

**REPCO HOME FINANCE LIMITED.**

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

CIN : L65922TN2000PLC044655

RHFL/SE/27/2022-23**29th July, 2022**

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Kind Attn: Listing Department

Dear Sir,

Sub: Annual Report of the financial year 2021-22 and Notice of 22nd Annual General Meeting (AGM) and Book Closure Dates for purpose of Annual General Meeting (AGM) / Dividend – Reg.

Ref: Regulation 30, 34, and 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the Financial Year 2021-22 together with the Notice of the 22nd Annual General Meeting scheduled to be held on Monday, 22nd August, 2022 at 11:00 AM through Video Conference/ Other Audio Visual Means.

We are commencing the process of sending the said documents by e-mail today i.e., 29th July, 2022 to the Members, who had registered their e-mail IDs.

The above mentioned documents are made available on the website of the Company at <https://www.repcohome.com/financial-information>.

The schedule of events is set out below:

Cut-off date to vote on AGM resolutions	15 th August 2022
Commencement of Remote e-voting	19 th August 2022 (9:00 AM)
End of Remote e-voting	21 st August 2022 (5:00 PM)
Annual General Meeting	22 nd August 2022 (11:00 AM)



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

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform you that the Registrar of Members and Share Transfer Books of the Company shall remain closed from 16th August 2022 to 22nd August 2022 (both days inclusive) for the purpose of payment of dividend for the financial year 2021-22 and the 22nd Annual General Meeting.

The dividend if any approved by the members at the ensuing Annual General Meeting will be paid within 30 days of declaration of dividend to the shareholders.

This is submitted for information and records.

Thanking You.

Yours Faithfully,
For Repco Home Finance Limited



Ankush Tiwari
Company Secretary & Compliance Officer



REPCO HOME FINANCE LIMITED

CIN- L65922TN2000PLC044655

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

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

Sardar Patel Road, Guindy, Chennai – 600032

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

Website: www.repcohome.com

NOTICE OF THE 22nd ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22nd Annual General Meeting ('AGM') of the members of Repco Home Finance Limited will be held on Monday, 22nd August, 2022 at 11:00 A.M. through Video Conferencing/Other Audio Visual Means, to transact the following business. The venue of the meeting shall be deemed to be the Corporate Office of the Company at Third Floor, Alexander Square, Old No. 34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032.

ORDINARY BUSINESS

1. Adoption of accounts

To receive, consider and adopt

(a) the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2022 and the Reports of the Board of Directors and Statutory Auditors thereon and in this regard pass following resolution as Ordinary Resolution:

"RESOLVED THAT the Audited Standalone Financial Statements and Consolidated Financial Statements for the Financial Year ended on 31st March, 2022 and the Reports of the Board of Directors and Statutory Auditor thereon are hereby considered, approved, and adopted."

2. Declaration of dividend

To declare a dividend of Rs. 2.50/- per equity share for the financial year ended on 31st March, 2022 and, in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend of Rs. 2.50/- per equity share be and is hereby approved and declared for the financial year ended on 31st March, 2022".

3. Re-appointment of Smt. Jacintha Lazarus, I.A.S. (DIN No. 08995944)

To appoint a Director in place of Smt. Jacintha Lazarus, I.A.S. (DIN No. 08995944), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provision of Section 152 of the Company Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions Smt. Jacintha Lazarus, I.A.S. (DIN No. 08995944), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

4. Re-appointment of Shri T. Karunakaran (DIN No. 09280701)

To appoint a Director in place of Shri T. Karunakaran (DIN No. 09280701), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provision of Section 152 of the Company Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions Shri T. Karunakaran (DIN No. 09280701), who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

SPECIAL BUSINESSES:

5. Re-Appointment of Shri K.Sridhar (DIN No. 00034010) as Non-Executive & Independent Director for the 2nd Term for a period of 5 consecutive years from 21st September, 2022 upto

20th September, 2027, notwithstanding that he has attained the age of 75 year.

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with schedule IV and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s), amendment(s), Shri K.Sridhar (DIN No. 00034010), Non-Executive and Independent Director of the Company whose tenure will end on 20th September, 2022 and who is eligible for re-appointment for a second term under the provisions of Companies Act, 2013, be and is hereby re-appointed as Non-Executive and Independent Director of the Company for a period of 5 consecutive years from 21st September, 2022 upto 20th September, 2027, notwithstanding that he has attained the age of 75 years."

