

**RHFL/SE/10/2025-26**

**16<sup>th</sup> May, 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:** Outcome of Board meeting, submission of Audited Standalone and Consolidated Financial Results of the company for the quarter and financial year ended 31<sup>st</sup> March, 2025, recommendation of dividend for financial year 2024-25, fund raising and other approvals
- Ref:** Our letter no. RHFL/SE/07/2025-26 dated 5<sup>th</sup> May, 2025

We hereby inform you that at the meeting of the Board of Directors of the Company held today i.e. 16<sup>th</sup> May, 2025, the Board has inter-alia approved the following:

- I. Audited Standalone and Consolidated Financial Results of the company for the quarter and financial year ended 31<sup>st</sup> March, 2025, in terms of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In reference to the above, we submit the following documents:

- a. Statement of Audited Standalone and Consolidated Financial Results of the company for the quarter and financial year ended 31<sup>st</sup> March, 2025 including half-yearly statement on assets and liabilities of the Company and statement of cash flow which are prepared in accordance with the Indian Accounting Standards (Ind AS), duly signed by the Managing Director & CEO of the Company (Annexure-1).
- b. Auditor's Report with unmodified opinion on the Standalone and Consolidated Audited Financial Results issued by M/s. R. Subramanian and Company LLP, Chartered Accountants, the Statutory Auditors of the Company (Annexure -2).
- c. Declaration on Audit Report with unmodified opinion [Reg.33(3)(d)] (Annexure -3).
- d. Disclosure of Related Party Transactions for the half year ended 31<sup>st</sup> March, 2025 as per Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Annexure -4).



**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

- II. Recommended Dividend of Rs.4 per equity share of the face value of Rs.10/- each to the shareholders of the Company for the financial year 2024-25, subject to approval of the shareholders at the ensuing annual general meeting.
- III. Raising of funds by issue of Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 1500 Crore and Rs. 1000 Crore respectively on private placement, in terms of Section 42 of the Companies Act, 2013 read with rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other SEBI Regulations and Reserve Bank of India (RBI) Master Direction – Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), subject to approval of the shareholders at the ensuing annual general meeting.
- IV. Appointed Mr. Vaidyanathan S Iyer, Head of Internal Audit of the company as Internal Auditor of the company for the financial year 2025-26. The disclosure of information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 is enclosed as Annexure-5.
- V. Amendments to the Code of practices & procedures for fair disclosure of Unpublished Price Sensitive Information, Policy for procedure of inquiry in case of leak of UPSI, Policy for determination of legitimate purpose. Accordingly, in terms of Regulation 8(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, the aforementioned code is enclosed as Annexure-6 for your records.

This may please be treated as compliance made under Regulations 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November, 2024 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

The meeting of the Board of Directors commenced at 10:30 A.M and concluded at 5:10 P.M.

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



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# Annexure-1

## REPCO HOME FINANCE LIMITED

CIN- L65922TN2000PLC044655

Corporate office: 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

### STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025

(₹ in crores)

