

September 13, 2013

RHFL/NSE/20/2013

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

Dear Sir,

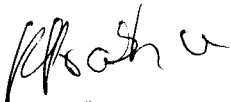
NSE Symbol- REPCOHOME
ISIN: INE612J01015

Sub: Proceedings of the Annual General Meeting-Clause 31(d) of the Listing agreement

We enclose herewith a copy of the proceedings of the 13th Annual General Meeting of the Company held on September 13, 2013.

This is submitted for your kind information and records.

For Repco Home Finance Limited



Company Secretary



PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING OF THE COMPANY
HELD ON SEPTEMBER 13, 2013 AT 2.30 PM AT NARADA GANA SABHA (MINI
HALL), NO. 314, T.T.K.ROAD, ALWARPET, CHENNAI-600018

The meeting was attended by the following Directors:

Shri.Thomas Paul Diamond – Chairman of the meeting
Shri.V.Nadanasabapathy
Shri.G.R.Sundaravadivel
Shri. C.Thangaraju
Shri.R.Varadarajan – Managing Director

Shri.Thomas Paul Diamond chaired the meeting pursuant to his selection in consonance with Article 64 of the Articles of Association of the Company. Since the requisite quorum was present, the Chairman put the meeting to order.

The Chairman welcomed all the shareholders, directors, auditors and other dignitaries to the meeting.

198 shareholders were present at the meeting.

With the permission of the members, the notice convening the meeting was taken as read. Thereafter the various resolutions pertaining to the annual general meeting were taken up

1. The Chairman took up the resolution for Adoption of the accounts and report of the auditors and Directors for the financial year ended 31st March 2013.

Shri.Padmanabhan Shareholder (DP ID IN301313 Client ID 20794645) inter alia suggested that the Company consider a higher dividend in the ensuing year, consider tapping public deposits and diversify its funding sources. The Managing Director replied that these suggestions would be given due weightage. The resolution was proposed by Shri.V.Raghu (DP ID IN301313 Client ID 21547088) and seconded by Shri.Rishabh Chindalia (DP ID IN300142 Client ID 10712867).

The House passed the following resolution unanimously by show of hands.

RESOLVED THAT the Profit and Loss Account for the year ended 31st March 2013, the Balance sheet as at that date and the Report of the Directors and Auditors as laid before the meeting be and are hereby adopted.

2. The Chairman stated that the second item pertains to declaration of dividend for the year 2012-13

The resolution was proposed by Shri.Chandrasekaran (DP ID IN301313 Client ID 21203207) and seconded by Shri.B.V.Ravikumar (DP ID IN300378 Client ID 10285790).



The House passed the following resolution unanimously by show of hands.

RESOLVED THAT a dividend of Rs.1.10 per share be and is hereby declared on the equity shares of the Company for the financial year ended 31st March 2013".

3. The Chairman stated that the third item related to re-appointment of Shri.T.S.KrishnaMurthy, director retiring by rotation. He further stated that Shri.T.S.KrishnaMurthy was eligible for re-appointment.

The resolution was proposed by Shri.Chandrasekaran (DP ID IN301313 Client ID 21203207) and seconded by Shri.B.V.Ravikumar (DP ID IN300378 Client ID 10285790).

The House passed the following resolution unanimously by show of hands.

"RESOLVED THAT Shri.T.S.KrishnaMurthy who retires by rotation and who is himself eligible for re-appointment be and is hereby appointed as a director."

4. The Chairman stated that the fourth item related to re-appointment of Shri V. Nadasabapathy, director retiring by rotation. He further stated that Shri V. Nadasabapathy was eligible to seek re-appointment

The resolution was proposed by Shri.Ramachandran (DP ID IN300513 Client ID 14075709) and seconded by Shri.Ashokan (DP ID 40800 Client ID 1304080000008692).

The House passed the following resolution unanimously by show of hands.

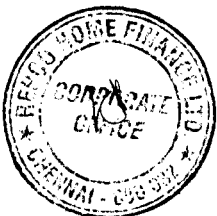
"RESOLVED THAT Shri V. Nadasabapathy, who retires by rotation and who is himself eligible for re-appointment be and is hereby appointed as a director.

