

RHFL/SE/21/2024-25

9th July, 2024

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Sub: Annual Report of the financial year 2023-24 and Notice of 24th 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 2023-24 together with the Notice of the 24th Annual General Meeting scheduled to be held on Friday, 2nd August, 2024 at 2:45 P.M through Video Conference/ Other Audio Visual Means.

We are commencing the process of sending the said documents by e-mail today i.e., 9th July, 2024 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>

The schedule of events is set out below:

| | |
|---|---|
| Cut-off date to vote on AGM resolutions | 26 th July, 2024 |
| Commencement of Remote e-voting | 30 th July, 2024 (9:00 AM) |
| End of Remote e-voting | 1 st August, 2024 (5:00 PM) |
| Annual General Meeting | 2 nd August, 2024 (Friday) at 2:45 P.M |



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

Phone : 044-42106650 Fax : 044 - 42106651 E-mail : co@repcohome.com, www.repcohome.com

Registered Office : 'REPCO TOWER', No. 33, North Usman Road, T.Nagar, Chennai - 600 017. Phone : 044 - 28340715 / 4037 / 2845



REPCO HOME FINANCE LIMITED.

(Promoted by REPCO Bank - Govt of India Enterprise)
CIN : L65922TN2000PLC044655

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 27th July, 2024 to 2nd August, 2024 (both days inclusive) for the purpose of payment of dividend for the financial year 2023-24 and 24th 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 & Chief Compliance Officer



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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 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting ('AGM') of the members of Repco Home Finance Limited will be held on 2nd August, 2024 at 2.45 P.M. through Video Conferencing / Other Audio Visual Means, to transact the following businesses. 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 BUSINESSES:

1. Adoption of accounts

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31st March, 2024, together with Director's Report, Report on Corporate Governance, Management Discussion and Analysis Report and Statutory Auditors Report thereon and (b) the Audited Consolidated Financial Statements for the Financial Year ended on 31st March, 2024, together with the Report of Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the Audited Standalone & Consolidated Financial Statements for the Financial Year ended 1st March, 2024, together with Director's Report, Report on Corporate Governance, Management Discussion and Analysis Report and Statutory Auditors Report thereon are hereby considered, approved, and adopted."

2. Declaration of dividend

To declare a dividend of Rs.3/- per equity share of face value Rs. 10/- each for the financial year ended on 31st March, 2024 and, in this regard, pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT a dividend of Rs.3/- per equity share of face value Rs. 10/- each be and is hereby approved and declared for the financial year ended on 31st March, 2024".

3. Re-appointment of Mr. E.Santhanam (DIN 01483217)

To appoint a Director in place of Mr. E.Santhanam (DIN 01483217), Non-Executive & Non-Independent Director, 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 Companies Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions Mr. E.Santhanam (DIN 01483217), Non-Executive & Non-Independent Director, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

4. Re-appointment of Mr. K.Swaminathan (DIN 06485385)

To appoint a Director in place of Mr. K.Swaminathan (DIN 06485385), Managing Director & CEO, 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 Companies Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and other applicable provisions Mr. K.Swaminathan (DIN 06485385), Managing Director & CEO, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

5. Appointment of Statutory Auditors

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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Reserve Bank of India guidelines



on appointment of statutory auditors of banks and NBFCs (including any statutory modifications, or re-enactments thereof for the time being in force), M/s. R. Subramanian and Company LLP, Chartered Accountants, (Firm Registration No. 004137S/S200041) be and are hereby appointed as the Statutory Auditors of the Company for a term of three consecutive years to hold office after the conclusion of 24th Annual General Meeting till the conclusion of 27th Annual General Meeting, at such remuneration as may be decided by the Board of Directors on recommendation of the Audit Committee, excluding certification fees and out of pocket expenses which will be over and above the fee approved by the Board.”

SPECIAL BUSINESSES:

6. **Approval for Related Party Transactions with Repatriates Cooperative Finance and Development Bank Limited (Promoter of the Company)**

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

“RESOLVED THAT pursuant to applicable provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation/ approval of the Audit Committee and the Board of Directors, approval of the members of the Company is accorded for carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of 24th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company with Repatriates Co-operative Finance & Development Bank Limited, the Promoter of the Company, being related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements / transactions or otherwise, with respect to the material related party transactions including availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein for the relevant period and such related

party transactions in aggregate which shall not exceed the approved limit of Rs.1300 crore.

