

**RHFL/SE/15/2024-25**

**27<sup>th</sup> May, 2024**

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: Submission of Annual Secretarial Compliance Report pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Annual Secretarial Compliance Report issued by M/s. G Ramachandran & Associates, Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2024.

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 & Chief Compliance Officer





**G RAMACHANDRAN & ASSOCIATES**  
COMPANY SECRETARIES

**SECRETARIAL COMPLIANCE REPORT OF REPCO HOME FINANCE  
LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by REPCO HOME FINANCE LIMITED (CIN: L65922TN2000PLC044655) (hereinafter referred as 'the listed entity'), having its Registered Office at 'RepcO Tower' No. 33, North Usman Road, T Nagar, Chennai TN 600017. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

We G Ramachandran & Associates have examined:

- (a) all the documents and records made available to us and explanation provided by REPCO HOME FINANCE LIMITED ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this report

for the year ended 31<sup>st</sup> March, 2024 in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -



- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- I. (a)(\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-marks
NIL										

- (b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-marks
1	Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to appointment and	Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Non-compliance with requirements pertaining to appointment or continuation of Non-Executive Director who has attained 75 years of age	Both NSE & BSE on 20 <sup>th</sup> May, 2022	Fine	As given in the previous	Rs. 1,01,480/- each	As given below	As given below	As given below



continuation of a Non-Executive Director who has attained the age of 75 years								
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Shri K.Sridhar was appointed by the Board as Non-Executive & Independent Director (Additional Director) of the Company on 21<sup>st</sup> September, 2017 for a period of 5 years. Thereafter, the shareholders at the Annual General Meeting (AGM) held on 25<sup>th</sup> September, 2018 approved the said appointment by passing a special resolution. Shri K.Sridhar was aged around 71 years and 7 months at the time of appointment and would attain the age of 75 during the course of his tenure. The Regulation 17(1A) of SEBI LODR was notified by SEBI on 9<sup>th</sup> May, 2018 with effect from 1<sup>st</sup> April, 2019.

The Board noted that in the AGM notice wherein special resolution was passed on 25<sup>th</sup> September, 2018, the profile of Shri K Sridhar was included, however the date of birth was not mentioned due to inadvertence.

Accordingly, the Board suo-moto decided to approach shareholders to seek their approval for continuation of Shri K Sridhar by way of special resolution. The notice of the postal ballot was issued on 13<sup>th</sup> January, 2022 and approval of the shareholders was obtained on 13<sup>th</sup> February, 2022.

Subsequently, the Company received notices from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 20<sup>th</sup> May, 2022 regarding non-compliance of Regulation 17 (1A) of SEBI LODR Regulations, 2015 and imposed a further fine of Rs. 1,01,480/- each for the period from 1<sup>st</sup> January, 2022 to 13<sup>th</sup> February, 2022 for non-compliance relating to appointment and continuation of Shri K.Sridhar as a Non-Executive & Independent Director of the Company.

To comply with the abovementioned notices, the Company paid the fine and made a representation for waiver of the said fine and refund of the same.

The matter pertaining to levy of fine for non-compliance of Regulation 17(1A) of SEBI LODR Regulations, 2015, was placed before the Board of Directors at their meeting held on 23<sup>rd</sup> May, 2022. The Board took a note of the same and also the representation made by the Company for withdrawal and refund of fine.



II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	<b>Secretarial Standards:</b>		
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2	<b>Adoption and timely updation of the Policies:</b>		
	<ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>	Yes	-
3	<b>Maintenance and disclosures on Website:</b>		
	<ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/information under a separate section on the website.</li> </ul>	Yes	-
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	-
4	<b>Disqualification of Director:</b>		
	None of the Director(s) of the Company is/ are disqualified under Section 164 of	Yes	-

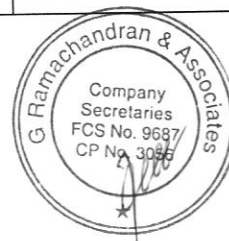


	Companies Act, 2013 as confirmed by the listed entity.		
<b>5</b>	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>		
a.	Identification of material subsidiary companies	NA	The listed entity does not have material or other subsidiaries
b.	Disclosure requirement of material as well as other subsidiaries	NA	
<b>6</b>	<b>Preservation of Documents:</b>		
	The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
<b>7</b>	<b>Performance Evaluation:</b>		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
<b>8</b>	<b>Related Party Transactions:</b>		
a.	The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	-
b.	The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.	NA	The Company has obtained prior approval of Audit Committee for all related party transactions.





9	<b>Disclosure of events or information:</b>		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Except the below; The Company received rating letters from M/s. ICRA Limited on 4 <sup>th</sup> January, 2024 and 21 <sup>st</sup> March, 2024. The Company intimated to stock exchange on 26 <sup>th</sup> April, 2024. The rating was assigned for non-convertible debentures and enhanced portion of long-term fund-based term loan. There is no change in the rating. However, the company has informed us that it has not issued any non-convertible debentures or used enhanced portion of long-term fund-based term loan during the FY 2023-24.
10	<b>Prohibition of Insider Trading:</b>		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-



11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>		
	No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided underseparate paragraph herein (**).	Yes	-
12	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries</b>		
	In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities	NA	No case of resignation of Statutory Auditor from the listed entity or its material subsidiary during the period under review.
13	<b>Additional Non-compliances, if any:</b>		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.





3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For M/s. **G Ramachandran & Associates**  
Company Secretaries



*G Ramachandran*  
**G RAMACHANDRAN**  
Proprietor  
M.No.: F9687; COP: 3056  
PR No.: 2968/2023

Place: Chennai  
Date: 22<sup>nd</sup> May, 2024  
UDIN: F009687F000421615