Particulars	Standalone					Consolidated				
	Quarter Ended		Year Ended			Quarter Ended		Year Ended		
	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024	31.03.2025	31.12.2024	31.03.2024	31.03.2025	31.03.2024
	Refer note 6	Unaudited	Refer note 6	Audited	Audited	Refer note 6	Unaudited	Refer note 6	Audited	Audited
1 Revenue from operations										
(a) Interest income	416.60	425.77	383.07	1,648.19	1,495.98	416.60	425.77	383.07	1,648.19	1,495.98
(b) Fees and commission income	6.46	6.20	4.30	21.49	18.83	6.46	6.20	4.30	21.49	18.83
(c) Other operating revenue	3.09	3.96	5.21	15.48	9.71	3.09	3.96	5.21	15.48	9.71
<b>Total revenue from operations</b>	<b>426.15</b>	<b>435.93</b>	<b>392.58</b>	<b>1,685.16</b>	<b>1,524.52</b>	<b>426.15</b>	<b>435.93</b>	<b>392.58</b>	<b>1,685.16</b>	<b>1,524.52</b>
2 Other income	8.85	9.39	4.61	39.39	16.28	8.85	9.39	4.61	35.60	13.12
<b>3 Total income (1+2)</b>	<b>435.00</b>	<b>445.32</b>	<b>397.19</b>	<b>1,724.55</b>	<b>1,540.80</b>	<b>435.00</b>	<b>445.32</b>	<b>397.19</b>	<b>1,720.76</b>	<b>1,537.64</b>
4 Expenditure										
(a) Finance costs	245.80	247.52	220.26	965.86	845.57	245.80	247.52	220.26	965.86	845.57
(b) Employee benefits expense	33.67	28.85	28.81	119.92	102.18	33.67	28.85	28.81	119.92	102.18
(c) Depreciation and Amortisation	7.13	8.50	5.57	28.64	18.22	7.13	8.50	5.57	28.64	18.22
(d) Other expenses	17.60	16.11	13.87	60.21	50.62	17.60	16.11	13.87	60.21	50.62
(e) Impairment of financial instruments and bad debts written off	(23.32)	0.33	(9.99)	(37.57)	(0.51)	(23.32)	0.33	(9.99)	(37.57)	(0.51)
<b>Total expenditure (sum of (a) to (e))</b>	<b>280.88</b>	<b>301.31</b>	<b>258.52</b>	<b>1,137.06</b>	<b>1,016.08</b>	<b>280.88</b>	<b>301.31</b>	<b>258.52</b>	<b>1,137.06</b>	<b>1,016.08</b>
<b>5 Profit before tax (3-4)</b>	<b>154.12</b>	<b>144.01</b>	<b>138.67</b>	<b>587.49</b>	<b>524.72</b>	<b>154.12</b>	<b>144.01</b>	<b>138.67</b>	<b>583.70</b>	<b>521.56</b>
6 Tax expense										
Current tax	30.91	32.39	26.66	118.28	107.81	30.91	32.39	26.66	118.28	107.81
Deferred tax	8.27	5.07	3.94	29.77	22.21	8.27	5.07	3.94	29.77	22.21
<b>Total tax expense</b>	<b>39.18</b>	<b>37.46</b>	<b>30.60</b>	<b>148.05</b>	<b>130.02</b>	<b>39.18</b>	<b>37.46</b>	<b>30.60</b>	<b>148.05</b>	<b>130.02</b>
<b>7 Net profit for the period / year (5-6)</b>	<b>114.94</b>	<b>106.55</b>	<b>108.07</b>	<b>439.44</b>	<b>394.70</b>	<b>114.94</b>	<b>106.55</b>	<b>108.07</b>	<b>435.65</b>	<b>391.54</b>
8 Share of profit from associate	-	-	-	-	-	5.71	6.62	5.64	25.83	21.61
<b>9 Profit after tax and share of profit from associate</b>	<b>114.94</b>	<b>106.55</b>	<b>108.07</b>	<b>439.44</b>	<b>394.70</b>	<b>120.65</b>	<b>113.17</b>	<b>113.71</b>	<b>461.48</b>	<b>413.15</b>
10 Other comprehensive income										
Items that will not be reclassified to profit or loss (net of tax)	(1.01)	(0.01)	0.02	(1.07)	(0.03)	(1.01)	(0.01)	0.02	(1.07)	(0.03)
<b>Total other comprehensive income for the period net of tax</b>	<b>(1.01)</b>	<b>(0.01)</b>	<b>0.02</b>	<b>(1.07)</b>	<b>(0.03)</b>	<b>(1.01)</b>	<b>(0.01)</b>	<b>0.02</b>	<b>(1.07)</b>	<b>(0.03)</b>
<b>11 Total comprehensive income (9+10)</b>	<b>113.93</b>	<b>106.54</b>	<b>108.09</b>	<b>438.37</b>	<b>394.67</b>	<b>119.64</b>	<b>113.16</b>	<b>113.73</b>	<b>460.41</b>	<b>413.12</b>
12 Paid up share capital (face value of Rs. 10)	62.56	62.56	62.56	62.56	62.56	62.56	62.56	62.56	62.56	62.56
13 Earnings Per Share (EPS) (of Rs. 10 each) (not annualised for quarter)										
a) Basic (Rs)	18.37	17.03	17.27	70.24	63.09	19.29	18.09	18.18	73.76	66.04
b) Diluted (Rs)	18.37	17.03	17.27	70.24	63.09	19.29	18.09	18.18	73.76	66.04

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REPCO HOME FINANCE LIMITED

STANDALONE AND CONSOLIDATED BALANCE SHEET

(₹ in crores)

S.No	Particulars	Standalone		Consolidated	
		As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
		Audited	Audited	Audited	Audited
I	<b>Assets</b>				
	<b>Financial assets</b>				
	Cash and cash equivalents	136.29	348.21	136.29	348.21
	Bank balance other than cash and cash equivalents	-	60.19	-	60.19
	Loans	14,109.18	13,042.36	14,109.18	13,042.36
	Investments	211.23	131.15	324.72	222.60
	Other financial assets	13.51	12.47	13.51	12.47
	<b>Non-financial assets</b>				
	Property, Plant and Equipment	24.91	21.04	24.91	21.04
	Intangible Assets under development	3.05	4.48	3.05	4.48
	Other intangible assets	15.98	11.05	15.98	11.05
	Right-of-use assets	36.76	25.50	36.76	25.50
	Other non-financial assets	51.33	50.66	51.33	50.66
	<b>Total Assets</b>	<b>14,602.24</b>	<b>13,707.11</b>	<b>14,715.73</b>	<b>13,798.56</b>
II	<b>Liabilities and Equity</b>				
	<b>Liabilities:</b>				
	<b>Financial Liabilities</b>				
	<b>Payables</b>				
	Trade payables				
	(a) total outstanding dues of micro enterprises and small enterprises	0.28	-	0.28	-
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises	2.00	5.00	2.00	5.00
	Borrowings (other than debt securities)	11,139.09	10,701.04	11,139.09	10,701.04
	Other financial liabilities	64.85	47.85	64.85	47.85
	<b>Non-financial liabilities</b>				
	Provisions	11.41	17.62	11.41	17.62
	Deferred tax liabilities (net)	71.06	41.65	71.06	41.65
	<b>Total liabilities</b>	<b>11,288.69</b>	<b>10,813.16</b>	<b>11,288.69</b>	<b>10,813.16</b>
	<b>Equity</b>				
	Equity Share Capital	62.56	62.56	62.56	62.56
	Other Equity	3,250.99	2,831.39	3,364.48	2,922.84
	<b>Total equity</b>	<b>3,313.55</b>	<b>2,893.95</b>	<b>3,427.04</b>	<b>2,985.40</b>
	<b>Total Liabilities and Equity</b>	<b>14,602.24</b>	<b>13,707.11</b>	<b>14,715.73</b>	<b>13,798.56</b>

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REPCO HOME FINANCE LIMITED

STANDALONE AND CONSOLIDATED CASHFLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2025

(₹ in crores)