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

7. **Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 1000 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, SEBI (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 members 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 (NCD) upto an amount of Rs.1000 Crores and Commercial Paper (CP) upto an amount of Rs.1000 Crores only, on private placement basis, in one or more tranches, from the date of this Annual General Meeting, until the conclusion of the next Annual General Meeting 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. Ratification of Statutory Auditor's remuneration

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 Section 142 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit

and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the members hereby ratify the additional audit fees of Rs. 4.20 lakhs plus GST and Rs.8 lakhs plus GST paid to M/s. Chaturvedi & Co (Firm Registration No.302137E), Statutory Auditors of the Company during the financial year 2021-22 and 2022-23 respectively, and also approve Branch Audit fees of Rs.5.50 lakhs to be paid for the financial year 2023-24, for the purpose of Branch Audit as required under RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) for Banks and NBFCs (including HFCs)."

By the order of the Board
Sd/-

Ankush Tiwari

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

Place: Chennai

Date: 14th May, 2024

NOTE:

1. In accordance with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No.02/2021 dated 13th January, 2021, General Circular No. 19/2021 dated 8th December, 2021, General Circular No. 21/2021 dated 14th December, 2021, General Circular No.02/2022 dated 5th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular No. 09/2023 dated 25th September, 2023 read with applicable circulars as may be issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as "MCA circulars"), applicable provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI Circular No.SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with applicable circulars as may be issued by SEBI, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. The Corporate office of the Company shall be deemed to be the venue for the AGM. Hence, in compliance with the above mentioned Circulars, the AGM of the Company is being held through VC/OAVM. Since the AGM will be held through VC, the route map and attendance slip are not annexed to this Notice.
2. Further pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management

and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the circulars issued by MCA and SEBI, the Company is holding its Annual General Meeting (AGM) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of KFin Technologies Limited (Kfin) for conducting AGM through VC/OAVM. Further, KFin has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.

3. 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.
4. 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.
5. In compliance with the Circulars, the Annual Report for financial year 2023-24 along with the AGM Notice shall be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The Notice of AGM and Annual report for the financial year 2023-24 are also placed on the website of



- the Company i.e. www.repcohome.com and the website of Kfin Technologies Limited i.e. www.kfintech.com and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited. (www.bseindia.com) and National Stock Exchange of India Limited. (www.nseindia.com). The physical copy of the Annual Report will be sent to the shareholders based on the specific request received at cs@repcohome.com.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto.
 7. 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.
 8. 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@gramscfirm.com with a copy marked to cs@repcohome.com and evoting@kfintech.com.
 9. The Notice is being sent to all the Members electronically, whose names appear on the Register of Members/Record of Depositories as on Friday, 5th July, 2024 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars.
 10. The Company has fixed 26th July, 2024 as the "Record Date" for determining entitlement of Members for payment of final dividend for the financial year ended 31st March, 2024, if approved at the AGM.
 11. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be dispatched/remitted on or before 1st September, 2024 (30 days of AGM Date) to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on 26th July, 2024.
 12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (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 P.M. IST on 20th July, 2024.

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, on or before the aforesaid timelines.
 13. 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 2016-17 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, 2014-15, 2015-16] 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

14. The facility for e-voting shall also be made available during the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights during the AGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.
15. 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.
16. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 2.15 P.M. (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM.
17. 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.

Further it may be noted for the purpose of receiving dividend the members are requested to contact their Depository Participant (DP) and register their email id and bank account details with their demat account, as per the process advised by their Depository Participant.

