

**RHFL/SE/88/2024-25**

**6<sup>th</sup> March, 2025**

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051  
NSE Symbol: REPCOHOME  
Kind Attn: Listing Department

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

Dear Sir/Madam,

**Sub: Intimation regarding Notice of Postal Ballot seeking approval of the Members of Repco Home Finance Limited**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 6<sup>th</sup> March, 2025 ("the Notice") together with the Explanatory Statement for seeking approval of Members of the Company by way of remote e-voting process only, for the following resolution as set out in the aforementioned Notice.

S.No	Type of Resolution	Description of Resolution
1	Ordinary Resolution	Appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & Chief Executive Officer for a period of Three (3) Years effective from the date of approval of the shareholders

The Postal Ballot Notice is being sent only through electronic mode to those Members whose name appeared in the Register of Members received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered with the Company or KFin Technologies Limited (RTA) or Depository Participant(s) as on Friday, 28<sup>th</sup> February, 2025 ('Cut-Off Date'). The Company has engaged the services of KFin Technologies Limited ('KFintech') for providing the e-voting facility to the members.

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

<b>Commencement of e-voting</b>	Thursday, 13 <sup>th</sup> March, 2025 at 09:00 A.M. (IST)
<b>End of e-voting</b>	Friday, 11 <sup>th</sup> April, 2025 at 05:00 P.M. (IST)



**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

The results of e-voting will be declared within two working days from the end of the e-voting period and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com) and KFintech's website <https://evoting.kfintech.com/>. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The copy of the said Postal Ballot Notice is also being uploaded on the website of the Company i.e. [www.repcohome.com](http://www.repcohome.com) and on the website of KFintech at <https://evoting.kfintech.com/>.

This disclosure will also be made available on the website of the Company, [www.repcohome.com](http://www.repcohome.com).

Kindly take the above intimation on record.

Thanking You,  
Yours faithfully,  
For Repco Home Finance Limited

Ankush Tiwari  
Company Secretary & Compliance Officer  
M No. 38879



## **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](mailto:cs@repcohome.com)

**Website:** [www.repcohome.com](http://www.repcohome.com)

### **POSTAL BALLOT NOTICE**

*[Notice issued to members pursuant to Section 110 of the Companies Act, 2013, read with relevant rules made thereunder]*

Dear Members,

**NOTICE** is hereby given to the Members of Repco Home Finance Limited (‘the Company’), pursuant to Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in accordance with guidelines prescribed by the Ministry of Corporate Affairs (‘MCA’) for conducting postal ballot process through e-voting vide the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 and any other relevant circulars and notifications issued by the Ministry of Corporate Affairs (herein collectively referred to as ‘MCA Circulars’), Secretarial Standard-2 on General Meetings (‘SS-2’) issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the resolution as set out in this Notice is proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

The proposed resolution and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102 of the Act read with the Rules made thereunder and the MCA Circulars, are appended below to this Notice.

In accordance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting (‘e-voting’)

i.e. by casting votes electronically instead of submitting postal ballot forms. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

In terms of applicable law, the Postal Ballot Notice (the “Notice”) is being sent only by email to all those members whose names appear in the Register of Members received from National Securities Depository Limited (‘NSDL’) and Central Depository Services (India) Limited (‘CDSL’) and whose e-mail addresses are registered with the Company or KFin Technologies Limited (RTA) or the Depository Participant(s) as of Friday, 28<sup>th</sup> February, 2025 (‘Cut-Off Date’). Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically and for this purpose, the Company has engaged the services of KFin Technologies Limited (‘KFintech’) as the agency to provide e-voting facility. Please note that members can vote only through the remote e-voting process.