Particulars	Standalone		Consolidated	
	Year ended March 31, 2025	Year ended March 31, 2024	Year ended March 31, 2025	Year ended March 31, 2024
	Audited	Audited	Audited	Audited
<b>A. Cash Flow From Operating Activities</b>				
Profit before tax	587.49	524.72	613.32	546.33
Adjustments for:				
Interest Income Received	(1,648.19)	(1,495.98)	(1,648.19)	(1,495.98)
Depreciation and amortisation	28.64	18.22	28.64	18.22
(Profit) / loss on sale of Property, Plant and Equipment	(0.09)	(0.07)	(0.09)	(0.07)
Impairment of financial instrument including bad debts written off	(37.57)	(1.18)	(37.57)	(1.18)
Liability no longer required written back	(0.52)	-	(0.52)	-
Finance costs	965.86	845.57	965.86	845.57
Interest earned on bank deposits	(20.27)	(10.82)	(20.27)	(10.82)
Income earned from investments	(12.43)	-	(12.43)	-
Dividend received on investments	(3.79)	(3.16)	-	-
Share of profit from associate	-	-	(25.83)	(21.61)
<b>Operating profit before working capital changes and adjustment for Interest received and Paid</b>	<b>(140.87)</b>	<b>(122.70)</b>	<b>(137.08)</b>	<b>(119.54)</b>
<b>Operating Cash flow from Interest</b>				
Interest Income Received	1,624.89	1,450.69	1,624.89	1,450.69
Finance costs paid	(966.96)	(841.17)	(966.96)	(841.17)
<b>Operating profit before working capital changes and after adjustment for Interest received and Paid</b>	<b>517.06</b>	<b>486.82</b>	<b>520.85</b>	<b>489.98</b>
<b>Changes in working capital</b>				
(Increase) / decrease in loans	(1,005.95)	(1,027.86)	(1,005.95)	(1,027.86)
(Increase) / decrease in loans and advances	-	(1.82)	-	(1.82)
(Increase) / decrease in other financial assets	(1.60)	(0.35)	(1.60)	(0.35)
(Increase) / decrease in other non financial assets	5.15	(8.67)	5.15	(8.67)
Increase / (decrease) in trade payables	(2.72)	0.42	(2.72)	0.42
Increase / (decrease) in provisions	(7.64)	(5.72)	(7.64)	(5.72)
Increase / (decrease) in other financial liabilities	6.11	4.98	6.11	4.98
<b>Cash (used) in operating activities</b>	<b>(489.59)</b>	<b>(552.20)</b>	<b>(485.80)</b>	<b>(549.04)</b>
Direct taxes paid	(124.11)	(132.31)	(124.11)	(132.31)
<b>Net cash flow from / (used) in operating activities (A)</b>	<b>(613.70)</b>	<b>(684.51)</b>	<b>(609.91)</b>	<b>(681.35)</b>
<b>B. Cash flow from investing activities</b>				
Capital expenditure on Property, Plant and Equipment and intangible assets including intangible assets under development	(23.20)	(23.46)	(23.20)	(23.46)
Proceeds from sale of Property, Plant and Equipment	0.19	0.33	0.19	0.33
(Increase) / decrease in capital advances	-	0.18	-	0.18
Interest received on deposits	20.27	4.75	20.27	4.75
Dividend received from investments	3.79	3.16	-	-
Income received from investments	9.04	-	9.04	-
(Investments)/Proceeds (in)/from bank deposits	60.19	(60.19)	60.19	(60.19)
(Investments)/ redemption of Government securities (net)	(76.69)	(93.48)	(76.69)	(93.48)
<b>Net cash flow from / (used) in investing activities (B)</b>	<b>(6.41)</b>	<b>(168.71)</b>	<b>(10.20)</b>	<b>(171.87)</b>
<b>C. Cash flow from financing activities</b>				
Proceeds from borrowings	3,416.66	3,062.48	3,416.66	3,062.48
Repayment of borrowings	(2,976.94)	(2,285.52)	(2,976.94)	(2,285.52)
Payment of lease liabilities	(12.77)	(13.07)	(12.77)	(13.07)
Dividends Paid	(18.76)	(16.89)	(18.76)	(16.89)
<b>Net Cash flow from / (used) in financing activities (C)</b>	<b>408.19</b>	<b>747.00</b>	<b>408.19</b>	<b>747.00</b>
<b>Net Increase/(Decrease) in cash and cash equivalent D = (A+B+C)</b>	<b>(211.92)</b>	<b>(106.22)</b>	<b>(211.92)</b>	<b>(106.22)</b>
<b>Cash and Cash Equivalents - Opening Balance (E)</b>	<b>348.21</b>	<b>454.43</b>	<b>348.21</b>	<b>454.43</b>
<b>Cash and Cash Equivalents - Closing Balance (D) + (E)</b>	<b>136.29</b>	<b>348.21</b>	<b>136.29</b>	<b>348.21</b>

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REPCO HOME FINANCE LIMITED

NOTES TO THE STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025

1. The standalone and consolidated audited financial results for the Quarter and Year ended March 31, 2025 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors at their respective meetings held on May 15, 2025 and May 16, 2025 and subjected to the audit by the statutory auditors of the Company. These audited financial results of the company have been prepared in accordance with Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time) and other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

2. The Company's main business is "Housing related finance". All other activities of the Company revolve around the main business. The Chief Operating Decision Maker as defined under Ind-AS 108, regularly evaluates the loan portfolio as a whole. Accordingly, as such, there are no separate reportable segments for standalone financial results, as per Ind AS 108 "Operating Segments" specified under section 133 of the Companies Act, 2013. Consolidated segment information as a Group is as follows:

Particulars	(₹ in crores)			
	Quarter Ended		Year Ended	
	31.03.2025	31.03.2024	31.03.2025	31.03.2024
	Audited	Audited	Audited	Audited
<b>Segment revenue</b>				
a. Housing related finance	435.00	397.19	1,720.76	1,537.64
<b>Segment results</b>				
a. Housing related finance	114.94	108.07	435.65	391.54
b. Others*	5.71	5.64	25.83	21.61
<b>Segment assets</b>				
a. Housing related finance	14,570.64	13,675.51	14,570.64	13,675.51
b. Others*	145.09	123.05	145.09	123.05
<b>Segment liabilities</b>				
a. Housing related finance	11,288.69	10,811.35	11,288.69	10,811.35

\*Others represent segment asset and segment result of Repco Micro Finance Limited (an associate entity of the Company), engaged in the business of Micro Finance which is accounted for based on equity method of accounting.

