacity of Nominee of Central Bank of India)		
8.	Regularisation of Appointment of Shri Ranjan Kumar Barun (DIN: 10920601) as Director of the company (In the capacity of Nominee of National Housing Bank-NHB)		
9.	Regularisation of Appointment of Shri Murali Krishna Jami (DIN : 10982147) as Director of the company (In the capacity of Nominee of Housing and Urban Development Corporation Limited-HUDCO)		

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सेन्ट बैंक होम फायनेन्स लिमिटेड Cent Bank Home Finance Limited

सेन्ट्रल बैंक ऑफ इण्डिया की अनुषंगी Subsidiary of Central Bank of India

Registered Office: Central Bank of India Building, 9, Arera Hills, Bhopal – 462011 | ☎ : 0755 - 4156513
Corporate Office: 6th Floor, Central Bank of India MMO Building, M.G. Road, Fort, Mumbai – 400023
☎ : 022 – 69519323 | 18008896606

10.	Approval for Provision of Official Vehicle and Reimbursement of Fuel and Driver Expenses to Mr. Sachin Sudhakar, Deputy General Manager (on deputation from Central Bank of India)		
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Signed this..... Day..... of 2025.

Signature of Member.....

Signature of Proxy holder(s)

Affix Revenue

Stamp

Notes:

1. Please put a 'V' in the appropriate column against the resolution indicated in the Box. If you leave the 'For or against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
3. For the detailed resolutions, explanatory statement, and notes, please refer to the Notice of the 34th Annual General Meeting of the Company.
4. This form of Proxy, to be effective, should be duly completed and deposited at the Corporate Office/Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

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ATTENDANCE SLIP

34th Annual General Meeting on Monday, 29th September 2025 at 11:00 A.M.

Regd. Folio No. _____ No. of shares held _____

I, certify that I am a registered shareholder/proxy for the registered Shareholder of the Company and hereby record my presence at the **34th Annual General Meeting** of the Company to be held on **Monday, 29th September 2025 at 11:00 A.M.** at Central Bank of India Building, 9th/ 11th Floor, Chander Mukhi, Nariman Point, Mumbai- 400021

Member's/Proxy's name in Block Letters

Member's/Proxy's Signature

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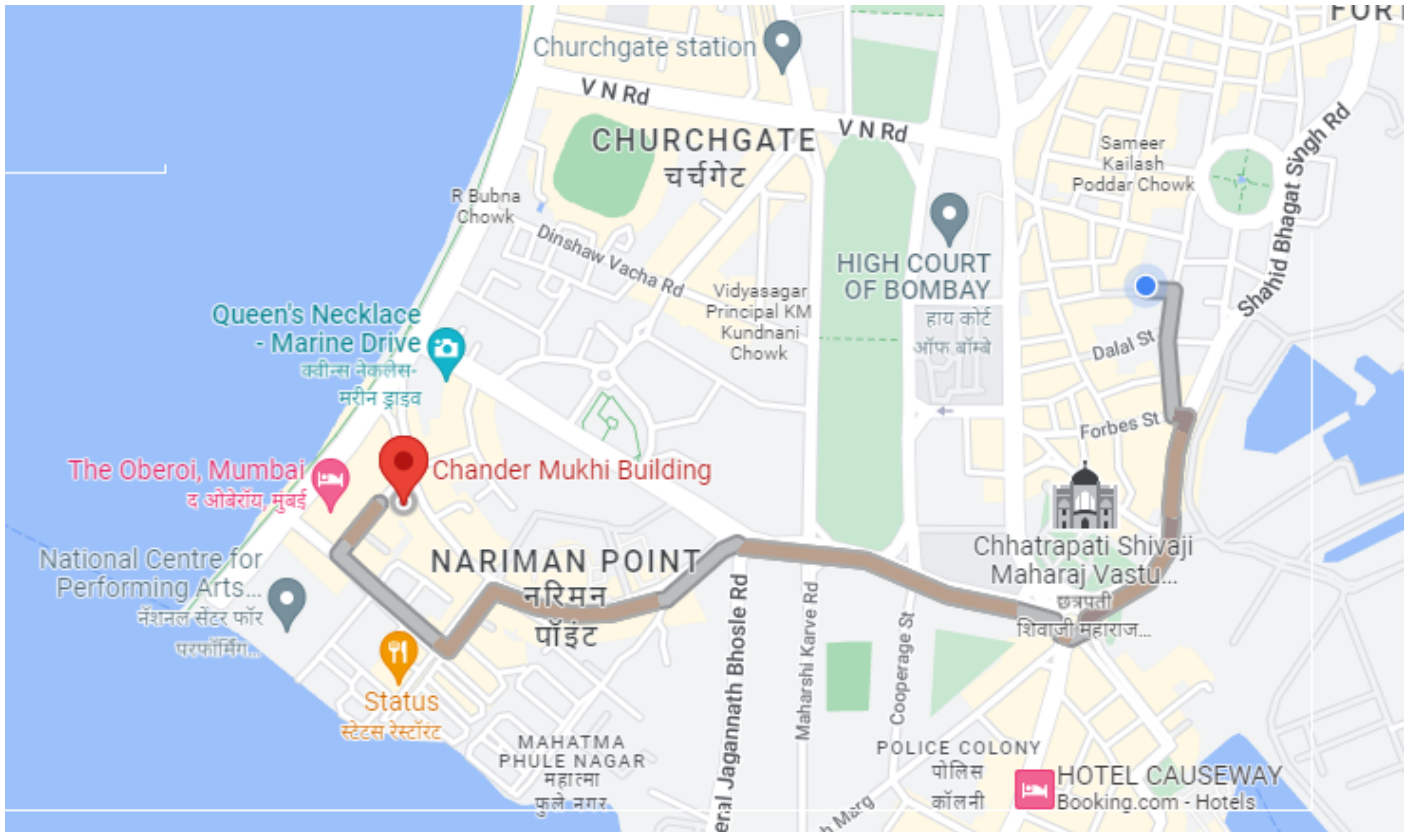
सेन्ट्रल बैंक होम फायनेन्स लिमिटेड
Cent Bank Home Finance Limited

सेन्ट्रल बैंक ऑफ इण्डिया की अनुषंगी

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ROUTE MAP TO AGM VENUE



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Notes to be considered by the Members

- The Statutory Auditor's Report and Audited Financial Statements are circulated herewith.
- The Board's Report will be circulated as an addendum immediately upon approval by the Board of Directors at its meeting scheduled on **23rd September 2025**, and shall be deemed to form part of this Notice.
- The CAG's comments under Section 143(6) are awaited and will be circulated to members as an addendum immediately upon receipt, and will also be placed before the members at the AGM.
- The appointment letter of the Statutory Auditors by the Comptroller & Auditor General of India (CAG) under Section 139(5) of the Companies Act, 2013 is awaited. Once received, it will be shared with the members and placed before the AGM for their consideration.

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