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

<b>Commencement of e-voting</b>	Thursday, 13 <sup>th</sup> March, 2025 at 9:00 AM (IST)
<b>End of e-voting</b>	Friday, 11 <sup>th</sup> April, 2025 at 5:00 PM (IST)

The Company has appointed Mr. G. Ramachandran (FCS No.9687, CoP No.3056) of M/s. G. Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. As authorized by the Board, the Scrutinizer will submit his report to the Company Secretary & Compliance Officer of the Company after completion of the scrutiny of the e-voting process. The results shall be declared within two working days of completion of e-voting period and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com) and e-voting website of KFintech <https://evoting.kfintech.com/>. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

**SPECIAL BUSINESS:**

**Item No.1: Appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & Chief Executive Officer for a period of Three (3) Years effective from the date of approval of the shareholders**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder, Regulation 17 (1C)(b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and as amended from time to time), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the shareholders be and is hereby accorded for appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, for a period of three (3) Years with effect from the date of approval of the shareholders with an annual CTC of Rs.80 Lakhs per annum comprising of fixed pay of Rs.50 Lakhs, Perquisites and Allowances upto Rs.9 Lakhs and Performance Incentive/Variable Pay upto Rs.21 Lakhs per annum and on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Managing Director & CEO.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof) and/or the Company Secretary & Compliance Officer of the Company, be and are hereby severally or jointly authorized on behalf of the Company, to do all such acts, deeds, matters and things as consider necessary, expedient, or desirable and to sign and execute all necessary documents, applications and returns for giving effect to the foregoing resolution.”

**Date:** 06<sup>th</sup> March, 2025

**Place:** Chennai

**By the order of the Board  
For Repco Home Finance Limited**

**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

**E-mail:** [cs@repcohome.com](mailto:cs@repcohome.com)

**Website:** [www.repcohome.com](http://www.repcohome.com)

**Sd/-  
Ankush Tiwari  
Company Secretary & Compliance Officer  
M.No. A38879**

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules framed thereunder pertaining to the said resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Postal Ballot Notice ('Notice'). Details of the Director whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting ('SS-2') is also appended hereto as Annexure-A.
2. This Notice shall also be available on the website of the Company at [www.repcohome.com](http://www.repcohome.com), websites of the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com>.
3. In compliance with provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with circular of SEBI on e-voting facility provided by Listed Entities dated December 9, 2020, MCA Circulars, Secretarial Standards on General Meeting ('SS-2') and any amendments thereto, the Company is pleased to provide remote e-voting facility to its members to exercise their votes electronically and vote on the resolution through remote e-voting facility provided by KFintech. The instructions for e-voting are provided as part of this Notice, which the members are requested to read carefully before casting their vote.
4. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode only to those Members whose names appear in the Register of Members as of, Friday, 28<sup>th</sup> February, 2025 ('Cut-Off Date') received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered with the Company or KFintech ('RTA') or the Depository Participant(s). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars.
5. Members are requested to provide their assent (FOR) or dissent (AGAINST) through e-voting only. Members whose names appear on the Register of Members as of the Cut-Off Date i.e. Friday, 28<sup>th</sup> February, 2025 will only be considered eligible for the purpose of e-voting. A person who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purpose only.

6. Any Member(s) who did not receive the Notice may either send an email to [cs@repcohome.com](mailto:cs@repcohome.com) or write to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in physical mode are hereby notified that pursuant to applicable SEBI circular(s), all holders of physical shares can update/ register their contact details including the details of e-mail addresses by submitting Form ISR-1 along with self-attested supporting proofs with KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The form can be downloaded from the website of KFintech <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and from the website of the Company at <https://www.repcohome.com/corporate-governance>. Shareholders holding shares in electronic form and who have not updated their PAN and KYC are requested to submit the details to their Depository Participant(s). In case of queries, Members are requested to write to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call their Toll Free number 1800 309 4001.
7. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id to [cs@repcohome.com](mailto:cs@repcohome.com), from their registered email address, mentioning their name, folio number/DP ID, Client ID, as applicable, mobile number and copy of PAN card. The Company shall appropriately reply to said queries.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-off date. It is however, clarified that all Members of the Company as of the Cut Off Date i.e. Friday, 28<sup>th</sup> February, 2025 (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
9. A Member cannot exercise their vote by proxy on Postal Ballot.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Friday, 11<sup>th</sup> April, 2025. Members seeking to inspect such documents are requested to send an email to [cs@repcohome.com](mailto:cs@repcohome.com) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
11. The remote e-voting shall commence on Thursday, 13<sup>th</sup> March, 2025 at 9:00 AM. (IST) and shall end on Friday, 11<sup>th</sup> April, 2025 at 5:00 PM (IST). During this period, Members of the Company holding equity shares as of the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by KFintech for voting thereafter.