3. Disclosures pursuant to RBI Notification – RBI/DOR/2021-22/86 DOR.STR.REC.51/2 1.04.048/2021-22 dated September 24, 2021 (as amended from time to time):

- The Company has not transferred or acquired, any loans not in default during the quarter ended and year ended March 31, 2025.
- The Company has not transferred or acquired, any stressed loans during the quarter ended and year ended March 31, 2025.



REPCO HOME FINANCE LIMITED

NOTES TO THE STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED MARCH 31, 2025

4. Disclosure as per format prescribed under notification RBI/2020-21/16 DOR No BP BC/3/21.04 048/2020-21 (as amended from time to time) dated August 06, 2020 and RBI/2021-22/31/DOR.STR.REC.11/21.04.048/2021-22 dated May 5, 2021 (as amended from time to time) for the quarter and year ended March 31, 2025 (borrowers who has been provided restructuring under RBI Resolution Framework- 2.0):

(₹ in crores)

Type of borrower	Exposure <sup>^</sup> to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of the previous half-year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A) amount written off during the half-year	Of (A) amount paid by the borrowers during the half-year	Exposure <sup>^</sup> to accounts classified as Standard consequent to implementation of resolution plan – Position as at the end of this half-year
Personal Loans	314.72	10.15	-	23.12	281.44
Corporate persons	-	-	-	-	-
Of which MSMEs	-	-	-	-	-
Others	-	-	-	-	-
<b>Total</b>	<b>314.72</b>	<b>10.15</b>	<b>-</b>	<b>23.12</b>	<b>281.44</b>

<sup>^</sup> Principal outstanding of total restructured loans

5. The Board of Directors at their meeting held on May 16, 2025 recommended a distribution of dividend of ₹4/- Per equity share at 40% of the face value of Rs.10 each for the year ended March 31, 2025 subject to shareholders approval at the ensuing Annual General Meeting.

6. The figures of the last quarter are the balancing figures between audited figures in respect of the full financial year up to March 31, 2025 and the unaudited published year-to-date figures up to December 31, 2024, being the date of the end of the third quarter of the financial year which were subjected to limited review.

The comparative financial information of the Company for the corresponding quarter and year ended March 31, 2024, included in these financial results, were audited by the predecessor auditor who expressed an unmodified opinion on those financial information on May 14, 2024.

7. Figures for the prior year / period have been regrouped and / or reclassified wherever considered necessary.

Place : Chennai  
Date : May 16, 2025

for and on behalf of the Board of Directors of  
Repc Home Finance Limited

(T. Karunakaran)  
Managing Director and Chief Executive Officer

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**R.SUBRAMANIAN AND COMPANY LLP**  
**CHARTERED ACCOUNTANTS**  
LLPIN: AAG-3873

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Independent Auditor's Report on the Standalone Annual Financial Results of Repco Home Finance Limited for the Year Ended March 31, 2025 Pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To  
The Board of Directors  
Repco Home Finance Limited

**Report on the Audit of the Standalone Annual Financial Results**

**Opinion**

We have audited the accompanying standalone annual financial results of Repco Home Finance Limited ("the Company") for the year ended March 31, 2025 (the "Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- i. is presented in accordance with the requirements of the Listing Regulations in this regard and
- ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, of the net profit, other comprehensive income and other financial information of the Company for the year ended March 31, 2025.

**Basis for Opinion**

We conducted our audit of the Statement in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of

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**Independent Auditor's Report on the Standalone Annual Financial Results  
Repco Home Finance Limited**

the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, is sufficient and appropriate to provide a basis for our opinion on the Statement.

**Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

The Statement has been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit, other comprehensive income of the Company and other financial information in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.



**Independent Auditor's Report on the Standalone Annual Financial Results  
Repco Home Finance Limited**

**Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Statement made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.



**Independent Auditor's Report on the Standalone Annual Financial Results  
Repc Home Finance Limited**

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

**Other Matters**

The comparative financial information of the Company for the corresponding quarter and year ended March 31, 2024, included in the financial results, were audited by the predecessor auditor whose report dated May 14, 2024, expressed an unmodified opinion on those financial results.

