



REPCO HOME FINANCE LIMITED.

CIN : L65922TN2000PLC044655

RHFL/SE/61/2022-23

28th December, 2022

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Kind Attn: Listing Department

Dear Sir/Madam,

Sub: Postal Ballot Notice - Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 28th December, 2022 (the "Notice") together with the Explanatory Statement for seeking approval of Members of the Company by way of remote e-voting process only, for the businesses as set out in the aforesaid Notice.

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of Friday, 23rd December, 2022 ("Cut-off date") and whose e-mail IDs are registered with KFin Technologies Limited ("KFIN"), the Registrars & Share Transfer Agent of the Company or the Depository Participant(s).

In compliance with the Applicable Law, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose, the Company has engaged the services of KFin Technologies Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of remote e-voting	Saturday, 31 st December, 2022 at 09:00 A.M. (IST)
End of remote e-voting	Sunday, 29 th January, 2023 at 05:00 P.M. (IST)



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

The results of e-voting will be announced within 2 working days from the end of voting period and will be displayed on the Company's website and Kfintech e-voting website. The same will also be communicated to the Stock Exchanges.

The copy of the said Postal Ballot Notice is also being up loaded on the website of the Company i.e. www.repcohome.com , and on the website of KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.

This is submitted for information and records.

Thanking You,
Yours Faithfully,
For Repco Home Finance Limited

Ankush Tiwari
Company Secretary & Compliance Officer



REPCO HOME FINANCE LIMITED

CIN- L65922TN2000PLC044655

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

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

Sardar Patel Road, Guindy, Chennai - 600032

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

Website: www.repcohome.com

POSTAL BALLOT NOTICE

[Notice issued to members pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with rules made thereunder]

Dear Members,

NOTICE is hereby given that the approval of members of Repco Home Finance Limited (“the Company”) is being sought by way of resolutions as appended below to be passed by members of the Company through a Postal Ballot, only by way of remote e-voting process (“e-voting”), in terms of Section 108 and Section 110 of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the “Act”) read together with the Companies (Management and Administration) Rules, 2014, including any Statutory modification(s) or re-enactments thereof for the time being in force, and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“SS-2”) read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and pursuant to the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, and General Circular No. 3/2022 dated 5th May, 2022 (“MCA Circulars”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (“SEBI Circulars”) and other applicable laws, regulations, circulars, and directions if any (all the provisions, rules, standards and circulars, are collectively known as “Applicable Law”).

In terms of Applicable Law, the Postal Ballot Notice (the “Notice”) is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) or depository participants as of Friday, 23rd December, 2022 (“Cut-Off Date”) and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a remote e-voting facility to all its members to cast their votes electronically and for this purpose, the Company has engaged the services of KFin Technologies Limited (“KFintech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice, which are annexed hereto, and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 P.M. (IST) on Sunday, 29th January, 2023, failing which it will be considered that no reply has been received from the Member.

SPECIAL BUSINESSES:

Item No.1 – Appointment of Mr. R.Vaithianathan (DIN 05267804) as Non-Executive and Independent Director:

“**RESOLVED THAT** Mr. R.Vaithianathan (DIN 05267804) who was appointed as an Additional Director of the Company with effect from 11th November, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 read with the applicable clause of Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company in the category of Non-Executive and Independent Directors.

RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder and Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, Mr. R.Vaithianathan (DIN 05267804) who meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, and rules made thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive & Independent Director of the Company for a period of 4 consecutive years from 11th November, 2022 upto 10th November, 2026 and whose office shall not be liable to retire by rotation.”

Item No.2 – Appointment of Mrs. Usha Ravi (DIN 09788209) as Non-Executive and Independent Director:

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

“**RESOLVED THAT** Mrs. Usha Ravi (DIN 09788209) who was appointed as an Additional Director of the Company with effect from 11th November, 2022, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 read with the applicable clause of Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the Company in the category of Non-Executive and Independent Directors.