6 Appointment of Shri C.Thangaraju (DIN No. 00223383) (Nominee Director of Repco Bank-Promoter) as a Director liable to retire by rotation:

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

"RESOLVED THAT Shri C. Thangaraju (DIN No. 00223383) who was appointed as an Additional Director (Nominee Director of Repco Bank-Promoter) in the category of Non-Executive and Non-Independent Director of the Company on 23rd May, 2022 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this annual general meeting and in respect of whom a notice has been received by a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as Director in the category of Non-Executive and Non-Independent Director liable to retire by rotation."

7. Offer or invite subscription for Non-Convertible

Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 4000 Crore and Rs.1000 Crore respectively on private placement.

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

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), including any amendment, modification, variation or re-enactment thereof and other applicable guidelines, directions or laws, the approval of the shareholders is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) and the Board is authorized to offer or invite/issue subscription for Redeemable Non-Convertible Debentures (NCDs) upto an amount of Rs.4000 Crore and Commercial Paper upto an amount of Rs.1000 Crore only, on private placement basis, in one or more tranches, during a period of one year commencing from the date of this Annual General Meeting, on a private placement basis and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/or any other hybrid instruments shall be within the overall limit of borrowings as approved by the shareholders of the Company, from time to time."

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

FURTHER RESOLVED THAT the Board is hereby

authorized to delegate all or any of the powers herein conferred to any director(s)/Committees and/or officers(s) of the Company, to give effect to the resolution(s).

8. Enhancement of the annual remuneration payable to Wholetime Directors

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), and pursuant to the recommendation of the Nomination and Remuneration Committee and Board, the consent of the shareholders be and is hereby accorded to enhance the overall annual ceiling limit of remuneration payable to both Wholetime Directors Shri T.Karunakaran (Chief Operating Officer), and Shri N.Balasubramanian (Chief Development Officer) from Rs.50 Lakhs per annum to Rs.70 Lakhs per annum each including

the salary, dearness allowance, performance incentive, perquisites and allowance, and value of perquisites, etc.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and vary the remuneration of both Wholetime Directors Shri T.Karunakaran (Chief Operating Officer), and Shri N.Balasubramanian (Chief Development Officer) based on the recommendation of the Nomination & Remuneration Committee subject to the same not exceeding the limits approved herein and as specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in the financial year, the Company will pay remuneration by way of Salary including perquisites and allowances as specified under Schedule V to the Companies Act, 2013 or in accordance with any statutory modification(s) thereof."

By the order of the Board

Sd/-

Place: Chennai
Date: 15th July, 2022

Ankush Tiwari
Company Secretary &
Compliance Officer
(M.No.A38879)

NOTE:-

1. In view of the current extraordinary circumstances due to **Covid-19** pandemic requiring social distancing, the Ministry of Corporate Affairs, Government of India (the "MCA") vide its General Circular No. 20/2020 dated 5th May, 2020, Circular No. 02/2021 dated January 13, 2021, General Circular No.19/2021 dated December 8, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No 2/2022 dated May 5, 2022 read together with General Circular Nos. 14/2020 & 17/2020 dated 8th April, 2020 and 13th April, 2020, respectively, (collectively referred to as "MCA Circulars"), and the Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, permitted the holding of the Annual General Meeting (AGM) through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Hence, the AGM of the Company is being held through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"). The deemed venue for the AGM shall be the Corporate Office of the Company.
2. In order to promote optimum utilization of natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Company details covering the name of the Company and branch details, Company account number, MICR code, IFSC code, etc. with their depository participants and with RTA to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.
3. The Company has made arrangements through KFin Technologies Limited (KFin/KFintech), Registrars and Transfer Agents, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the Annual General Meeting and for conducting of the e-AGM. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and will be available for members on a first come first-served basis.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. They are required to send a scanned copy (pdf format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to gr@gramscsfirm.com with a copy marked to cs@repcohome.com and evoting@kfintech.com.
6. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.
7. Members are requested to e-mail at evoting@kfintech.com or call helpline at 1-800-309-4001 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.