The Statement include the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

Our opinion on the Statement is not modified in respect of the above matters.

for **R. Subramanian and Company LLP**

Chartered Accountants

ICAI Firm Registration Number: 004137S/S200041

**ADITHYA** Digitally signed  
by ADITHYA  
Date: 2025.05.16  
16:42:48 +05'30'



**V. Adithya**

Partner

Membership No. 245475

UDIN: 25245475BMLNMS1447

Place: Chennai

Date: May 16, 2025

**R.SUBRAMANIAN AND COMPANY LLP**  
**CHARTERED ACCOUNTANTS**  
LLPIN: AAG-3873

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**Independent Auditor's Report on the Consolidated Annual Financial Results of Repco Home Finance Limited for the Year Ended March 31, 2025 Pursuant to the Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

To  
The Board of Directors  
Repco Home Finance Limited

**Report on the Audit of the Consolidated Annual Financial Results**

**Opinion**

We have audited the accompanying Consolidated Annual Financial Results of Repco Home Finance Limited (the "Holding Company") and its associate (the Holding Company and its associate hereinafter referred to as the "Group" for the purpose of this report) for the year ended March 31, 2025 (the "Statement"), attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of other auditor on separate audited financial statements of the associate, the Statement:

- i. includes the financial results of the following entities:
  - a) Holding Company - Repco Home Finance Limited
  - b) Associate Company - Repco Micro Finance Limited
- ii. is presented in accordance with the requirements of the Listing Regulations in this regard and
- iii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards and other accounting principles generally accepted in India, of the consolidated net profit, other comprehensive income and other financial information of the Group for the year ended March 31, 2025.

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**Independent Auditor's Report on the Consolidated Annual Financial Results  
Repco Home Finance Limited**

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ("SAs") specified under Section 143(10) of the Companies Act, 2013, as amended ("the Act"). Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results" section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us, along with the consideration of the report of the other auditor referred to in sub-paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the Statement.

**Management's and Board of Directors' Responsibilities for the Consolidated Annual Financial Results**

The Statement has been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of the Statement that give a true and fair view of the net profit and other comprehensive income and other financial information of the Group in accordance with the recognition and measurement principles laid down in the Indian Accounting Standards, prescribed under Section 133 of the Act read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and the Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and is free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Statement by the Management and the Board of Directors of the Holding Company, as aforesaid.



**Independent Auditor's Report on the Consolidated Annual Financial Results  
Repc Home Finance Limited**

In preparing the Statement, the respective Management and the Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

**Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results**

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Group has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.



Independent Auditor's Report on the Consolidated Annual Financial Results  
Repco Home Finance Limited

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the Statement made by the Management and the Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of the entities within the Group to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial statements of the Holding Company included in the Statement of which we are the independent Auditors. For the other entity included in the Statement, which have been audited by the other auditor, such other auditor remains responsible for the direction, supervision and performance of the audit carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in sub paragraph (a) of the "Other Matters" paragraph in this audit report.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



**Independent Auditor's Report on the Consolidated Annual Financial Results  
Repco Home Finance Limited**

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

**Other Matters**

- a. The Statement also include the Holding Company's share of total net profit after tax (before consolidation adjustments) of ₹5.71 crores and ₹25.83 crores for the quarter and year ended March 31, 2025 respectively, as considered in the Statement; in respect of 1 associate, whose financial results have been audited by its independent auditor. The independent auditor's reports on financial statements of the associate has been furnished to us by the Management.

Our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of the associate, is based solely on the report of such auditor and the procedures performed by us are as stated in paragraph above.

- b. The comparative financial information of the Group for the corresponding quarter and year ended March 31, 2024, included in the financial results, were audited by the predecessor auditor whose report dated May 14, 2024, expressed an unmodified opinion on those financial results.
- c. The Statement include the results for the quarter ended March 31, 2025 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us, as required under the Listing Regulations.

Our opinion on the Statement is not modified in respect of the above matters.

for **R.Subramanian and Company LLP**

Chartered Accountants

ICAI Firm Registration Number: 0041375/S200041

**ADITHY**

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by ADITHYA

**A**

Date: 2025.05.16  
16:43:07 +05'30'

**V.Adithya**

Partner

Membership No. 245475

UDIN: 25245475BMLNMT3574



Place: Chennai

Date: May 16, 2025



**REPCO HOME FINANCE LIMITED.**  
(Promoted by REPCO Bank - Govt of India Enterprise)  
CIN : L65922TN2000PLC044655

**DECLARATION IN RESPECT OF AUDIT REPORT WITH UNMODIFIED OPINION  
FOR THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2025**

This is to confirm that M/s. R. Subramanian and Company LLP, Chartered Accountants, Statutory Auditors of the Company have issued Audit Reports with unmodified opinion in respect of both Audited Standalone and Consolidated Financial Results for financial year ended on 31<sup>st</sup> March, 2025.

This declaration is provided pursuant to Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

For Repco Home Finance Ltd.,

A handwritten signature in blue ink, appearing to be "S. Srikanth".

Shanthi Srikanth  
Chief Financial Officer



Place: Chennai  
Date: 16<sup>th</sup> May, 2025



**Corporate Office** : 3rd Floor, Alexander Square, New No : 2 (Old No. 34 & 35) Sardar Patel Road, Guindy, Chennai - 600 032.  
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**Annexure -5**

**Information as per SEBI circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13<sup>th</sup> July, 2023 read with Regulation 30-Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

**Appointment of Mr. Vaidyanathan S Iyer, Head of Internal Audit of the company as Internal Auditor**

S.No.	Disclosure Requirements	Details
1	Reason for change, viz. Appointment	Based on the recommendation of Audit Committee, the Board in its meeting held on 16 <sup>th</sup> May, 2025 has approved the appointment of Mr. Vaidyanathan S Iyer, Head of Internal Audit of the company as Internal Auditor of the company for the financial year 2025-26.
2	Date of appointment	16 <sup>th</sup> May, 2025
3	Terms of appointment	For the financial year 2025-26
4	Brief profile	Mr. Vaidyanathan S Iyer holds a Bachelor's degree in Commerce and Master's degree in Business Administration (Finance). He has over 23 years of experience in Internal Audit and Finance. He is the Head of Internal Audit of the Company. He has been associated with our Company since 14 <sup>th</sup> February, 2022.
5	Disclosure of relationships between directors (in case of appointment of directors)	Not applicable



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## REPCO HOME FINANCE LIMITED

- CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION
- POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI
- POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and as amended and approved by the Board of Directors in their meeting held on 16<sup>th</sup> May,2025]

# CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

*[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]*

## 1. INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15th January, 2015 and shall come into force with effect from 120th Day from the date of its notification i.e. w.e.f. from 15th May, 2015. These regulations shall be applicable to all companies whose shares were listed on Indian stock exchanges.