12. The Company has appointed Mr. G. Ramachandran of M/s. G. Ramachandran & Associates, Company Secretaries, (FCS No. 9687, CoP No. 3056, PR No:2968/2023) having their office at Syndicate Residency, F-10, Dr.Thomas Road 1<sup>st</sup> Street, Off. South Boag Road, T. Nagar, Chennai-600017, to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
13. As authorized by the Board, the Scrutinizer will submit his report, after the completion of scrutiny, to the Company Secretary & Compliance Officer of the Company. The results of e-voting will be announced within 2 working days from the last date of e-voting, and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com). The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
14. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members. The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, ie. Friday, 11<sup>th</sup> April , 2025, in terms of Secretarial Standard-2 on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India.

#### **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**






The instructions and other information relating to e-voting are as under:

1. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
2. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**

As per the circular of SEBI on e-voting facility provided by Listed Entities, dated December 9, 2020, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

#### **A. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode.**

Type of member	Login Method
<p><b>Individual members holding securities in demat mode with NSDL</b></p>	<p><b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>iii. A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>iv. After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>v. Click on company name, i.e. ‘Repco Home Finance Limited’, or e-voting service provider, i.e. KFintech.</li> <li>vi. Members will be re-directed to KFintech’s website for casting their vote during the e-voting period.</li> </ol> <p><b>B. Instructions for those Members who are not registered under IDeAS:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</li> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a>.</li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>vi. After successful authentication, you will enter the e-voting module of NSDL. Click on “Active e-Voting Cycles/ VC or OAVMs” option under E-voting.</li> <li>vii. Click on company name, i.e. Repco Home Finance Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period</li> </ol> <p><b>C. By visiting the e-voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>i. Open web browser by typing the URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section.</li> </ol>

	<p>ii. A new screen will open. Enter your User ID (i. e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</p> <p>iii. Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</p> <p><b>D. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</b></p>  <p>NSDL Mobile App is available on   App Store  Google Play</p> <p> </p>
<p><b>Individual members holding securities in demat mode with CDSL</b></p>	<p>A. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password by visiting <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>. Option will be made available to reach e-voting page without any further authentication Click on “My Easi New (Token)” icon under Login section.</p> <p>B. You will see Company Name “Repco Home Finance Limited” on the next screen. Click on the e-voting link available against “Repco Home Finance Limited” or select e-voting service provider “KFin” and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.</p> <p>C. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System My Easi New (Token) and then click on registration option.</p> <p>D. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<b>Individual members login through their demat accounts / Website of Depository Participant(s)</b>	<b>A. Instructions for login through Demat Account / website of Depository Participant</b> <ol style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>ii. Once logged-in, members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against Repco Home Finance Limited or KFintech.</li> <li>v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at the respective websites.

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL

Login Type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at no.: 022 - 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911.

**B. Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode**

**I. Method of login / access to KFintech’s e-voting system for non-individual members holding shares in demat mode and shareholders holding securities in physical mode:**

Type of member	Login Method
<b>Members whose email IDs are registered with the Company / Depository Participant(s)</b>	<b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b> <p>Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFintech which will include details of E-voting Event Number (EVEN), User ID and password. They will have to follow the following process:</p> <ol style="list-style-type: none"> <li>i. Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>.</li> <li>ii. Enter the login credentials (i.e. User ID and password), In case of Demat account, User ID will be your DP ID and Client ID and in</li> </ol>