18. 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.
19. All documents referred to in this Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to investorservices@repcohome.com.
20. Brief details of the directors, who are being re-appointed, is annexed (Annexure-1) hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions of the Companies Act, 2013.
21. 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 27th July, 2024 to 2nd August, 2024 (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.
22. 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 i.e. 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).
23. 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.
24. 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 RTA.
25. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 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. The members can contact the Company or Company's Registrars and Transfer Agent (M/s KFin Technologies Limited) for assistance in this regard.
26. 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).
27. 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.
- Shareholders are requested to note that pursuant to SEBI circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from April 01, 2024.
- Shareholders are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self attested supporting proofs. The forms can be downloaded from the website of the RTA, Kfin Technologies Limited ; <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
28. 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 website of the RTA, i.e. <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.
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 (Listing Obligations and Disclosure Requirements) 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 30th July, 2024 and ends on 5.00 P.M (IST) on 1st August, 2024.
- 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 26th July, 2024.
- 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 | <ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> 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. |



| Type of shareholders | Login Method |
|--|---|
| | <ol style="list-style-type: none">2. User not registered for IDeAS e-Services<ol style="list-style-type: none">I. To register click on link: https://eservices.nsd.comII. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspIII. Proceed with completing the required fields.IV. Follow steps elaborated in points 13. Alternatively by directly accessing the e-voting website of NSDL<ol style="list-style-type: none">I. Open URL: https://www.evoting.nsd.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 | <ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest<ol style="list-style-type: none">I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.comII. Click on New System MyeasiIII. 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<ol style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistrationII. Proceed with completing the required fields.III. Follow the steps given in point 13. Alternatively, by directly accessing the e-voting website of CDSL<ol style="list-style-type: none">I. Visit URL: www.cdslindia.comII. 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.IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- voting is in progress. |



| Type of shareholders | Login Method |
|---|---|
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <p>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.</p> <p>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.</p> <p>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.</p> |

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.

Helpdesk 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 +91 22 4886 7000 and +91 22 2499 7000 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cslindia.com or contact at Toll free no. 1800225533 |

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:

- i. Launch the internet browser by typing the URL: <https://emeetings.kfintech.com/>
- ii. 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.
- iii. After entering these details appropriately, click on "LOGIN".

- iv. 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. 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@gramcsfirm.com with a copy marked to evoting@kfintech.com and cs@repcohome.com. The scanned copy 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 registered 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 though VC/ OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops 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 the AGM through VC / OAVM and to vote.
- ix. In case of joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the AGM.

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 30th July, 2024 to 5:00 PM on 31st July, 2024, 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 30th July, 2024 to 5:00 PM on 31st July, 2024.
- 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 26th July, 2024, 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 5th July, 2024. 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:
 - i. 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
 1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
 - ii. 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.



- iii. 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 Mr. G. Ramachandran of M/s. G. Ramachandran & Associates, Practicing 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

The Reserve Bank of India (RBI) vide its circular no. Ref. No.DoS.CO.ARG/SEC.01/08.91.001/2021-22, dated April 27, 2021, has issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs, and NBFCs (including HFCs) and these guidelines supersede all previous guidelines issued by the RBI on this subject. As per the revised RBI guidelines, SAs are not permitted to hold office in an entity regulated by RBI beyond a continuous period of three years. Such SAs are eligible for reappointment in the same entity after a cooling period of six years.

As per the above mentioned RBI guidelines, the term of M/s. Chaturvedi & Co is ending at the conclusion of 24th Annual General Meeting.

The Audit Committee of the Board and Board of Directors have recommended the appointment of M/s. R. Subramanian and Company LLP, Chartered Accountants, (Firm Registration No. 004137S/S200041) as Statutory Auditors of the Company for a term of three consecutive years to hold office after the conclusion of 24th Annual General Meeting till the conclusion of 27th Annual General Meeting, at such remuneration as may be decided by the Board of Directors based on the recommendation of the Audit Committee, excluding certification fees and out of pocket expenses which will be over and above the fee approved by the Board.

M/s. R. Subramanian and Company LLP, Chartered Accountants, (Firm Registration No. 004137S/S200041) have given their consent for appointment as Statutory Auditors of the Company.