It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for Repco Home Finance Limited (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees, Connected Persons.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this code formulated under regulation 8 of SEBI PIT Regulations. Accordingly, the Board of Directors adopted this new Code covering a policy for determination of 'Legitimate purpose'. This revised Code will be applicable from April 1, 2019.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

## 2. CODE OF FAIR DISCLOSURE

The Board of Directors of Repco Home Finance Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

## 3. DEFINITIONS

- 3.1 "Act" means the Securities and Exchange Board of India Act, 1992.
- 3.2 "Board" means the Board of Directors of the Company.
- 3.3 "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Repco Home Finance Limited as amended from time to time.
- 3.4 "Company" means Repco Home Finance Limited.

- 3.5 **“Compliance Officer”** means Company Secretary, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 3.6 **“Connected Person”** as defined in SEBI (Prohibition of Insider Trading) Regulations, 2015
- 3.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- 3.8 **“Designated Person”** would include the following:
- a) Promoter, Directors, KMPs & Senior Management of the Company;
  - b) Directors and KMPs of the holding Company and material subsidiary Companies, if any
  - c) All other employees of the Company and its material subsidiaries and associate companies irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business /investor’s relations.
  - d) And such other persons as may be notified by the Compliance Officer as per direction of the Board.
- 3.9 **“Director”** means a member of the Board of Directors of the Company.
- 3.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 3.11 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 3.12 **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 3.13 **“Insider”** means any person who is,
- (i) a connected person
  - (ii) a Designated Persons
  - (iii) in possession of or having access to unpublished price sensitive information or
  - (iv) Any person who is in receipt of unpublished price sensitive information for legitimate purpose

It is clarified that any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for the purpose of this code.

- 3.14 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013

- 3.15 **“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s) or service provider(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations
- 3.16 **“Material Information/events”** as stipulated under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (please refer Chapter X for the list of material information/events for disclosure).
- 3.17 **“Need to Know”** basis means that unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to any conflict of interest or appearance of misuse of information.
- 3.18 **“Non-public Information”** means information which is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to stock exchanges, where Company’s shares are listed or through such media as press and television, journals or similar broad distribution channels in India and abroad. The circulation of rumours, even if accurate and reported in the media, does not constitute effective public dissemination.
- 3.19 **“Promoter”** and **“Promoter Group”** shall have same meaning assigned to it under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof
- 3.20 **“Relative”** shall mean the following:
- (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- 3.21 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 3.22 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly
- 3.23 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- 3.24 **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: (i) financial results;
- (ii) dividends;
  - (iii) change in capital structure;

- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- (vi) change in rating(s), other than ESG rating(s);
- (vii) fund raising proposed to be undertaken;
- (viii) agreements, by whatever name called, which may impact the management or control of the company;
- (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

#### **4. Role of Compliance Officer**

- 4.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 4.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

#### **5. Preservation of "Price Sensitive Information"**

- 5.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.  
Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

## 5.2 Need to Know:

- (i) “need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

## 5.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

## 6. **Prevention of misuse of “Unpublished Price Sensitive Information”**

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall be governed by an internal code of conduct governing dealing in securities.

### 6.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

### 6.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

- 6.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.
- 6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.  
However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- 6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## **7. Trading Window and Window Closure**

- 7.1 (i) The trading period, i.e. the trading period of the stock exchanges, called ‘trading window’, is available for trading in the Company’s securities.  
(ii) The Trading Window shall be closed not later than the end of every quarter till 48 hours after the Unpublished Price Sensitive Information in question becoming generally available.  
(iii) When the trading window is closed, the Designated Person shall not trade in the Company’s securities in such period.  
(iv) All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.  
(v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- 7.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 7.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 7.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

## 8 Pre-clearance of trades

8.1 All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rs.10 Lakhs (market value), should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
  - (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:
    - (a) That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
    - (b) That in case the Specified Employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
    - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
    - (d) That he/she has made a full and true disclosure in the matter.
  - (iii) All Designated Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance (Annexure 3) is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
  - (iv) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.
  - (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **9 Other Restrictions**

- 9.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 9.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 9.3 The disclosures made under this Code shall be maintained for a period of five years.

## **10 Reporting Requirements for transactions in securities**

### **Initial Disclosure**

- 10.1 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promotor group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter (Annexure 5).

### **Continual Disclosure**

- 10.2 Every promoter or member of the promotor group, designated person, employee and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.
- The disclosure shall be made within 2 working days of:
- (a) the receipt of intimation of allotment of shares, or
  - (b) the acquisition or sale of shares or voting rights, as the case may be.

## **11. Disclosure by the Company to the Stock Exchange(s)**

- 11.1 Within 2 days of the receipt of intimation under Clause 8.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 11.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

## **12. Dissemination of Price Sensitive Information**

- 12.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 12.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:
- The following guidelines shall be followed while dealing with analysts and institutional investors
- Only public information to be provided.
  - At least two Company representatives be present at meetings with analysts, media persons and institutional investors.

- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

## **MINIMUM STANDARDS FOR CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**

*As per SCHEDULE C [See sub-regulation (1) and sub-regulation (2) of regulation 9]*

### **1. Purpose**

The purpose of this Code of conduct is to regulate, monitor and report trading by Insiders towards achieving compliance with the Regulations, adopting the minimum standards set out in Schedule B to the Regulations, without diluting the provisions in any manner.