RESOLVED THAT in accordance with the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013, if any, read with rules made thereunder and Schedule IV to the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of the Master Direction-Non-Banking Financial Company-Housing Finance Company (Reserve Bank) Directions, 2021, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof, Mrs. Usha

Ravi (DIN 09788209) who meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, and rules made thereunder and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, be and is hereby appointed as a Non-Executive & Independent Director of the Company for a period of 4 consecutive years from 11th November, 2022 upto 10th November, 2026 and whose office shall not be liable to retire by rotation.”

By the order of the Board
For Repco Home Finance Limited

Sd/-
Ankush Tiwari
Company Secretary & Compliance Officer
ACS No. 38879

Place: Chennai
Date: 28th December, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Directors whose appointments are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure-A.
2. In accordance with the MCA Circulars this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as of Friday, 23rd December, 2022 (“Cut-Off Date”).
3. As per the relevant MCA Circulars, physical copies of the Notice, postal ballot forms, and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
4. This Postal Ballot Notice will also be available on the Company's website at www.repcohome.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote the green initiative and to enable the Company to provide all communications to the members through email.
6. For receiving a copy of the postal ballot notice electronically, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:
 - a) Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>
 - b) Select the Company Name i.e., Repco Home Finance Limited.
 - c) Select the Holding type from the drop-down i.e. - NSDL/CDSL/Physical
 - d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
 - e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
 - f) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - g) Enter the email address and mobile number.

- h) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as the email address for validation.
- i) Enter the OTPs received by SMS and email to complete the validation process. OTPs will be valid for 5 minutes only.
- j) The Notice and e-voting instructions along with the User ID and Password will be sent to the email address updated by the member.
- k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
- l) In case of queries, members are requested to write to einward.ris@kfintech.com or call the toll-free number 1800-309-4001.
7. Members whose names appear on the Register of Members / List of Beneficial Owners as of Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.
8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of Cut-off Date. It is, however, clarified that all Members of the Company as of Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.
9. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable relevant Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility, Secretarial Standard-2 and any amendments thereto, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged M/s.Kfin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at the corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Sunday, 29th January, 2023. Members who wish to inspect such documents are requested to send an email to cs@repcohome.com mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
11. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id cs@repcohome.com, from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number and copy of PAN card. Said queries shall be appropriately replied by the Company.

12. The e-voting period will commence from 9.00 A.M. (IST) on Saturday, 31st December, 2022 and ends at 5.00 P.M. (IST) on Sunday, 29th January, 2023. Members desiring to exercise their vote should cast their vote during this period and remote e-voting beyond the said period will not be allowed. The e-voting module shall be disabled by KFinTech for voting thereafter.
13. The Board has appointed Mr. G.Ramachandran of M/s. G Ramachandran & Associates, Company Secretaries, (FCS No. 9687, CoP No. 3056, Firm Registration No. S2015TN295500) having their office at F-10, Syndicate Residency, No. 3, Dr. Thomas First Street, Off.: South Boag Road, Near Murugan Kalyana Mandapam, T Nagar, Chennai-600017 to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
14. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Board or any person authorized by him. The results of e-voting will be announced within 2 working days from the end of e-voting period, and will be displayed on the Company's website www.repcohome.com. The same will also be communicated to National Stock Exchange of India Limited and BSE Limited where the equity shares of the company are listed and also to Kfin Technologies Limited.
15. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Sunday, 29th January, 2023 being the last date specified by the Company for e-voting.
16. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
17. The vote in this Postal Ballot cannot be exercised through proxy.
18. The instructions and other information relating to e-voting are as under:
 - i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
 - ii. **INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.**

In terms of the SEBI circular dated December 9, 2020 on the “e-voting facility provided by Listed Companies”, the 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. 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 the e-voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
<p>I. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsd.com. 2. Click on the "Beneficial Owner" icon under 'IDeAS' section. 3. Enter your User ID and Password for accessing IDeAS, 4. On successful authentication, you will enter your IDeAS service login. 5. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side. 6. Click on "Active e-voting Cycles" option under e-voting. <p>Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p>	<p>I. Users already registered for Easi/Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://web.cdslindia.com/myeasi/home/login. or https://www.cdslindia.com and click on New System Myeasi 2. Enter your User ID and Password for accessing Easi / Easiest. <p>Click on the Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.</p>
<p>II. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL: https://eservices.nsd.com. 2. Select "Register Online for IDeAS". 3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. 4. After successful registration, please follow steps given under Sr. No. I above to cast your vote. 	<p>II. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL: https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed to complete registration using your DP ID, Client ID, Mobile Number, etc. 3. After successful registration, please follow steps given under Sr. No. I above to cast your vote.

