



REPCO HOME FINANCE LIMITED.

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

CIN : L65922TN2000PLC044655

RHFL/SE/11/2019-20

September 03, 2019

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
BSE Security Code: 535322

Kind Attn: Listing Department

Respected Sir,

Sub: Annual Report 2018-19 & Notice Convening the 19th Annual General Meeting

In pursuance to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2018-19 to be adopted by the Members in the 19th Annual General Meeting (AGM) of the Company to be held on 27th September, 2019 along with the notice of 19th Annual General Meeting of the Company.

This is for your Information

Thanking You,

Yours Faithfully,

Company Secretary

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

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 19TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 19th Annual General Meeting of the members of Repco Home Finance Limited will be held on September 27, 2019 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, 2019 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, 2019, together with the Report of Statutory Auditors thereon.

2. Declaration of dividend

To declare a dividend of Rs.2.50 per equity share for the financial year ended March 31, 2019.

3. Re-appointment of Shri.Dinesh Ponraj Oliver, I.A.S.

To appoint a Director in place of Shri.Dinesh Ponraj Oliver, I.A.S, (DIN 05297355), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. Appointment of Smt.Sumithra Ravichandran as an Independent Director of the Company:

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 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Smt. Sumithra Ravichandran, (DIN 08430816), appointed as Additional Director with effect from April 01, 2019 and who holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director to hold office for 5 consecutive years for a term from April 01, 2019 up to March 31, 2024"

5. Approval for Related Party Transactions with Repco Bank

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

"RESOLVED THAT pursuant to Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the applicable provisions of the Companies Act, 2013 and the rules framed thereunder, including any statutory modification(s) or re enactment thereof for

the time being in force, approval of the members of the Company is accorded to enter into any contracts or arrangements with the Repco Bank, the Promoter of the Company with respect to the material related party transactions to be entered into with respect to availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, for an amount not exceeding Rs.1200 Crore (Rupees Thousand Two hundred Crore) only.”

“RESOLVED FURTHER that the Board of Directors of the Company and/or Audit Committee is hereby authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds, things as may be necessary proper or expedient to give effect to these resolutions.”

6. Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 4000 Crore and Rs.1000 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 Board” which term shall be deemed to include any Committee thereof) and the Board is authorized to offer or invite/issue subscription for Redeemable Non-Convertible

Debentures (NCDs) upto an amount of Rs.4000 crore and Commercial Paper upto an amount of Rs.1000 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 15000 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

Place: Chennai
Date: August 14, 2019

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 him/her. 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, and Regulations 42, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2019 to September 27, 2019 (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 October 27, 2019 (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, 2015-16, 2016-17 and 2017-18 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 18 of 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
 - a) 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').

- b) 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.
- c) 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.
- d) The Company has engaged the services of M/s. Karvy Fintech Private Limited ("KARVY") as the Agency to provide e-voting facility.
- e) 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 20, 2019
- f) The Company has appointed Shri. G. Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries (Membership No. FCS No.9687) 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.
- g) 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 24, 2019
 - End of remote e-voting: Up to 5.00 p.m. (IST) on September 26, 2019
 - 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.
- h) The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on September 24, 2019 at 9.00 a.m and ends on September 26, 2019 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 20, 2019 may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter.

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(s), 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.

xiii. The Portal will be open for voting from: From 9.00 a.m. (IST) on September 24, 2019 to 5.00 p.m. (IST) on September 26, 2019.

xiv. 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 Fintech Pvt. Ltd at Tel No. 1800 345 4001 (toll free).

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 (xiv) above to cast your vote by electronic means.

Information As Required Under Regulation 36(3) of SEBI (LODR) Regulations, 2015 In Respect of Director Being Appointed/Re-Appointed:

1. Shri. Dinesh Ponraj Oliver, I.A.S (DIN 05297355)

Shri. Dinesh Ponraj Oliver, I.A.S is a Non-Executive & Non Independent Director of our Company. He is currently the Director of Rehabilitation, Government of Tamil Nadu. He has 14 years of service in the

field of public administration. He has been on the Board since 13 November 2017.

Disclosure of relationships between Directors inter-se: NIL

Other Directorships:

- Tamilnadu Textile Corporation Limited
- The Tamilnadu Tea Plantation Corporation Limited
- Arasu Rubber Corporation Limited
- Overseas Manpower Corporation Limited
- Repco Bank

Shareholding in the Company: NIL

2. Smt. Sumithra Ravichandran (DIN- 08430816)

Smt. Sumithra Ravichandran is a Non-Executive & Independent Director of our Company. She is a Member of The Institute of Chartered Accountants of India and has 24 years of Experience as Practicing Chartered Accountant. She is a Partner in M/s. N.C. Rajagopal & Co. She has been a Director on the Board of our Company since April 01, 2019.

Disclosure of relationships between Directors inter-se: NIL

Other Directorships: NIL

Shareholding in the Company: NIL

Explanatory Statement Pursuant to Section 102(2) of The Companies Act, 2013:

Item No.4

The Board of Directors of the Company had appointed Smt. Sumithra Ravichandran, as an Additional Director of the Company with effect from 01 April 2019. In accordance with the provisions of Section 161 of the Companies Act, 2013. Smt. Sumithra Ravichandran 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.4 of the Notice.

None of the Directors other than Smt. Sumithra Ravichandran 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. 5

In terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material Related Party Transactions (transactions exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company) shall require approval of the shareholders. The related parties shall not vote to approve the relevant transaction.

The Company has been entering into contracts and arrangements with the promoter bank viz., Repco Bank since incorporation, in the ordinary course of business. The Company has been availing Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent etc.

The liabilities of the Company with Repco Bank as on 30 June 2019 was around Rs. 758.25 Crore. The Company proposes to continue entering into contracts and arrangements (incur liabilities) with Repco Bank upto an aggregate extent of Rs.1200 Crore. Since, the proposed related party transaction is a material transaction, approval of the members is sought by way of ordinary resolution.

Hence approval of the shareholders of the Company is requested for the material related party transactions which would be entered into by the Company with Repco Bank for an amount not exceeding Rs.1200 Crore (Rupees Thousand Two Hundred Crore) only.

The transactions entered into with Repco Bank are in ordinary course of business and are at arms' length.

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

Smt. R.S. Isabella, Shri.Dinesh Ponraj Oliver and Shri. L. Munishwar Ganesan are Directors of Repco Bank. None of the other 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.

Item No.6

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 your Company intends to offer or invite subscription to Non-convertible Debentures upto an amount of Rs 4000 Crore (Rupees Four thousand Crore only) and Commercial paper upto an amount of Rs 1000 Crore (Rupees Thousand 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.6 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

Place: Chennai

K. Prabhu

Date: August 14, 2019

Company Secretary