

RHFL/SE/48/2016-17

September 22, 2016

National Stock Exchange of India Limited,
Exchange Plaza,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Kind Attn: Listing Department

Dear Sir,

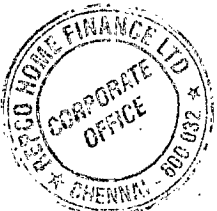
Sub: Proceedings of the 16th Annual General Meeting pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Proceedings of the 16th Annual General Meeting of the Members of the Company held on Thursday, September 22, 2016 at Dakshinamurthy Auditorium, PS Higher Sec School, No.215, Ramakrishna Mutt Road, Mylapore, Chennai-600004.

Thanking You,
Yours Faithfully,

For Repco Home Finance Limited


Company Secretary
Encl: As above



Corporate Office : 3rd Floor, Alexander Square, New No : 2 (Old No : 34 & 35) Sardar Patel Road, Guindy, Chennai - 600 032.
Phone : 044 - 42106650 Fax : 044 - 42106651 E-mail : co@repcohome.com, www.repcohome.com

Registered Office : 'REPCO TOWER', No : 33, North Usman Road, T.Nagar, Chennai - 600 017. Phone : 044-28340715 / 4037 / 2845

**PROCEEDINGS OF THE 16th ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON SEPTEMBER 22, 2016 AT 11 AM AT DAKSHINAMURTHY
AUDITORIUM, PS HIGHER SEC SCHOOL, NO.215, RAMAKRISHNA MUTT
ROAD, MYLAPORE, CHENNAI-600004**

The meeting commenced at 11:00 A.M.

Directors Present:

Shri.T.S.KrishnaMurthy	Chairman
Shri.R.Varadarajan	Managing Director
Shri.Thomas Paul Diamond	Director & Chairman of the Audit Committee
Shri.G.R.Sundaravadivel	Director & Chairman of Nomination & Remuneration Committee
Shri.V.Nadanasabapathy	Director
Shri.L.Munishwar Ganesan	Director

In Attendance:

Shri.K. Prabhu	Company Secretary
Shri.T.Karunakaran	Chief Financial Officer
Shri.R.Prakash	Statutory Auditor
Shri.G.Ramachandran	Practicing Company Secretary, Secretarial Auditor & Scrutinizer (E-voting & Poll)

Members present:

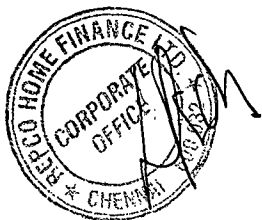
190 Members attended the meeting in person or by proxy

Shri.T.S.KrishnaMurthy, Chairman of the Board of Directors who by virtue of Article 64 of the Articles of Association of the Company is also the Chairman of the General Meetings of the Company took the Chair and presided over the meeting.

The Chairman noted that 190 members were in person or by proxy. The requisite quorum being present pursuant to section 103 of the Companies Act, 2013, he declared the meeting to be in order. The Chairman welcomed the members to the meeting.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company extended the e-voting facility of Karvy Computer Share Private Ltd to all the members of the Company who were holding Equity Shares as on the cut-off date of September 15, 2016, in respect of businesses transacted at this Annual General Meeting. He further informed that the e-voting commenced at 9.00 A.M. on September 19, 2016 and ended at 5.00 P.M on September 21, 2016. Shri.G.Ramachandran Practicing Company Secretary was appointed as the Scrutinizer for the e-voting process.

The Chairman stated that the Register of Proxies and Register of Directors' Shareholdings are available for inspection of the members.



The Chairman informed that as per Companies Act 2013 read with the applicable rules thereunder, the resolutions shall not be passed by show of hands as the Company has provided the e-voting facility. The Chairman further informed that, the Company has arranged for a poll on all the 6 resolutions, to those shareholders who have not exercised e-voting facility. He stated that the poll will be taken up on all the resolutions as mentioned in the AGM notice, after responding to the queries of the members.

With permission of the Members, Notice convening the Annual General Meeting, Audited Financial Statements and Directors 'Report thereto were taken as read.

The Chairman stated that there were no qualifications, comments or observations in the Auditors' Report and with the permission of the members, the Auditors' Report were taken as read.

The Chairman replied to various queries raised by the members pertaining to the performance of the Company, dividend, competition, risk mitigation and cost management.

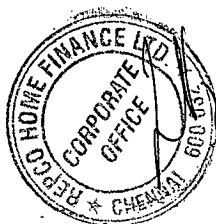
Thereafter, the Chairman ordered the poll on the ordinary and special businesses set out in Items 1 to 6 of the notice convening the Annual General Meeting. Poll papers were distributed to the members.

The Chairman requested all the members, who have not voted through e-voting mechanism, to participate in poll and cast their votes in proportion of their shares of the Paid-up Capital of the Company as on the cut-off date of September 15, 2016. He also requested Shri.G.Ramachandran, Scrutinizer to conduct the poll in an orderly manner and submit the report including the e-voting result.

The following business was transacted at the meeting:

Ordinary Business

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Board of Directors and Statutory Auditors thereon.
 - (b) the Audited Consolidated Financial Statements for the Financial Year ended March 31, 2016, together with the Report of Statutory Auditors thereon
2. Declaration of dividend
3. Re-appointment of Smt.Sanjeevanee Kutty
4. Appointment of Auditors



Special Business

5. Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 2,000 Crore and Rs.500 Crore respectively on private placement

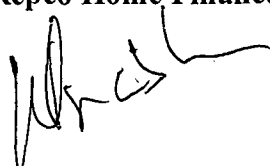
6. RHFL ESOP Scheme 2016

The Chairman informed the members that the combined results of e-voting and the poll would be declared within 48 hours. He further said that the combined results along with the Scrutinizer's report will be intimated to the Stock Exchanges (NSE & BSE) and the same will be posted on the Company's website (www.repcohome.com) and in the website of Karvy (<https://evoting.karvy.com/>).

As there was no other business to be transacted the Chairman declared the meeting as closed at 11.25 A.M.

**Sd/-
Chairman**

For Repco Home Finance Limited



**K.Prabhu
Company Secretary**