	<p>case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. However, if a member is registered with Kfintech for e-voting, they can use their existing User ID and password for casting the vote.</p> <ol style="list-style-type: none"> <li>iii. After entering these details appropriately, click on “LOGIN”.</li> <li>iv. Members will now reach password change Menu wherein you are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>v. Members would need to login again with the new credentials.</li> <li>vi. On successful login, the system will prompt the member to select the “EVEN”, viz., ‘Repco Home Finance Limited – Postal Ballot’, and click on “Submit”</li> <li>vii. On the voting page, enter the number of shares (which represents the number of votes) as of the Cut-off Date under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding. A member may also choose the option ABSTAIN. If a member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.</li> <li>viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>ix. Members may then cast their vote by selecting an appropriate option and click on “Submit”.</li> <li>x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>xi. Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution authorising its representatives to vote pursuant to Section 113 of the Act to the Scrutinizer through e-mail to <a href="mailto:gr@gramcsfirm.com">gr@gramcsfirm.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> and <a href="mailto:cs@repcohome.com">cs@repcohome.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format “Corporate Name”</li> </ol>
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<p><b>Members whose email IDs are not registered with the Company / Depository Participant(s)</b></p>	<p><b>B. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Postal Ballot Notice and e-voting instructions cannot be serviced:</b></p> <ol style="list-style-type: none"> <li>i. Members who have not registered / updated their e-mail addresses may send the request with the relevant Depository Participant in case of shares held in electronic form.</li> <li>ii. Members are requested to follow the process as guided to register the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, members may write to einward.ris@kfintech.com</li> <li>iii. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.</li> <li>iv. It is clarified that for permanent registration of the email address, shareholders holding shares in physical mode are hereby notified that based on SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address along with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register their email IDs. Shareholders can register/update the contact details through submitting the requisite Form ISR-1 along with the supporting documents. Form ISR-1 can be obtained by clicking on the link <a href="https://ris.kfintech.com/clientservices/isc/isrforms.aspx">https://ris.kfintech.com/clientservices/isc/isrforms.aspx</a>. Form ISR-1 and the supporting documents can be provided by any one of the following modes:             <ol style="list-style-type: none"> <li>a) Through ‘In Person Verification’ (IPV), the authorized person of KFinTech shall verify the original documents furnished by the shareholder and retain copy(ies) with IPV stamping with date and initials;</li> <li>b) Through hard copies which are self-attested, which can be shared on the address of KFinTech;  <b>Name:</b> KFin Technologies Limited  <b>Address:</b> Selenium Building, Tower-B, Plot No 31 &amp; 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500032</li> <li>c) Through electronic mode with e-sign by following the link <a href="https://ris.kfintech.com/clientservices/isc/default.aspx">https://ris.kfintech.com/clientservices/isc/default.aspx</a>.</li> </ol> </li> </ol>
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## II. Method for obtaining user id and password for members who have forgotten the User ID and password

<p><b>Members who have forgotten the User ID and password</b></p>	<p><b>Members who have forgotten the user id and password, may obtain / retrieve the same in the manner mentioned below:</b></p> <ol style="list-style-type: none"> <li>i. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399 Example for NSDL: MYEPWD IN12345612345678 Example for CDSL: MYEPWD 1402345612345678 Example for Physical: MYEPWD XXXX1234567 (where XXXX is EVEN and 1234567 is folio no.).</li> <li>ii. If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <a href="https://evoting.kfintech.com">https://evoting.kfintech.com</a>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.</li> <li>iii. Members may send an email request to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>. If the member is already registered with the KFinTech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.</li> <li>iv. Members may call KFinTech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.</li> </ol>
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3. 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 <https://evoting.kfintech.com/public/Faq.aspx>.
4. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, members may contact the following:

Mr. Mohammed Shanoor  
KFin Technologies Limited  
Selenium Tower B, Plot 31-32,  
Gachibowli, Financial District,  
Nanakramguda, Hyderabad 500 032  
Toll-free Nos.: 1800-309-4001  
(from 9:00 A.M IST to 6:00 P.M IST on all working days)  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

**EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS:**

The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**ITEM NO. 1: Appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & Chief Executive Officer for a period of Three (3) Years effective from the date of approval of the shareholders**

The Board, upon the recommendation of the Nomination & Remuneration Committee (NRC), at its meeting held on 12<sup>th</sup> February, 2025, approved and recommended to the shareholders for their prior approval for the appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & Chief Executive Officer of the Company for a period of three years with effect from the date of approval of the shareholders. Mr. Thangappan Karunakaran is currently associated with Repco Home Finance Limited as its Chief Operating Officer.