### **2. The Principles and Obligation**

The Company endeavours to regulate and monitor the reporting of trading by Insiders in terms of the Regulations.

### **3. Scope/Applicability**

This Code of conduct shall be applicable and binding on all the employees, officers, directors and the connected persons. This Code shall come into force with immediate effect.

### **4. The definitions of some important terminologies**

The important definitions of the words used in this Code are as defined under the code for prohibition of Insider Trading.

### **5. Policy**

(a) The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors but not less than once in a year.

(b) All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to “cross the wall”.

(c) Designated persons and immediate relatives of designated persons in the organisation shall be governed by an internal code of conduct governing dealing in securities.

(d) Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities

to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed. Provided that, for unpublished price sensitive information not emanating from within the Listed Company, trading window may not be closed

Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results.

The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(e) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

(f) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

(g) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(h) The code of conduct shall specify any reasonable timeframe, which in any event shall not be more than seven trading days, within which trades that have been pre-cleared have to be executed by the designated person, failing which fresh pre-clearance would be needed for the trades to be executed.

(i) The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

(j) The code of conduct shall stipulate such formats as the board of directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.

(k) Without prejudice to the power of the Board under the Act, the code of conduct shall stipulate the sanctions and disciplinary actions, including wage freeze, suspension, recovery clawback, etc., that may be imposed, by the listed company required to formulate a code of conduct under regulation 9(1), for the contravention of the code of conduct.

(l) The code of conduct shall specify that in case it is observed by the listed company required to formulate a code of conduct under sub-regulation (1) regulation 9, that there has been a violation of these regulations, they shall inform the SEBI promptly.

(m) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes: a) immediate relatives  
b) persons with whom such designated person(s) shares a material financial relationship  
c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of such annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

(n) Listed entities shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

*Note: Intermediaries and Fiduciaries should adopt minimum standards for Code of Conduct as provided in the Schedule C of the Regulations, to regulate, monitor and report trading by designated persons.*

## **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UPSI**

The SEBI Regulations, in terms of Regulation 9A(5), requires the Board to formulate policies and procedures for inquiry in case of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

### **Objective**

- To strengthen the internal control system to prevent leak of UPSI;
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly;
- To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

### **Inquiry Committee**

The Insider Trading Monitoring Committee shall be the Enquiry Committee which shall be authorized to:-

- To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- To authorize any person, if required, to collect necessary support material;
- To consider the facts and circumstances and decide / direct on the matter;
- To decide disciplinary action thereon.

### **Procedure for inquiry in case of actual /suspected Leak of UPSI:**

- ✓ Upon becoming aware of actual or suspected leak of UPSI, including by way of:

- suo motu, including through its internal monitoring; or;
  - a written complaint and/or email received through the whistle blower mechanism of the Company; or
  - communication received from regulatory authorities, the Committee shall evaluate and determine if the matter merits any enquiry.
- ✓ It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Committee, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case;
  - ✓ In the event the Committee so decides, a preliminary inquiry shall be undertaken in case of actual/suspected leak of UPSI. The rationale for the same would be to enable the Committee to establish and take cognizance actual facts and to decide if prima facie there appears to be any violation of securities laws. Based on the findings of the preliminary inquiry, the Committee may decide if a detailed inquiry is required to be undertaken;
  - ✓ Based on the determination of the Committee, a detailed inquiry may be launched in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary;
  - ✓ While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person / Insider against whom the allegations have been levelled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Committee, and the Committee will be required to assess and consider the same before concluding on the matter.

#### **Outcome of the Inquiry**

- ✓ Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide disciplinary action/penalty, if any, to be awarded to the Designated Person/ Insider. The decision of the Committee shall be final and binding.

#### **Disclosure of actual/ suspected leak of UPSI:**

- ✓ The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries.

#### **Policy for determination of ‘legitimate purpose’**

- ✓ In terms of the SEBI Regulations, the term “legitimate purpose” is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations;
- ✓ The SEBI Regulations require the Board to formulate a policy for determination of ‘legitimate purpose’, in line with the guidance provided in the SEBI Regulations. The assessment of whether

sharing of UPSI for a particular instance would tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”;

- ✓ Primarily, the following factors should be considered:
  - whether sharing of such information is in the ordinary course of business of the Company;
  - whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
  - whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
  - whether the information is required to be shared for enabling the Company to discharge its legal obligations;
  - whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
  
- ✓ It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles;
  
- ✓ The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:
  - the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
  - upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI Regulations,
  - the recipient must maintain confidentiality of the UPSI at all times,
  - the recipient may use the UPSI only for the approved purposes for which it was disclosed;
  - the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
  - the recipient must extend all cooperation to the Company, as may be required in this regard, and;
  - the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the UPSI in line with the SEBI Regulations;
  
- ✓ The information should be shared by the Company, from time to time, in the ordinary course of its business activities with its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles;
  
- ✓ Additionally, the Board, or the Compliance Officer or any person authorised by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the SEBI Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the SEBI Regulations, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorised by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

### **Amendments in Law**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

### **ANNEXURE 1 SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,  
The Compliance Officer,  
RepcO Home Finance Limited  
Third Floor, Alexander Square,  
Old No.34 & 35, New No.2,  
Sardar Patel road, Guindy, Chennai – 600032

Dear Sir,

#### **Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.)	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Proposed date of dealing in securities	

