

REPCO HOME FINANCE LIMITED.

(Promoted by Repco Bank-Govt. of India Enterprise)

August 28, 2017 SWT 46592TN2000PLC044655

RHFL/SE/37/2016-17

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

**BSE Limited
Phiroze Jeejeebhoy**

**Dalal Street
Mumbai- 400001**

Kind Attn: Listing Department

Respected Sir,

Sub: Notice Convening the 17th Annual General Meeting

We enclose herewith the notice convening the 17th Annual general meeting of the Company to be held on 21 September 2017.

The Company is providing e-voting facility to its shareholders in respect of all the resolutions to be passed at the AGM. The e-voting begins on 18 September 2017 at 9:00 A.M. and closes on 20 September 2017 at 5:00 P.M.

The Dividend if any declared by the members at the ensuing annual general meeting will be paid on or before 19 October 2017.

The above intimation is for your kind information

Thanking You,

Yours Faithfully,



Company Secretary

REPCO HOME FINANCE LIMITED

CIN- L65922TN2000PLC044655

Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017

Corporate office: Third Floor, Alexander Square, Old No. 34 & 35, New No. 2,

Sardar Patel Road, Guindy, Chennai – 600032

Ph: (044) - 42106650 Fax: (044) – 42106651; E-mail: cs@repcohome.com

Website: www.repcohome.com

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 17th Annual General Meeting of the members of Repco Home Finance Limited will be held on 21 September 2017 at 10:15 A.M , at Sri Dakshinamurthy Auditorium, PS Higher Sec School, No. 215, Ramakrishna Mutt Road, Mylapore, Chennai-600004 to transact the following business:

ORDINARY BUSINESS

1. Adoption of accounts

To receive, consider and adopt:

(a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2017 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, 2017, together with the Report of Statutory Auditors thereon.

2. Declaration of dividend

To declare dividend on equity shares of the company for the financial year ended March 31, 2017.

3. Re-appointment of Shri.L.Munishwar Ganesan

To appoint a Director in place of Shri.L.Munishwar Ganesan, (DIN 07082752), liable to retire by rotation and who is eligible for reappointment.

4. Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ordinary resolution, pursuant to Sections 139 to 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 :

"Resolved that pursuant to the provisions of Section 139, 142 and 143(8) and other applicable provisions if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactments thereof for the time being in force) and other applicable provisions if any, M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Firm Registration Number (101049W/E300004) be and are hereby appointed as Auditors of the Company for the financial year 2017-18 in place of M/s. R. Subramaniam and Company, Firm Registration Number (FRN0041375) the retiring Auditors on the completion of their term of Office under Section 139(2) of The Companies Act, 2013 and to hold office from the conclusion of the 17th Annual General Meeting till the conclusion of the 22nd Annual General Meeting at such remuneration to be decided by the Board of Directors in consultation with the said Auditors plus applicable service taxes and re-imbursement of out of pocket expenses incurred in connection with the audit."

SPECIAL BUSINESS

5. Appointment of Dr.P.Umanath, I.A.S as a Director liable to retire by rotation:

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

RESOLVED THAT Dr. P. Umanath, I.A.S (DIN 00121646) who was appointed as an Additional Director of the Company on 8 November 2016 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this annual general meeting and in respect of whom a notice has been received by a member under Section 160 of the Companies Act, 2013 proposing

his candidature for the office of a Director, be and is hereby appointed as Director liable to retire by rotation."

6. Appointment of Ms.R.S.Isabella as a Director liable to retire by rotation:

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

RESOLVED THAT Ms. R.S. Isabella (DIN 06871120) who was appointed as an Additional Director of the Company on 8 November 2016 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this annual general meeting and in respect of whom a notice has been received by a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as Director liable to retire by rotation."

7. Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 3,000 Crore and Rs.800 Crore respectively on private placement.

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

"RESOLVED that subject to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Rules, 2008, Directions/Guidelines issued by the National Housing Bank/ Regulators or any other statutory authorities from time to time, including any amendment, modification, variation or re-enactment thereof, the approval of the Members of the Company is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "the Board" which term shall be deemed to include any Committee thereof) and the Board is authorised to offer or invite/issue subscription for Redeemable Non-Convertible Debentures (NCDs) upto an amount of Rs. 3,000 Crore (Rupees Three thousand Crore) and Commercial Paper upto an

amount of Rs.800 Crore (Rupees Eight hundred Crore) only, on private placement basis, in one or more tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting."