***Explanation and justification of Board and NRC for recommendation for appointment of Mr.Thangappan Karunakaran as the Managing Director & Chief Executive Officer of Repco Home Finance Limited (“Company”) pursuant to Regulation 17 (1C)(b) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015:***

*The tenure of the Mr. K.Swaminathan, Managing Director & CEO of the Company ended on 20<sup>th</sup> February, 2025. Consequently, he retired from directorship of the Company by the close of business on 20<sup>th</sup> February, 2025. As per the applicable regulations, the vacancy in the office of the Managing Director & CEO shall be filled at the earliest, and in any case, not later than three months from the date of the vacancy.*

*Considering the same, the Board approved the recruitment process for a new Managing Director & CEO (“MD & CEO”) from the open market. Additionally, the Board has approved the eligibility criteria based on the recommendations of the Nomination & Remuneration Committee (NRC). The vacancy for the position of MD & CEO was subsequently advertised in leading newspapers, inviting applications for the post.*

*Upon receipt of the applications, the NRC shortlisted the candidates who met the prescribed eligibility criteria and invited them for interview. The interview committee assessed the shortlisted candidates and, based on their performance in the interview, made their recommendations to the NRC. After reviewing the interview results, the NRC noted that Mr. Thangappan Karunakaran was ranked first by the interview committee.*

*NRC and Board took note that Mr. Thangappan Karunakaran had been appointed as the Whole-Time Director & Chief Operating Officer (COO) of the Company for a term of five years starting from 1<sup>st</sup> September 2021, liable to retire by rotation. His reappointment as a Director, liable to retire by rotation, was presented to the*

*shareholders at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company. However, the shareholders did not approve his reappointment at the AGM, which led to his resignation from the directorship, effective 22<sup>nd</sup> August 2022. He continued to serve the Company as COO.*

*As per Regulation 17 (1C)(b) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2022 (dated 24<sup>th</sup> January, 2022), the appointment or reappointment of a person, including as Managing Director, Whole-Time Director, or Manager, who was previously rejected by shareholders at a general meeting, must receive prior approval from the shareholders. Considering the regulatory guidelines, and based on the interview committee's recommendation, the NRC & Board approved and recommended the appointment of Mr. Thangappan Karunakaran as the Managing Director & CEO of Repco Home Finance Limited to the shareholders for their prior approval.*

Mr. Thangappan Karunakaran is not disqualified and debarred from being appointed as Managing Director & CEO, in terms of Sections 164 & 196 of the Act or by order of SEBI or any other such authority and he has given his consent to act as Managing Director & CEO of the Company. He has also confirmed that he meets the fit & proper criteria as per Master Direction, Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021.

The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, i.e. 11<sup>th</sup> April, 2025. Thus, the effective date of appointment of Mr. Thangappan Karunakaran as Managing Director & CEO of the Company shall be 11<sup>th</sup> April, 2025.

The Company has received the following declarations from Mr. Thangappan Karunakaran:-

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 as per Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under 164(2) of the Companies Act, 2013;
- iii. Notice of interest in Form MBP-1 in terms of section 184(1) of the Companies Act, 2013;
- iv. Declaration of fit & proper criteria of the Directors as per Master Direction, Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and all other relevant disclosures

The terms and conditions of his appointment are as follows:

- **Term**

For a period of three years effective from the date of approval of shareholders i.e. effective from 11<sup>th</sup> April, 2025

- **Emoluments**

- Fixed Pay: Rs.50 Lakhs per annum
- Performance Incentive/Variable Pay: Upto Rs.21 Lakhs per annum and it will be decided by Nomination & Remuneration Committee based on performance
- Perquisites and Allowances: Upto Rs.9 Lakhs per annum
- Total remuneration: Rs.80 Lakhs per annum

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

The resolution seeks the approval of the members in terms of Sections 152, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 17 (1C)(b) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws for the appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as Managing Director & CEO for a period of three years from 11<sup>th</sup> April, 2025 to 10<sup>th</sup> April, 2028.