8. The attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 9. Since the AGM will be held through VC/OAVM facility, the route map and landmark details as per Secretarial Standard-2 on General Meetings are not annexed in this notice.
 10. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses set out in the notice wherever applicable, is attached herewith.
 11. Brief details of the directors, who are being re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI Listing Regulations and as per provisions of the Companies Act, 2013.
 12. Pursuant to the provisions of Section 91 of the Companies Act, 2013, and Regulations 42, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 16th August, 2022 to 22nd August, 2022 (both days inclusive) for the purpose of this AGM of the Company and for determining the entitlement of the shareholders to the payment of dividend.
 13. Subject to provisions of Section 126 of the Companies Act, 2013, dividends as recommended by the Board, if declared at the meeting, will be dispatched/remitted on or before 21st September 2022 (30 days of AGM Date). As per the SEBI Listing Regulations and pursuant to SEBI circular dated 20 April 2018, a listed entity shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members.
 14. Members holding shares in physical form are requested to notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at Repco Home Finance Limited, Third Floor, Alexander Square, Old No.34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032 or to the Registrar & Transfer Agent of the Company-KFin Technologies Ltd. Members holding shares in electronic form are requested to notify the changes in the above particulars directly to their Depository Participants (DP).
 15. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Company account maintained in India with complete name, branch account type, account number and address of Company with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
 16. In terms of section 124(5) of the Companies Act, 2013, the dividend amount remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Companies Act, 2013, in the case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends from FY 2014-15 onwards are requested to approach the Company/KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account. Once unclaimed dividends are transferred to this fund, members will not be entitled to claim these dividends from the company. The details of unclaimed dividend are available on the Company's website www.repcohome.com under the Investor section.
- Members may note that shares as well as unclaimed dividends [FY 2012-13, 2013-14] transferred to IEPF Authority can be claimed back from the IEPF Authority. Any person who is entitled to claim unclaimed dividends or shares etc. that have been transferred to IEPF, can claim the same by making an application directly to IEPF in the prescribed form under the IEPF Rules which is available on the website of IEPF i.e. www.iepf.gov.in

17. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from the dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company or M/s. KFin Technologies Limited (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents at <https://ris.kfintech.com/form15>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents at <https://ris.kfintech.com/form15/>

The aforesaid declarations and documents need to be submitted by the Members by 5.00 PM. IST on 9th August, 2022.

18. The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines.

19. SEBI has mandated the submission of a Permanent Account Number (PAN) by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to

submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or KFin.

20. As per Regulation 40 of SEBI (LODR) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent M/s KFin Technologies Limited for assistance in this regard.

21. Members may also note that the Notice of this Annual General Meeting and the Annual Report for the year 2021-22 will also be available on the Company's website www.repcohome.com for their download. The same shall also be available on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

The members who have not registered their email address are requested to register the same with their DP in case shares are held in electronic form and to the Company/RTA in case shares are held in physical form.

22. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them by submitting Form SH-13 to RTA (if holding physical shares)/to their DP (if holding demat shares).

23. In order to enhance the ease of doing business for investors in the securities market, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, read together with the SEBI Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th December, 2021 (hereinafter, collectively

referred as the “SEBI KYC Circulars”) mandated furnishing of PAN, full KYC details and Nomination by the holders of physical securities. The Company has intimated the concerned security holders about the folios which are incomplete in terms of the SEBI KYC Circulars. The folios wherein the above details are not available shall be frozen in the manner and timelines given in the SEBI KYC Circulars. Further, in terms of the SEBI KYC Circulars, the securities in the frozen folios shall be eligible for payment including dividend only through electronic mode, in the manner and timelines given therein. The payment shall be made electronically upon complying with the relevant requirements of the SEBI KYC Circulars. Accordingly, Members are hereby requested to kindly comply with the SEBI KYC Circulars.

24. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated 25th January, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/ consolidation of share certificates, transmission and transposition. The securities holder/ claimant are, accordingly, required to submit duly filled-up Form ISR-4, the format of which can be downloaded from the Company’s website, i.e. www.repcohome.com. Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

25. Members desirous of getting any information about the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

26. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Corporate Office of the Company between 10.30 A.M. and 12.30 P.M. on all working days from the date hereof upto the date of the Meeting.

27. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.

28. In case a person becomes a member of the Company after dispatch of AGM Notice, and is a member as on the cut-off date for e-voting such person may obtain the user id and password from KFin by email request on evoting@Kfintech.com

29. Procedure of E-Voting and attending E-AGM

i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to E-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by M/s Kfintech Technologies Limited (KFin), on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

ii) Pursuant to SEBI circular no. SEBI/ HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories / DPs in order to increase the efficiency of the voting process.

iii) Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating

in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

- iv) The remote e-voting period commences from 9.00 A.M (IST) on 19th August, 2022 and ends on 5.00 PM (IST) on 21st August, 2022.
- v) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e Monday, 15th August, 2022.
- vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he/she is already registered with KFin for remote e-Voting then he /she can use his/her existing User ID and password for casting the vote.

vii) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining the virtual meeting for Individual shareholders holding securities in demat mode."

viii) The details of the process and manner for remote e-Voting and AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFinTech e-Voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate AGM and vote at the AGM.

Details on Step 1 are mentioned below:

I) Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. User already registered for IDeAS facility:
	I. Visit URL: https://eservices.nsdl.com
	II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.
	III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"
	IV. Click on the company name or e-Voting service provider and you will be re-directed to the e-Voting service provider website for casting the vote during the remote e-Voting period.
	2. User not registered for IDeAS e-Services
	I. To register click on link: https://eservices.nsdl.com
	II. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	III. Proceed with completing the required fields.
	IV. Follow steps given in points 1
	3. Alternatively by directly accessing the e-Voting website of NSDL
	I. Open URL: https://www.evoting.nsdl.com/
	II. Click on the icon "Login" which is available under 'Shareholder/Member' section.
	III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
	IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech.
	V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest
	I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com
	II. Click on New System Myeasi
	III. Login with your registered user id and password.
	IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.
	V. Click on the e-Voting service provider name to cast your vote.
	2. User not registered for Easi/Easiest
	I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	II. Proceed with completing the required fields.
	III. Follow the steps given in point 1

Type of shareholders	Login Method
	3. Alternatively, by directly accessing the e-Voting website of CDSL
	I. Visit URL: www.cdslindia.com
	II. Provide your demat Account Number and PAN No.
	III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
Individual Shareholder login through their demat accounts / Website of Depository Participant	IV. After successful authentication, user will be provided links for the respective ESP, i.e Kfintech where the e- Voting is in progress.
	I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for the e-Voting facility.
	II. Once logged-in, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
	III. Click on options available against the company name or e-Voting service provider – Kfintech and you will be redirected to the e-Voting website of Kfintech for casting your vote during the remote e-Voting period without any further authentication

Important note: Members who are unable to retrieve User ID /Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

II) Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

A. Members whose email IDs are registered with the Company / Depository Participants(s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID, and password. They will have to follow the following process:

- Launch the internet browser by typing the URL: <https://emeetings.kfintech.com>

- Enter the login credentials (i.e. User ID and password). In the case of the physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
- After entering these details appropriately, click on "LOGIN".
- You will now reach the password change menu wherein you are required to mandatorily change your password. The

- new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVEN" i.e., "Repco Home Finance Limited - AGM" and click on "Submit".
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to cast its vote through remote e-voting. Together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id gr@gramscfirm.com with a copy marked to evoting@kfintech.com and cs@repcohome.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."
- B. Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Annual Report, Notice of AGM, and e-voting instructions cannot be serviced, will have to follow the following process:**
- i. Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case

of any queries, the member may write to einward.ris@kfintech.com.

- ii. Alternatively, the member may send an e-mail request at the email id einward.ris@kfintech.com along with a scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of the electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
- iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Details on Step 3 are mentioned below:

III) Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open atleast 15 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/Desktops/Tablets/IPads with Google Chrome, Safari, Microsoft Edge, Mozilla Firefox etc.

- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only a single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and voting at the AGM shall be treated as invalid.
- vii. The facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.