Disclosure under Regulation 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

| | |
|---|---|
| Proposed statutory audit fee payable to auditors | Statutory audit fees for the statutory auditors of the Company will be decided by the Board of Directors on recommendation of the Audit Committee thereof, as authorised by the Members. |
| Terms of appointment | M/s. R. Subramanian and Company LLP, Chartered Accountants, (Firm Registration No. 004137S/S200041), are recommended for appointment for a term of three years from the conclusion of the 24 th Annual General Meeting till the conclusion of 27 th Annual General Meeting of the Company. |
| Material change in fee payable | The fee will be decided by the Board on recommendation of the Audit Committee. |
| Basis of recommendation and auditors' credentials | The recommendations are based on the fulfilment of the eligibility criteria prescribed by RBI guidelines and the Companies Act, 2013 with regard to the fulltime partners, statutory and branch audit experience of the firms, CISA / ISA qualification, No. of professional staff, assessment of criteria of independence, additional considerations as per Company's policy, etc. |



M/s. R. Subramanian and Company LLP, (Firm Registration No. 004137S/S200041) is a firm of Chartered Accountants established in the year 1974. At present, the firm is having 16 Partners. The firm has around 50 years of Audit Experience in Banking, Financial Services & Insurance, NBFCS and HFCs.

Your Directors recommend the passing of the resolution proposed at Item No.5 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. 6

The provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the Company and at an arm's length basis. A transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company whichever is lower. The annual consolidated turnover of the Company for the financial year 2023-24 is Rs. 1524.52 Crore. The Company has been entering into transactions with Repatriates Co-operative Finance & Development Bank Limited, Promoter of the Company since incorporation, in the ordinary course of business. The related party transaction will include transactions like availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein. The liabilities of the

Company with the promoter as on 31st March, 2024 was Rs. 1069.30 Crore.

The Company has obtained prior approval of the members for entering into or continuing with the transactions, arrangements or contracts with related parties viz., Repatriates Co-operative Finance & Development Bank Ltd. The members, at the 23rd Annual General Meeting held on 14th September, 2024 have given prior approval for related party transactions with Repatriates Co-operative Finance & Development Bank Ltd for aggregate amount not exceeding Rs.1300 Crore.

The Company proposes to continue entering into transactions, contracts and arrangements with the promoter. The transactions with Repatriates Co-operative Finance & Development Bank Limited are continuous and ongoing basis. These transactions amount to related party transactions falling within the purview of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all these transactions in aggregate, are material related party transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The above transactions are in the ordinary course of business and on an arm's length basis.

The Company is taking approval of members every year for all the proposed material related party transactions as per the SEBI Regulations and all other applicable laws/ statutory provisions, if any. The members' approval is being sought from the conclusion of the 24th Annual general meeting till the conclusion of 25th Annual general meeting of the Company.

The Audit Committee of the Board and also the Board of Directors, wherever applicable, have granted prior approvals for entering into related party transactions with Repatriates Co-operative Finance & Development Bank Limited.

Repatriates Co-operative Finance & Development Bank Limited, promoter holds 37.13% stake in the Company as on date. The Members may please note that in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall not vote to approve resolution.

Your Directors recommend the passing of the resolution proposed at Item No.6 of the Notice. (Please refer Annexure-2 to the Notice for details).

Mr. C.Thangaraju, Mr. E.Santhanam, Mr.Anant Kishore Saran are on the Board of Repco Home Finance Limited as well as on



the Board of Repatriates Co-operative Finance & Development Bank Limited (Promoter). None of the other Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 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 its promoter Repatriates Co-operative Finance & Development Bank Limited 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. 1000 Crore (Rupees One 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 Companies Act, 2013 and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

Your Directors recommend the passing of the resolution proposed at Item No.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 Shareholders of the Company in the 21st Annual General Meeting held on 23rd September 2021, had appointed M/s Chaturvedi & Co., Chartered Accountants as the Statutory Auditor of the Company from the conclusion of 21st Annual General Meeting till the conclusion of 24th Annual General Meeting, at a remuneration of Rs.17.50 lakhs plus applicable taxes towards statutory audit fee and Rs.7.50 lakhs plus applicable taxes for quarterly limited reviews, totalling to Rs.25 lakhs plus applicable taxes per year, excluding certification fees and out of pocket expenses. This remuneration includes fees for audit of Consolidated Financial Statement of the Company.