Your Directors recommend the passing of the resolution proposed at Item No.1 of the Notice. Except Mr. Thangappan Karunakaran and/or his relatives, none of the directors, key managerial personnel, or the relatives of the directors or key managerial personnel are directly or indirectly, concerned or interested, financially or otherwise, in the said resolution.

**Date:** 06<sup>th</sup> March, 2025

**Place:** Chennai

**By the order of the Board  
For Repco Home Finance Limited**

**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

**E-mail:** [cs@repcohome.com](mailto:cs@repcohome.com)

**Website:** [www.repcohome.com](http://www.repcohome.com)

**Sd/-  
Ankush Tiwari  
Company Secretary & Compliance Officer  
M.No. A38879**

**Annexure-A**

**Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of Director being appointed/re-appointed :**

<b>Name of the Director</b>	Mr. Thangappan Karunakaran
<b>Director Identification Number</b>	09280701
<b>Age</b>	55 years 11 months
<b>Nationality</b>	Indian
<b>Qualification</b>	Bachelor's Degree in Science
<b>Brief Profile</b>	Mr. Thangappan Karunakaran is currently associated with Repco Home Finance Limited ("Company") as Chief Operating Officer. He holds a Bachelor's Degree in Science. He has approximately 33 years of experience in housing finance. He was the Chief Financial Officer of the company from 13 <sup>th</sup> May, 2014 to 14 <sup>th</sup> February, 2022. Further, he served as the Whole-Time Director & Chief Operating Officer of the Company from 1 <sup>st</sup> September, 2021 to 22 <sup>nd</sup> August, 2022. He has been associated with our Company since 18 <sup>th</sup> August, 2004. Prior to joining our Company, he worked for a period of 13 years with Ind Bank Housing Limited.
<b>Nature of expertise in specific functional areas</b>	Finance & Accounts, Credit, Human Resources, Admin, Legal, Offsite and Central deposit repository
<b>No. of shares held in the Company</b>	1501 shares
<b>Terms and conditions of appointment/reappointment</b>	For a period of three years effective from the date of approval of shareholders, and he will be not liable to retire by rotation. Other terms and conditions are as per the details provided in the resolution proposed to be passed through postal ballot
<b>Remuneration last drawn by such person, if applicable</b>	<p><b>From 01<sup>st</sup> April'2024 to 28<sup>th</sup> February'2025:</b></p> <ul style="list-style-type: none"> <li>• Fixed Pay: Rs.53,67,767</li> <li>• Performance Incentive/Variable Pay: Rs.7,85,000</li> <li>• Perquisites* and Allowances: Rs.7,95,356</li> <li>• Total remuneration: Rs.69,48,123</li> </ul> <p><i>*As per the revised Leave policy, encashment of excess privilege leave balance was paid to all employees during the FY 2024-25. Accordingly, Rs.12.59 Lakhs was paid to Mr. Thangappan Karunakaran towards leave encashment apart from the aforementioned remuneration.</i></p>
<b>Remuneration sought to be paid</b>	As per the ordinary resolution proposed to be passed through this postal ballot
<b>Date of first appointment on Board</b>	01-09-2021

<b>Membership of Committees of Repco Home Finance Limited</b>	Nil
<b>Directorships held in other companies</b>	Nil
<b>Membership/Chairmanship of committees in other companies</b>	Nil
<b>Details of Board Meetings attended by the Director during the year</b>	Not Applicable
<b>Relationship with Directors and KMPs</b>	Mr. Thangappan Karunakaran is not related to any of the Directors of the company
<b>Listed entities from which the person has resigned in the past three years</b>	Mr. Thangappan Karunakaran resigned from the post of Whole-time director from Repco Home Finance Limited on 22 <sup>nd</sup> August, 2022 based on decision of shareholders. For further details, please refer explanatory statement.