OTHER INSTRUCTIONS

- I. Speaker Registration: The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user id and password provided in the mail received from Kfin. On successful login, select 'Speaker Registration' which will be opened from 9:00 AM on 19th August 2022 to 5:00 PM on 20th August 2022, Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

- II. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from Kfintech. On successful login, select 'Post Your Question' option which will be opened from 9:00 AM on 19th August 2022 to 5:00 PM on 20th August 2022.
- III. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or email at evoting@kfintech.com or call KFintech's toll free No. 1-800-309-4001 for any further clarifications.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 15th August, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 15th August 2022. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. or DP ID Client ID to 9212993399
- Example for NSDL:**
MYEPWD <SPACE> IN12345612345678
 - Example for CDSL:**
MYEPWD <SPACE> 1402345612345678
 - Example for Physical:**
MYEPWD <SPACE> XXXX1234567890
- If the e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.
- VI. The Board has appointed Shri. G. Ramachandran of M/s. G Ramachandran & Associates, Practising Company Secretaries as the Scrutinizer to the e-voting process, and voting at the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorized by him. The Chairman or any other person authorized by him shall declare the result of the voting forthwith
- VIII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The Results declared along with the Scrutinizer's Report will be available on the website of the Company at <https://www.repcohome.com> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be submitted with the BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**Item No.5**

Shri K.Sridhar was appointed as Non-Executive & Independent Director of the Company pursuant to Section 149 and Section 152 of the Companies Act, 2013, read with rules made thereunder, by the shareholders at the 18th AGM held on 25th September, 2018, to hold office up to 20th September, 2022. Further, the shareholders approved the continuation of Shri K.Sridhar as Non-Executive & Independent Director for the period from 31st January, 2021 to 20th September, 2022 by passing a special resolution through postal ballot on 13th February, 2022.

The Nomination and Remuneration committee, at its meeting held on 10th May, 2022, after taking into account his performance and contribution during his first tenure as Non-Executive & Independent Director of the company recommended to the Board his reappointment for a second term of five years. In view of the above, the Nomination and Remuneration committee and the Board are of the view that Shri K.Sridhar possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to reappoint him as an Non-Executive & Independent Director, notwithstanding that he has attained the age of 75 years. Based on the recommendation of the Nomination and Remuneration committee, the Board, at its meeting held on 23rd May, 2022, has recommended the reappointment of Shri K.Sridhar as an Non-Executive & Independent Director, not liable to retire by rotation, for a second term of five years effective 21st September, 2022 upto 20th September, 2027.

In accordance with the provisions of Section 149 of the Companies Act, 2013, an independent director may hold office for two terms up to five consecutive years each. This proposed term will be the second and final term of Shri K.Sridhar in the company.

In terms of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, no Listed Entity shall appoint a person or continue the

Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect. Since Shri K.Sridhar has already attained the age of 75 years (currently around 76 years being D.O.B:- 01.02.1946) hence the approval of shareholders is being sought by way of a special resolution to comply with aforementioned regulation 17(1A).

Shri K.Sridhar fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Companies Act, 2013, and Regulation 16 of the SEBI (LODR) Regulations, 2015.

The Company has received from Shri K.Sridhar the Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014. The Company has also received a notice under Section 160 of the Companies Act, 2013 from a member, intending to nominate Shri K.Sridhar to the office of Independent Director.

On the recommendation of Nomination and Remuneration Committee, the Board is seeking the shareholders' approval by way of Special Resolution for the re-appointment of Shri K.Sridhar for a second term of five years effective 21st September, 2022 upto 20th September, 2027, notwithstanding that he has attained the age of 75 years, pursuant to Sections 149, 150, 152 and other applicable provisions of the Act and the Rules made thereunder and Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable act(s)/rule(s)/ regulation(s) and his office shall not be liable to retire by rotation.

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

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

Item No.6

The Board of Directors of the Company had appointed Shri C.Thangaraju (DIN No. 00223383) (Nominee Director of Repco Bank- Promoter) as an Additional Director of the Company in the category of Non-Executive & Non-Independent Director with effect from 23rd May, 2022. In accordance with the provisions of Section 161 of the Companies Act, 2013, Shri C. Thangaraju shall hold office up to the date of the forthcoming annual general meeting and is eligible to be appointed as a Director.

The Company has received from Shri C.Thangaraju (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1) of the Companies Act, 2013, and (iv) Declaration of fit & proper criteria of the Directors as per Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021.