"RESOLVED FURTHER that the Board of Directors of the Company are hereby authorised to take decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures, number of tranche(s), number of securities to be issued under each such tranche, tenure, coupon rate(s), pricing of the issue, date(s) of opening and closing of the offers/invitations for subscription of such securities, securities for the issue, if any, deemed date(s) of allotment, exercise 'PUT' and 'CALL' option, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s) duly constituted for the purpose."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto."

"RESOLVED FURTHER that these borrowings will be within the overall borrowing limit of Rs.15,000 Crores as approved by the members vide postal ballot dated December 26, 2015 and also subject to the NHB prescribed ceiling of borrowings as prescribed in the Directions /Guidelines of National Housing Bank."

"RESOLVED FURTHER that the Board is hereby authorised to delegate all or any of the powers herein conferred to any director(s)/Committees and/or officers(s) of the Company, to give effect to the resolution(s)."

By the order of the Board

Date : August 04, 2017
Place: Chennai

K. Prabhu
Company Secretary

NOTE:-

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out in the notice wherever applicable, is attached herewith.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from September 15, 2017 to September 21, 2017 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
4. Subject to provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board, if declared at the meeting, will be dispatched/remitted on or before 19 October 2017 (30 days of AGM Date)
5. Members are requested to encash their dividend warrants as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education and Protection Fund, established by the Central Government under Section 124(6) of the Companies Act 2013. Once unclaimed dividends are transferred to this fund, members will not be entitled to claim these dividends from the company.

6. Member who have not received or encashed their dividend warrants for the financial years 2012-13; 2013-14 , 2014-15 and 2015-16 are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrants.
7. Members holding shares in physical form are requested to notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at Repco Home Finance Ltd, Third Floor, Alexander Square, Old No.34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032 or to the Registrar & Transfer Agent. Members holding shares in electronic form are requested to notify the changes in the above particulars directly to their Depository Participants (DP).

8. In accordance with the provisions of Section 101 of the Companies Act 2013, Rule 18f the Companies (Management and Administration) Rules, 2014 and Regulation 36 of SEBI (LODR) Regulations, 2015, this notice and the Annual Report of the Company are being sent to those members whose email address are available with the Company (in respect of shares held in electronic form) and made available to the Company by the Depositories.

The Company requests those members who have not registered their email address, to register the same with their DP in case shares are held in electric form and to the Company in case shares are held in physical form

Members who register their names with the Company or the Registrar and Share Transfer Agent would receive their notice(s)/document(s) through email instead of physical copy.

9. The annual report of the Company circulated to the members of the Company, and is also available on the Company's website at www.repcohome.com.
10. Members desirous of getting any information about the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/ Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof upto the date of the Meeting.

12. For security reasons and for proper conduct of AGM, entry to the place of AGM will be regulated by the Attendance slip, which is annexed to this notice. The Members/proxies are requested to bring their attendance slip duly completed and hand it over at the entrance of the venue. The route map to the AGM venue is also annexed to this notice.

13. E-Voting

- In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
- The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
- Voting rights shall be reckoned on the paid-up value of shares registered in the name

of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 14, 2017.

- The remote e-voting facility will be available during the following period:

Commencement of remote e-voting:

From 9.00 a.m. (IST) on September 18, 2017

End of remote e-voting: Up to 5.00 p.m. (IST) on September 20, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by Karvy upon expiry of aforesaid period.

- The instructions for e-voting are as follows:

A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your

password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., Repco Home Finance Limited.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR / AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR / AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s)

of the duly authorised representative(s), to the Scrutinizer at email gr@gramscfirm.com with a copy marked to evoting@karvy.com.

B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]

(i) E-Voting Event Number – (EVEN), User ID and Password is provided with the AGM notice.

(ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

- Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. September 14, 2017, may obtain the User ID and password in the manner as mentioned below.

a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE>
IN12345612345678

Example for CDSL : MYEPWD <SPACE>
1402345612345678

Example for Physical : MYEPWD <SPACE>
XXXX1234567890

b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

c) Member may call Karvy's toll free number 1800-3454-001

d) Member may send an e-mail request to evoting@karvy.com.

If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.

- The Company has appointed Shri. G.Ramachandran of M/s. G Ramachandran & Associates, Company Secretaries (Membership No- ACS No.9865) as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- Once the vote on the Resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to gr@gramcsfirm.com with a copy marked to evoting@karvy.com.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Pvt. Ltd at Tel No. 1800 345 4001 (toll free).
- The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.repcohome.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited.

INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED/RE-APPOINTED:

(i) Shri L. Munishwar Ganesan (DIN-07082752)

Shri L. Munishwar Ganesan is a non-executive and non-independent director of our Company. He is a Business Professional. He has been a Director on the Board of our Company since February 02, 2015.

Disclosure of relationships between Directors inter-se: NIL

Remuneration : Sitting fees for Board Meeting- Rs. 25,000 per meeting

Other Directorships:

- Repco Bank

Shareholding in the Company: 525

(ii) Dr. P. Umanath, I.A.S (DIN 00121646)

Dr. P. Umanath, I.A.S is a non-executive non independent director and is currently the Managing Director of Tamilnadu Medical Services Corporation Ltd and the Commissioner of Rehabilitation, Government of Tamilnadu. He has been on the Board since 8 November 2016.

Disclosure of relationships between Directors inter-se: NIL

Other Directorships:

- Repco Bank
- Tamilnadu Medical Services Corporation Ltd.
- Arasu Rubber Corporation
- Tamil Nadu Medical Plant Farms & Herbal Medicine Corporation Limited
- TANTEA
- Tamilnadu Textile Corporation

Shareholding in the Company: NIL

Remuneration : NIL

(iii) Ms. R.S. Isabella (DIN 06871120)

Ms. R.S. Isabella is a non-executive non independent director and is currently the Executive Director officiating as Managing Director in Charge of Repco Bank in addition to being the Managing Director - Repco Micro Finance Limited. She has been on the Board since 8 November 2016.

Disclosure of relationships between Directors inter-se: NIL

Other Directorships:

- Repco Bank
- Repco Micro Finance Limited
- Repco Foundation for Micro Credit

Shareholding in the Company: 10

Remuneration : NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

Item No.5

The Board of Directors of the Company had appointed Dr. P. Umanath, I.A.S, as an Additional Director of the Company with effect from November 8, 2016. In accordance with the provisions of Section 161 of the Companies Act, 2013. Dr. P. Umanath, I.A.S shall hold office up to the date of the forthcoming annual general meeting and is eligible to be appointed as a Director.

Your Directors recommend the passing of the resolution proposed at Item No.5 of the Notice.

None of the Directors other than Dr. P. Umanath or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.6

The Board of Directors of the Company had appointed Ms. R.S. Isabella, as an Additional Director of the Company with effect from November 8, 2016. In accordance with the provisions of Section 161 of the

Companies Act, 2013. Ms. R.S. Isabella shall hold office up to the date of the forthcoming annual general meeting and is eligible to be appointed as a Director.

Your Directors recommend the passing of the resolution proposed at Item No.6 of the Notice.

None of the Directors other than Ms. R.S. Isabella or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.7

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures, commercial papers or any other debt securities by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, the need to diversify the sources of funding and the cost of each of the sources and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company

intends to offer or invite subscription to Non-convertible Debentures upto an amount of Rs.3,000 Crore (Rupees Three thousand Crore only) and Commercial paper upto an amount of Rs.8,00 Crore (Rupees Eight hundred Crore only) on private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures and Commercial paper together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1) (c) of "the Act".

The terms of issue of the above Non-Convertible Debentures would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided by the company in consultation with the merchant bankers / arrangers, if any appointed by the Company for the purpose. All the required details/

disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of "the Act" and rules, subject to Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

Your Directors recommend the passing of the resolution proposed at Item No.7 of the Notice.

None of the Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board

Date : August 04, 2017

Place: Chennai

K. Prabhu

Company Secretary