RBI had issued Guidelines for Appointment of Statutory Central Auditors (SCAs)/ Statutory Auditors (SAs) for Banks and NBFCs (including HFCs) under Section 30(1A) of the Banking



Regulation Act, 1049, vide RBI / 2021-22/ 25 Ref. No. DoS. CO. ARG/ SEC.01/ 08.91.001/ 2021-22 April 27, 2021 addressed to all the Chairman/ MD/ CEO of the banks and All Non-Banking Finance Companies (NBFCs) (Including Housing Finance Companies)

As per the instructions contained in Para 4.3 of the above-said Guidelines, the SCAs/ SAs shall have to visit and audit atleast the Top 20 branches to be selected in order of the level of outstanding advances, in such a manner as to cover a minimum of 15% of total gross advances of the Entities.

Since the Branch Audit has been introduced from FY 2021-22 as per the RBI requirements (visiting and auditing minimum 20 branches), the Statutory auditors had requested the management of the Company to consider paying a separate fee.

Based on the above, the Company paid additional audit fees to the Statutory Auditors in FY 2021-22 and 2022-23. Hence the matter is hereby placed before the shareholders for ratification of additional audit fees paid to the Statutory Auditors. Also, additional audit fees needs to be paid to the Statutory Auditors for FY 2023-24. Both ratification as well as approval for additional fees is recommended and approval by the Audit Committee and Board. The details of proposed additional audit fees are mentioned herein below:

| Financial Year | Additional Audit fees (In Rs.) | Purpose | Approval requested |
|----------------|--------------------------------|--------------|--------------------|
| 2021-22 | 4,20,000 plus applicable taxes | Branch Audit | Ratification |
| 2022-23 | 8,00,000 plus applicable taxes | | Ratification |
| 2023-24 | 5,50,000 plus applicable taxes | | Approval |

Your Director recommend the passing of the resolution proposed at Item No. 8 of the notice.

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

By the order of the Board

Sd/-

Ankush Tiwari

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

Place: Chennai

Date: 14th May, 2024



INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING RE-APPOINTED:

| Resolution No. | 3 |
|--|---|
| Name of the Director | Mr. E.Santhanam |
| Director Identification Number | 01483217 |
| Age | 60 Years |
| Nationality | Indian |
| Qualification | Mr. E.Santhanam holds a Bachelor's degree in Commerce. |
| Brief profile & nature of expertise in specific functional areas | Mr. E.Santhanam is a Non-executive and Non-independent director of our Company. He holds a Bachelor's degree in Commerce. He is the Chairman of Repatriates Cooperative Finance and Development Bank Limited (Promoter of the Company). He also holds directorship in S M Feeds & Farms (India) Private Limited. He has been a Director on the Board of our Company since 12 th August, 2022 |
| Terms and conditions of appointment/reappointment | Liable to retire by rotation |
| Details of remuneration proposed to be paid, if any, last drawn remuneration and number of Board meetings attended | He is eligible to receive sitting fee for attending the meetings of the Board and Committees Sitting Fees received during financial year 2023-24: Rs. 14,80,000 No. of Board meetings attended during financial year 2023-24 : 5 |
| Date of first appointment on Board | 12 th August, 2022 |
| Membership/Chairmanship of Committees of Repco Home Finance Limited | Chairman of Management committee Members of Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee, CSR Committee, Compensation Committee, Securities Allotment Committee |
| Directorships held in other companies | <ul style="list-style-type: none"> • S M Feeds & Farms (India) Private Limited • Repatriates Cooperative Finance and Development Bank Limited |
| Membership / Chairmanship of committees in other companies | Member of Management Committee |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Number of shares held in the Company including as a beneficial owner | Nil |
| Details of Board Meetings attended by the Directors during FY 2023-24 | Refer to Corporate Governance Report |
| Relationship with Directors and KMPs | There is no relationship with other Directors on the Board and KMPs |
| Resolution No. | 4 |
| Name of the Director | Mr. K.Swaminathan |
| Director Identification Number | 06485385 |
| Age | 61 Years |
| Nationality | Indian |



