

RHFL/SE/10/2023-24

26th May, 2023

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001
BSE Security Code: 535322
Kind Attn: Listing Department

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai- 400051
NSE Symbol: REPCOHOME

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 31st March, 2023.

This disclosure will also be made available on the website of the Company, www.repcohome.com.

This is submitted for your information and records.

Thanking You,
Yours Faithfully,
For Repco Home Finance Limited

Ankush Tiwari
Company Secretary & Compliance Officer





G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES

Secretarial Compliance Report of REPCO HOME FINANCE LIMITED
for the financial year ended 31st March, 2023

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 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter :

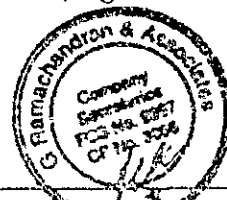
We G Ramachandran & Associates have examined:

- (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 31st March, 2023 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/Regulation/Regulation/ (Regulations/ circulars/ guidelines Circular No. including specific clause)	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Re-remarks
1	Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to appointment and continuation of a Non-Executive Director who has attained the age of 75 years	Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to appointment and continuation of a Non-Executive Director who has attained 75 years of age	Both NSE & BSE on 20 th May, 2022	Fine	As given below	Rs. 1,01,480/- each	As given below	As given below	As given below

Shri K.Sridhar was appointed by the Board as Non-Executive & Independent Director (Additional Director) of the Company on 21st September, 2017 for a period of 5 years. Thereafter, the shareholders at the Annual General Meeting (AGM) held on 25th 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 9th May, 2018 with effect from 1st April, 2019.



The Board noted that in the AGM notice wherein special resolution was passed on 25th 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 13th January, 2022 and approval of the shareholders was obtained on 13th February, 2022.

Subsequently, the Company received notices from BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) on 20th 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 1st January, 2022 to 13th 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 23rd May, 2022. The Board took a note of the same and also the representation made by the Company for withdrawal and refund of fine.

(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)	Regulatory/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ('SEBI LODR')	Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 ('SEBI LODR')	Non-compliance with requirements pertaining to appointment and continuation of Non-Executive Director who has attained 75 years of age	BSE & NSE on 21 st February, 2022	Fine	As given below	Rs.7,88,240/- each	As given below	As given below	As given below



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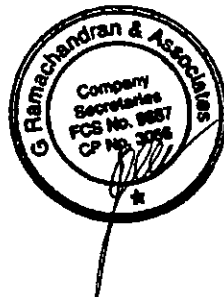


II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1	Compliances with the following conditions while appointing/re-appointing an auditor		
(i)	If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or	NA	There was no appointment / re-appointment of Auditors during the year under review.
(ii)	If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or	NA	
(iii)	If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year	NA	
2	Other conditions relating to resignation of statutory auditor		
(i)	Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee	NA	
a	In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings	NA	



b	In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.	NA	The Auditors have not resigned during the year under review.
c	The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor	NA	
(ii)	Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	NA	The Auditors have not resigned during the year under review.



III. 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	Secretarial Standards:		
	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	Adoption and timely updation of the Policies:		
	<ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	Yes	-
3	Maintenance and disclosures on Website:		
	<ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website. 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 	Yes	-
4	Disqualification of Director:		
	None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	-

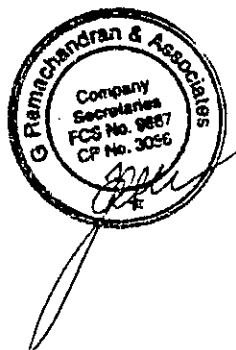


5	Details related to Subsidiaries of listed entities have been examined w.r.t.:		
a.	Identification of material subsidiary companies	NA	The listed entity does not have material or other subsidiaries
b.	Disclosure requirement of material as well as other subsidiaries	NA	
6	Preservation of Documents:		
	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	-
7	Performance Evaluation:		
	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	-
8	Related Party Transactions:		
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.		
9	Disclosure of events or information:		
	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	-



10	Prohibition of Insider Trading:		
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11	Actions taken by SEBI or Stock Exchange(s), if any:		
	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	Additional Non-compliances, if any:		
	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

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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: 26th May, 2023
UDIN: F009687E000385183