5. The Chairman stated that the fifth item related to re-appointment of auditors of the Company

The resolution was proposed by Shri.Thiruvengadam (Folio NO RHF0000006) and seconded by Shri.V.Raghu (DP ID IN301313 Client ID 21547088).

The House passed the following resolution unanimously by show of hands.

"Resolved that M/s. R.Subramanian And Company, Chartered Accountants, Chennai, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the next Annual General Meeting, on a remuneration of Rs.16.50 lakhs (Rs. 12 Lakhs towards statutory audit fee, Rs. 1 lakh per quarter for quarterly limited review certifications and Rs. 50,000 towards Corporate Governance Certification)."



6. The Chairman stated that the sixth item pertains to increasing the borrowing limit of the Company from Rs.4000 Crore to Rs. 10,000 Crore

The resolution was proposed by Shri.D.Premchandar (DP ID IN300513 Client ID 14209735) and seconded by Shri.Sivaiah (Folio NO RHF0000005).

The House passed the following resolution unanimously by show of hands.

"RESOLVED THAT pursuant to Sec.293 (1)(d) of the Companies Act,1956, the Board of Directors of the Company are hereby authorized to borrow from time to time moneys (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) for the purpose of the Company in excess of the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves not set apart for any specific purpose), provided that the total amounts of such borrowings together with the amount already borrowed and outstanding shall not exceed Rs.10,000.00 crores (Rupees Ten Thousand Crores only)."

7. The Chairman stated that the seventh item pertains to enhancement of performance incentive payable to Shri.R.Varadarajan, Managing Director and approval for Cash award to the Managing Director

The resolution was proposed by Shri.K.Ashok (DP ID IN300394 Client ID 15410922) and seconded by Shri.D.Premchandar (DP ID IN300513 Client ID 14209735).

The House passed the following resolution unanimously by show of hands.

RESOLVED THAT the performance incentive payable to Shri.R.Varadarajan, Managing Director be enhanced from the existing 1% of Net Profit subject to a ceiling of Rs.7.50 lakh p.a. to 1 % of Net Profit subject to a ceiling of Rs.10.50 lakh p.a. in accordance with Part II of Schedule XIII of the Act and payable from the financial year 2013-14 for the performance in the previous year."

RESOLVED FURTHER THAT pursuant to Schedule XIII and other applicable provisions, if any, of the Companies Act 1956, including statutory modification(s) or re-enactments thereof for the time being in force, Shri.R.Varadarajan, be paid a one time cash award of Rs.10,00,000 (Rupees Ten Lakh only) in recognition of the efforts put in for successful completion of the initial public offering in addition to the annual performance incentive.

8. The Chairman stated that the eighth item related to appointment of Shri.B.Anand as a Director of the Company

The resolution was proposed by Shri.Ramachandran (DP ID IN300513 Client ID 14075709) and seconded by Shri.P.Natarajan (DP ID IN301313 Client ID 21551907).

The House passed the following resolution unanimously by show of hands.



“RESOLVED THAT Shri.B.Anand who was appointed as Additional Director in the meeting of the Board of Directors of the Company held on May 10, 2013 and who holds office as such up to the date of the 13th Annual General Meeting and in respect of whom the Company, be and has received in writing proposing his candidature for the office of a Director is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. The Chairman stated that the ninth item related to appointment of Shri. Iqbal Singh Chahal as a Director of the Company

The resolution was proposed by Shri.T.Karunakaran (DP ID IN303028 Client ID 51011308) and seconded by Shri.P.Natarajan (DP ID IN301313 Client ID 21551907).

The House passed the following resolution unanimously by show of hands.

“RESOLVED THAT Shri.Iqbal Singh Chahal who was appointed as Additional Director in the meeting of the Board of Directors of the Company held on May 10, 2013 and who holds office as such up to the date of the 13th Annual General Meeting and in respect of whom the Company, be and has received in writing proposing his candidature for the office of a Director is hereby appointed as a Director of the Company, liable to retire by rotation.”