<p>III. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://www.evoting.nsdl.com 2. Click on the button "Login" available under "Shareholder / Member section". 3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. 4. On successful authentication, you will enter the e-voting module of NSDL. 5. Click on "Active E-voting Cycles / VC or OAVMs" option under e-voting. 6. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period. 	<p>III. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <ol style="list-style-type: none"> 1. Click on URL: www.cdslindia.com 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CDSL. 5. Click on Company name or e-voting service provider and you will be re-directed to KFinTech website for casting the vote during the remote e-voting period.
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PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS/WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access the e-voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts/websites of Depository Participants registered with NSDL/CDSL. An option for "e-voting" will be available once they have successfully logged in through their respective logins. Click on the option "e-voting" and they will be redirected to e-voting modules of NSDL/CDSL (as may be applicable). Click on the e-voting link available against the name of the Company or select e-voting service provider "KFinTech" and you will be re-directed to the e-voting page of KFinTech to cast your vote without any further authentication.

Important note:

Members who are unable to retrieve User ID/Password are advised to use "Forgot User ID"/"Forgot Password" options available on the websites of Depositories/Depository Participants.

Contact details in case of technical issue on NSDL website.	Contact details in case of technical issue on CSDL website
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

iii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY NON-INDIVIDUAL MEMBERS AND MEMBERS HOLDING SHARES IN PHYSICAL FORM.

Login method for non-individual members and members holding shares in physical form are given below:

1. Initial password is provided in the body of the email.
2. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

User ID: For Members holding shares in Demat Form:- For NSDL: 8 character DP ID followed by 8 digits Client ID. For CDSL: 16 digits beneficiary ID.

User ID: For members holding shares in Physical Form:

Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice.

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons.

4. After entering the details appropriately, click on LOGIN.
5. You will 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, e-mail address, etc. on first login.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.
 7. On successful login, the system will prompt you to select the EVENT number of the Company.
 8. On the voting page, the number of shares (which represents the number of votes) held by you as of the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as of the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
 9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
 10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
 11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
 12. Corporate/Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution/Power of Attorney/Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: gr@gramcsfirm.com with a copy marked to einward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.
- iv.** In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections/e-voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, Corporate Registry at KFinTech, (Unit: Repco Home Finance Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at eniward.ris@kfintech.com or call KFinTech toll free number 1-800-309-4001.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESSES:

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 11th November, 2022, appointed Mr. R.Vaithianathan (DIN 05267804) as an Additional Director in the category of Non-Executive & Independent Director for a period of 4 consecutive years from 11th November, 2022 upto 10th November, 2026, subject to the approval of the shareholders. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013. Also, the Company has received requisite declarations from Mr. R.Vaithianathan.

Mr. R.Vaithianathan has 35 years of Leadership experience within the Tata Group. His expertise, leadership abilities, and knowledge will be helpful for the growth of the company.

He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. He does not hold any equity shares of the Company.

In the opinion of the Board, Mr. R.Vaithianathan is a person of integrity and fulfils the conditions specified under the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

Other details of Mr. R.Vaithianathan are provided in Annexure-A to this Notice pursuant to the provision of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 1, 2022, the approval of the shareholders is required to be taken for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Your Directors recommend the passing of the special resolution proposed at Item No.1 of the Notice.

No Director, other than Mr. R.Vaithianathan or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.2

Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 11th November, 2022, appointed Mrs. Usha Ravi (DIN 09788209) as an Additional Director in the category of Non-Executive & Independent Director for a period of 4 consecutive years from 11th November, 2022 upto 10th November, 2026, subject to the approval

of the shareholders. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013. Also, the Company has received requisite declarations from Mrs. Usha Ravi.

Mrs. Usha Ravi has 39 years of banking industry experience. Her expertise, leadership abilities, and knowledge will be helpful for the growth of the company.