| | |
|--|---|
| Qualification | Mr. K.Swaminathan holds a Bachelor's Degree in Commerce. He is a member of The Institute of Cost Accountants of India and is a Chartered Financial Analyst (ICFAI). He is also a certified associate of the Indian Institute of Bankers. |
| Brief profile & nature of expertise in specific functional areas | Mr. K. Swaminathan is the Managing Director & CEO of our Company. He has around 37 years of experience in the field of Banking. He holds directorship in M/s. Repco Micro Finance Limited (Associate Company). He has been associated with our Company since 21 st February, 2022. |
| Terms and conditions of appointment/ reappointment | Mr. K. Swaminathan was appointed as Managing Director & CEO, liable to retire by rotation, for a period of 3 Years from 21 st February, 2022 to 20 th February, 2025. |
| Details of remuneration proposed to be paid, if any, last drawn remuneration and number of Board meetings attended | <ul style="list-style-type: none"> • Upper ceiling limit for annual remuneration <ul style="list-style-type: none"> i) Salary per annum not exceeding Rs.50 Lakhs ii) Perquisites and Allowances per annum not exceeding Rs.20 Lakhs iii) Performance Incentive per annum not exceeding Rs.21 Lakhs Total Annual CTC not exceeding Rs.91 lakhs • Remuneration paid during FY 2023-24 - Rs. 59.92 lakhs • No. of Board meetings attended during financial year 2023-24 : 5 |
| Date of first appointment on Board | 21 st February, 2022. |
| Membership / Chairmanship of Committees of Repco Home Finance Limited | Member of Risk Management Committee, CSR Committee, Stakeholders' Relationship Committee, Securities Allotment Committee, IT Strategy Committee and Management Committee |
| Directorships held in other companies | • Repco Micro Finance Limited |
| Membership / Chairmanship of committees in other companies | Member of Audit Committee, Risk Management Committee, IT Strategy Committee. |
| Listed entities from which the Director has resigned in the past three years | Nil |
| Number of shares held in the Company including as a beneficial owner | Nil |
| Details of Board Meetings attended by the Directors during FY 2023-24 | Refer to Corporate Governance Report |
| Relationship with Directors and KMPs | There is no relationship with other Directors on the Board and KMPs |



THE DETAILS REQUIRED AS UNDER THE LISTING REGULATIONS IN CONNECTION WITH THE MATERIAL RELATED PARTY TRANSACTIONS ARE GIVEN BELOW:

(Pursuant to Reg. 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015)

| Resolution No. | 5 |
|---|--|
| 1. Type, material terms and particulars of the proposed transaction | Availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting/recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein within the overall related party transaction limit of Rs.1300 Crore. |
| 2. Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise) | Repatriates Co-operative Finance & Development Bank Limited (Promoter) |
| 3. Tenure of the proposed transaction (particular tenure shall be specified); | Proposed transactions with related parties are continuous and ongoing basis and hence tenure of the transactions cannot be specifically provided. The Company will take approval of members every year for all the proposed material related party transactions as per the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable laws/ statutory provisions, if any. |
| 4. Value of the proposed transaction | The aggregate value of the existing as well as new related party transaction with Repatriates Co-operative Finance & Development Bank Limited would be Rs.1300 Crore. |
| 5. The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided); | <p>The annual consolidated turnover of the Company for the financial year 2023-24 is Rs. 1524.52 Crore.</p> <p>The related party transaction include availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein within the overall related party transaction limit of Rs.1300 Crore. The representation of the value for each related party transaction is operationally challenging since the same varies based on the business requirement and market conditions. However, the Company will ensure that the borrowing transactions, shall not exceed Rs. 1200 Crores i.e. 78.71% of annual consolidated turnover as of 31st March 2024. Transactions other than borrowing shall not exceed Rs. 100 Crores i.e., 6.56% of annual consolidated turnover as of 31st March 2024.</p> <p>The aggregate value of the related party transaction exceeds Rs.1000 Crores and would be considered material related party transaction. The Company will ensure that the aggregate transactions does not exceed the overall related party transaction limit of Rs.1300 Crore.</p> |
| 6. Justification as to why the RPT is in the interest of the listed entity; | The rates provided by the Promoter are competitive and also helps the Company in maintaining a comfortable liquidity position. |
| 7. A copy of the valuation or other external party report, if any such report has been relied upon; | Not applicable as the transactions are carried out at competitive and prevailing market prices. |
| 8. Any other information that may be relevant | Not applicable |