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

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

Item No.7

In terms of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures, commercial papers or any other debt securities by way of the private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014

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

The company has been mainly dependent on refinance assistance from National Housing Bank, term loans from the commercial banks and loans from the parent Repco Bank for its resources.

Keeping in view the increasing volume of business of the Company and the need to diversify the sources of funding and the cost of each of the sources and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines issued by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription to Non-convertible Debentures upto an amount of Rs. 4000 Crore (Rupees Four thousand Crore only) and commercial paper upto an amount of Rs. 1000 Crore (Rupees One Thousand Crore only) on a private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures and commercial paper together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of the Companies Act, 2013.

The terms of issue of the above Non-Convertible Debentures would depend upon the requirement of the funds, time of issue, market conditions, and alternative sources of funds available to the Company and would

be decided by the company in consultation with the merchant bankers/arrangers, if any appointed by the Company for the purpose. All the required details/disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of the Company Act, 2013 and rules made thereunder subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

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

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

Item No.8

The Board appointed Shri T.Karunakaran (Chief Operating Officer), and Shri N.Balasubramanian (Chief Development Officer) as Wholtime Directors of the Company with effect from 1st September, 2021 for the period of 5 years and 2 years respectively, and the same was approved by the shareholders at the 21st Annual general meeting held on 23rd September, 2021. The shareholders also approved the upper ceiling limit of the remuneration payable to the Wholtime Directors as Rs.50 Lakhs per annum. During the financial year ended on 31st March, 2022, the remuneration was paid to both Wholtime Directors within the ceiling limit approved by the shareholders.

However, considering the value of perquisites like leased accommodation & car, other allowances like leave encashment paid in accordance with the policy of the company, annual increment, revision in dearness allowance in accordance with the policy of the company, it is expected that the approved remuneration limit may breach in the current financial year 2022-23. Hence it will be prudent to enhance the overall annual ceiling limit of remuneration payable to both Wholtime Directors. It may also be noted that both Wholtime Directors are currently drawing the remuneration as approved

during their appointment and they will continue to draw the same remuneration unless revised by the Board. The resolution is proposed only to ensure that based on the annual increment, revision of dearness allowance, the value of perquisites, etc. the ceiling of remuneration is not breached.

Accordingly, subject to the approval of shareholders, based on the recommendation of the Nomination & Remuneration Committee, the Board approved the enhancement of remuneration payable to the Wholtime Directors from the previous upper ceiling of Rs.60 Lakhs per annum to Rs.70 Lakhs per annum.

Existing Upper Ceiling of Remuneration: Rs.60 Lakhs per annum

Proposed Upper Ceiling of Remuneration: Rs.70 Lakhs per annum

Proposed Upper Ceiling of Remuneration includes (based on existing remuneration):

1. Basic pay of Rs. 2,00,096/- Per month
2. Dearness allowance at present rate of 28.04% of basic salary per month
3. Performance Incentive of Rs.7,50,000/- per annum
4. Perquisites and allowance as per Company's policy
5. Value of perquisites

The perquisites and allowances, as mentioned above, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and/or allowances for utilization of gas, electricity, water, furnishing, and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The Company's contribution to provident fund, superannuation, or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

As per Section 197 of the Companies Act, 2013, the remuneration payable to any one Managing director or Whole-time Director shall not exceed five per cent of the net profits of the Company and if there is more than one such Director remuneration shall not exceed ten per cent of the net profits to all such Directors taken together. The proposed remuneration is within the limit prescribed under section 197 of the Companies Act, 2013.

Shri N.Balasubramanian, General Manager-Repco Bank joined the Company as Chief Development Officer on Deputation w.e.f. April 01, 2021 and appointed as Wholetime Director with effect from 1st September, 2021 for the period of 2 years. Shri N.Balasubramanian is the employee of Repco Bank who is the promoter of the company and currently, he is on deputation from Repco Bank to the company. RHFL will reimburse the salary etc. to Repco Bank in respect of the additional post held. Performance incentives, perquisites, allowances, etc as eligible are paid to him directly.

The resolution seeks the approval of the members in terms of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder, the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto.

Your Directors recommend the passing of the resolution proposed in Item No.8 of the Notice.