10. The Chairman stated that the tenth item pertains to Employee Stock Option Scheme

The resolution was proposed by Shri.K.Ashok (DP ID IN300394 Client ID 15410922) and seconded by Shri.T.Karunakaran (DP ID IN303028 Client ID 51011308).

The House passed the following resolution unanimously by show of hands.

RESOLVED THAT in accordance with the provisions of Section 81 of the Companies Act, 1956 (including any amendment thereto or modification(s) or re-enactments thereof, the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time (the Guidelines), the provisions of any regulations/guidelines prescribed by the Securities and Exchange Board of India and or/the Reserve Bank of India (RBI), the provisions of any other applicable laws and regulations, the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to any applicable approval(s), permission(s) and sanction(s) of any authorities and subject to any condition(s) and modification(s) as may be prescribed or imposed by such authorities while granting such approval(s), permission(s) and sanction(s) and which may be agreed to and accepted by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include the Compensation Committee, for the time being authorised by the Board of Directors to exercise the powers conferred on the Board of Directors by this resolution and / or such other persons who may be authorised in this regard by the Board of Directors), consent of the members be and is hereby accorded to the Board to grant, offer, issue and allot, in one or more tranches, to such present and future employees, whether working in India or outside



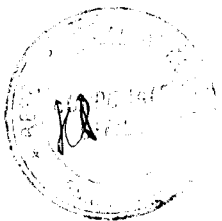
India, which expression shall include the Director(s) in the whole-time employment of the Company (collectively "The Employees"), as may be decided by the Board, 9,27,835 (Nine Lakh Twenty Seven Thousand, Eight Hundred and Thirty Five equity stock options, convertible into 9,27,835 equity shares of the nominal face value of Rs.10 (Rupees Ten only per share) under an employee stock option plan (hereinafter referred to "ESOS") on the terms and conditions as set out in the Explanatory Statement to this item in the Notice, at such price and on such other terms and conditions as may be decided by the Board in its absolute discretion;

RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms, as approved by the members, the Board or such person who may be authorised in this regard by the Board, be and is hereby authorised to implement, formulate, evolve, decide upon and bring into effect the ESOS on such terms and conditions as contained in the Explanatory Statement to this item in the Notice and to make any modification(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ESOS, from time to time, including but not limited to, amendment(s) with respect to vesting period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ESOS in such manner as the Board may determine.

RESOLVED FURTHER THAT the determination of the consideration payable by an employee in respect of the aforementioned equity stock options, convertible into equity shares, by the Board or such person who may be authorized in this regard by the Board, may be divided into two parts. The first part of the consideration shall comprise of a fixed consideration, which shall be equivalent to the face value of the equity shares, and the second part shall comprise of a variable amount, to be determined by the Board, or such person who may be authorized in this regard by the Board, in its absolute discretion

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the equity shares allotted in accordance with the ESOS on the Stock Exchanges where the securities of the Company are listed as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the Guidelines and other applicable laws and regulations

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board or any other person authorised in this regard by the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to framing rules relating to taxation matters arising out of grant / exercise of stock options and execute all such deeds, documents, instruments and writings as it may in its / his / her absolute discretion deem necessary or desirable and pay fees and commission and incur expenses in relation thereof



RESOLVED FURTHER THAT the Board or any other person authorised in this regard by the Board be and is hereby authorised to settle all questions, difficulties or doubts that may arise in relation to the implementation of the ESOS and to the shares (including to amend or modify any of the terms thereof) issued herein without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by authority of this resolution

RESOLVED FURTHER THAT no single employee shall be granted options under the ESOS entitling such employee to equity shares in the Company which would represent more than 1% of the paid-up share capital of the Company as on the date of grant of options, and that the minimum number of options that can be granted under the forthcoming schemes as well as the existing schemes is zero

RESOLVED FURTHER THAT the equity shares to be issued as stated aforesaid shall rank pari-passu with all the existing equity shares of the Company for all purposes

As there was no other business to be transacted the Chairman declared the meeting as closed.