7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

## ANNEXURE 2

### FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

#### UNDERTAKING

To,  
The Compliance Officer,  
Repc Home Finance Limited  
Third Floor, Alexander Square,  
Old No.34 & 35, New No.2,  
Sardar Patel road,  
Guindy, Chennai – 600032

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : \_\_\_\_\_

\* Indicate number of shares

**ANNEXURE 3  
FORMAT FOR PRE- CLEARANCE ORDER**

To,

Name : \_\_\_\_\_

Designation : \_\_\_\_\_

Place : \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

For Repco Home Finance Limited

Compliance Officer

Date : \_\_\_\_\_

Encl: Format for submission of details of transaction

**ANNEXURE 4**  
**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

*(To be submitted within 2 days of transaction / dealing in securities of the Company)*

To,  
The Compliance Officer,  
Repc Home Finance Limited  
Third Floor, Alexander Square,  
Old No.34 & 35, New No.2,  
Sardar Patel road,  
Guindy, Chennai – 600032

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.

2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription).

I declare that the above information is correct and that no provisions of the Company's Code of Conduct and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : \_\_\_\_\_

Signature : \_\_\_\_\_

Name :

Designation:

**Form of Initial/Annual Disclosure**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**

1	<b>Name</b>						
2	<b>PAN</b>						
3	<b>Designation</b>						
4	<b>Address</b>						
5	<b>Contact Nos.</b>						
6	<b>Email Id</b>						
7	<b>Details of Securities held in the Company</b>						
	<b>a. Held by the Designated Person</b>						
	<b>Type of Security</b>	<b>No. of Securities</b>					
	<b>b. Held by the Relative / person with whom Designated Person shares Material Financial Relationship</b>						
	<b>Name of Immediate Relative</b>	<b>Relationship</b>	<b>PAN</b>	<b>Contact Nos.</b>	<b>Type of Security</b>	<b>No. of Securities</b>	<b>DP ID &amp; Client ID or Folio No</b>


Notes: • Relative includes shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv).

• Material Financial Relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer's annual income but shall exclude relationship in which payment is based on arm's length transaction

.....  
Signature

Date:

**APPLICATION FOR ANNUAL TRADING PLAN**

To,

Date: \_\_\_\_\_

**The Compliance Officer**

1. Name of the Applicant: PAN
2. No. of securities held in the Company as on date:
3. Approval sought for: Self Immediate Relative (IR)
4. Trading plan belongs for a period of \_\_\_\_\_ months i.e. for a period commencing from \_\_\_\_\_ and ending on \_\_\_\_\_
5. Details of the proposed trade:

S. No.	Nature of transaction (Sale/Purchase)	Date of transaction/period/interval for transaction	Value of trade/ No. of securities transacted	Conditions /Remarks

Undertaking:

- a) I will not commence trading earlier than six months from the public disclosure of the plan.
- b) I do not have overlapping trading plan for the same period.
- c) In the event that I am in possession/knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
- d) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time; e) I have made full and true disclosure in the matter.
- f) I undertake to abide by this trading plan once approved and shall furnish such declarations/ disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- g) I shall not use this trading plan as a tool for market abuse

**Signature:**

**Date:**

For use of Compliance Officer:

Application recd. date	Approval Date	Approval No.	Compliance Officer's signature

Approval granted for Trading Plan for a period of \_\_\_\_\_ months commencing from \_\_\_\_\_ up till \_\_\_\_\_

Notification to Stock Exchange \_\_\_\_\_

Signature of Compliance Officer:

### FORM A

#### SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial Disclosure to the company]

Name of the company:

ISIN of the company:

**Details of Securities held by Promoter, Key Managerial Personnel (KMP) or Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/others etc.)	Securities held as on the date of regulation coming into force		% of shareholding
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)

*Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms
(6)	(7)	(8)	(9)	(10)	(11)

**Note:** In case of Options, notional value shall be calculated based on premium plus strike price of options.

**Name &**

**Signature:**

**Designation:**

**Date:**

**Place:**

**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6 (2) –Disclosure on becoming a director/ KMP/ Promoter]**

Name of the company:

ISIN of the company:

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming Promoter of listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN &	Category of Person (Promoters/ KMP / Directors/Immediate Relatives/ others etc.)	Date of Appointment of Director/KMP or date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP	% of shareholding

address with contact nos.			Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	
(1)	(2)	(3)	(4)	(5)	(6)

*Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming Promoter and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP		
Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms
(7)	(8)	(9)	(10)	(11)	(12)

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

**Name & Signature:**

**Designation:**

**Date:**

**Place:**

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6 (2) – Continual Disclosures]**

Name of the company:

ISIN of the company:

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/ others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.)	Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)

*Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)**

Type of Contract	Contract specifications	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

**Name &**

**Signature:**

**Designation:**

**Date:**

**Place:**

**Form D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,  
2015 Regulation 7(3) – Transactions by Other connected persons as identified by the Company**

Name of the company:

ISIN of the company:

**Details of trading in securities by other connected person as identified by the Company.**

Name, PAN No., CIN/DIN & address with contact nos.	Connection with the Company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to the Company	Mode of acquisition (market purchase/ public rights/preferential offer / off market/ Inter-se transfer etc.
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)

*Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of trading in derivatives of the company by other Connected Person as identified by the Company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade Was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

**Name:**

**Signature:**

**Date:**

**Place:**

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI**

To,

**Securities and Exchange Board of India**

Plot No. C 4-A, G Block,

Near Bank of India, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051, Maharashtra

**Ref.: Scrip Code BSE -**

NSE -

Dear Sir / Madam,

**Sub:** *Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.*

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
Any other information.	

Request you to take the aforementioned on your records. Thanking you,

Yours faithfully,

**Company Secretary & Compliance Officer**