She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. She does not hold any equity shares of the Company.

In the opinion of the Board, Mrs. Usha Ravi is a person of integrity and fulfils the conditions specified under the Companies Act, 2013 read with rules made thereunder and the Listing Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is independent of the Management.

Other details of Mrs. Usha Ravi are provided in Annexure-A to this Notice pursuant to the provision of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 1, 2022, the approval of the shareholders is required to be taken for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Your Directors recommend the passing of the special resolution proposed at Item No.2 of the Notice.

No Director, other than Mrs. Usha Ravi or any key managerial personnel or the relatives of the directors or key managerial personnel is in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board
For Repco Home Finance Limited

Sd/-
Ankush Tiwari
Company Secretary & Compliance Officer
ACS No. 38879

Place: Chennai
Date: 28th December, 2022

Annexure-A

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

Resolution No.	1
Name of the Director	Mr. R.Vaithianathan
Director Identification Number	05267804
Age	69 Years and 7 Months
Nationality	Indian
Qualification	Mr. R.Vaithianathan is a Chartered Accountant and Cost Accountant by qualification.
Nature of expertise in specific functional areas	Mr. R.Vaithianathan has 35 years of Leadership experience within the Tata Group out of which last 6 years was as Managing Director of Tata Capital Housing Finance Limited. In Tata Capital Housing Finance Limited, he strategized and successfully built business from scratch to Rs.21,000 Crores book. He developed a strong network and business and built relationship with NHB, MCHI-CREDAI, and more than 100 super Cat-A builders. He created employee base of 2000 in Mortgage Business and more than 100 retail outlets. His expertise, leadership abilities, and knowledge will be helpful for the growth of the company.
No. of shares held	Nil
Terms and conditions of appointment along with details of remuneration to be paid	For a period of 4 consecutive years from 11 th November, 2022 upto 10 th November, 2026 and whose office shall not be liable to retire by rotation. He will receive sitting fee for attending the Board and Committee Meetings.
Remuneration last drawn by such person, if applicable	Mr. R.Vaithianathan has not been paid any remuneration during his tenure with the Company till the date of this Postal Ballot Notice except sitting fee for attending a Board Meeting held on 13 th December, 2022.
Date of first appointment on Board	11 th November, 2022
Membership of Committees of Repco Home Finance Limited	Audit Committee, Risk Management Committee and Management Committee
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil
Details of Board Meetings attended by the Directors	1

during the year	
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs.
Listed entities from which the person has resigned in the past three years	Nil

Resolution No.	2
Name of the Director	Mrs. Usha Ravi
Director Identification Number	09788209
Age	61 Years and 4 Months
Nationality	Indian
Qualification	Mrs. Usha Ravi holds a Bachelor's degree in Science and is also a Certified Associate of Indian Institute of Bankers.
Nature of expertise in specific functional areas	Mrs. Usha Ravi has 39 years of banking industry experience. In her last role she was associated with IDBI Bank and Exim Bank as Chief Vigilance Officer. During her banking career, she was a core team member of Dena Bank responsible for automation and implemented the migration to the core banking solutions. She was also part of various Committees including Investment Committee, Credit Committees, in-house Committees of the Dena Bank. Her expertise, leadership abilities, and knowledge will be helpful for the growth of the company.
No. of shares held	Nil
Terms and conditions of appointment along with details of remuneration to be paid	For a period of 4 consecutive years from 11 th November, 2022 upto 10 th November, 2026 and whose office shall not be liable to retire by rotation. She will receive sitting fee for attending the Board and Committee Meetings.
Remuneration last drawn by such person, if applicable	Mrs. Usha Ravi has not been paid any remuneration during his tenure with the Company till the date of this Postal Ballot Notice except sitting fee for attending a Board Meeting held on 13 th December, 2022.
Date of first appointment on Board	11 th November, 2022
Membership of Committees of Repco Home Finance Limited	Nomination & Remuneration Committee and IT Strategy Committee
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil

Details of Board Meetings attended by the Directors during the year	1
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs.
Listed entities from which the person has resigned in the past three years	Nil