None of the Directors other than Shri T.Karunakaran and Shri N.Balasubramanian or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board

Sd/-

Ankush Tiwari

Company Secretary &
Compliance Officer
(M.No.A38879)

Place: Chennai

Date: 15th July, 2022

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

Resolution No.	3	4
Name of the Director	Smt. Jacintha Lazarus, I.A.S	T.Karunakaran
Director Identification Number	08995944	09280701
Age	42	53
Nationality	Indian	Indian
Qualification	Bachelors' Degree in Commerce	Bachelor's Degree in Science
Brief Profile	Smt.Jacintha Lazarus, I.A.S has around 16 years of service in the field of Public Administration and is currently the Commissioner of Rehabilitation and Welfare of Non Resident Tamils and Commissioner of Welfare of the Differently Abled, Government of Tamil Nadu. She has been a Director on the Board of our Company since 11 th February, 2021	Shri. T. Karunakaran is the Wholetime Director of Company. He has approximately 31 years of experience in housing finance. Prior to joining our Company, he worked for a period of 13 years with Ind Bank Housing Limited. He has been associated with our Company since 18 th August, 2004.
No. of shares held	Nil	1501
Terms and conditions of appointment/reappointment	Liable to retire by rotation	Liable to retire by rotation
Remuneration last drawn by such person, if applicable	Nil	Annual CTC - Rs.41.72 lakhs
Date of first appointment on Board	11 th February, 2021	1 st September, 2021.
Membership of Committees of Repco Home Finance Limited	Member of Nomination & Remuneration Committee and Securities Allotment Committee Chairperson of Management Committee	Member of Management Committee, Risk Management Committee and Audit Committee
Directorships held in other companies	- Tamilnadu Textile Corporation Limited - Arasu Rubber Corporation Limited - Overseas Manpower Corporation Limited	Shri. T. Karunakaran does not hold any Membership/Chairmanship of the Board Committees in other Companies.
Membership/Chairmanship of committees in other companies	Member of Audit Committee in Arasu Rubber Corporation Limited	Nil
Details of Board Meetings attended by the Directors during the year	Refer to Corporate Governance Report	
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs	

Resolution No.	6	7
Name of the Director	Shri K.Sridhar	Shri C.Thangaraju
Director Identification Number	00034010	00223383
Age	76	55
Nationality	Indian	Indian
Qualification	Master's degree in Economics and has completed LLB.	Bachelor's Degree in Physics and Bachelor's Degree in Law.
Brief Profile	Shri K.Sridhar has held the positions of Insurance Ombudsman and Managing Director of LIC of India from December 2004 to January 2006. He has also held the position of Director/CVO of General Insurance Corporation and New India Assurance Company Limited respectively. He has about 38 years' experience in the Insurance Industry. He has also represented LIC of India on the Boards of IFCI, ABB Ltd, LIC Housing Finance Ltd. & Torrent Powers Limited. He has been associated with our Company since 21 st September, 2017.	Shri C.Thangaraju is a Director in M/s. Repco Bank (Promoter). He also holds directorship in M/s. Repco Micro Finance Limited (Associate Company). He has been practicing as Lawyer for more than three decades. He has been a Director on the Board of our Company since 23 rd May, 2022.
No. of shares held	Nil	Nil
Terms and conditions of appointment/reappointment	Re-appointment for a period of 5 consecutive years from 21 st September, 2022 upto 20 th September, 2027.	Nil
Remuneration last drawn by such person, if applicable	Sitting Fees received from April 01, 2021 to March 31, 2022: Rs.13,00,000	Nil
Date of first appointment on Board	21 st September, 2017	23 rd May, 2022
Membership of Committees of Repco Home Finance Limited	Member of Audit Committee, CSR Committee and Management Committee Chairman of Nomination & Remuneration Committee	Nil
Directorships held in other companies	Nil	Repco Micro Finance Limited
Membership/Chairmanship of committees in other companies	Nil	Committee Membership details in Repco Micro Finance Limited. - Member of CSR Committee, Nomination & Remuneration Committee - Chairman of ALM Committee
Details of Board Meetings attended by the Directors during the year	Refer to Corporate Governance Report	Not applicable
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs	