

REPCO HOME FINANCE LIMITED.

(Promoted by REPCO BANK-Govt. of India Enterprise)

CIN : L65922TN2000PLC044655

RHFL/NSE/50/2015-16**November 24, 2015**

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

Sir,

Sub: Postal Ballot Notice

Pursuant to Clause 31 of the Listing agreement, please find attached herewith six copies of the Postal Ballot Notice as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with the explanatory statement under Section 102 of the Companies Act, 2013, pertaining to the special resolutions to be passed by the Members of the Company.

The Postal Ballot notice has been sent through electronic mode to the Members whose email ids are registered with the Depository participants or the Registrar & Transfer Agent. For the remaining Members, the Postal Ballot notice has been sent by registered post. The Postal Ballot Notice is also available on the Company's website (www.repcohome.com).

In compliance with the provisions of Section 108,110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Clause 35B of the Listing Agreement with stock exchanges, the Company is pleased to provide the members, with the facility to exercise their vote by electronic means provided by M/s. Karvy Computershare Private Limited ("Karvy"). The voting period will commence on November 26, 2015 at 9:00 Hours IST and ends on December 26, 2015 at 17:00 Hours IST.

The Company has appointed Mr. G.Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The results of the Postal Ballot will be announced on December 28, 2015.

This is submitted for your information and records.

Thanking You,

Yours Faithfully,


Company Secretary

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 Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Clause 35B of the Listing Agreement with stock exchanges and other applicable laws and regulations that the resolution appended are proposed to be passed by way of Postal Ballot/E-voting. The Explanatory Statement pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Company has appointed Mr. G.Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 17:00 Hours IST on December 26, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member. Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'.

The Scrutinizer will submit his report to the Chairman of the Company on or before December 28, 2015. The result of postal ballot (including e-voting) shall be declared on December 28, 2015 and communicated to the BSE Limited and the National Stock Exchange of India Limited and it shall also be displayed on the Company's website www.repcohome.com.

SPECIAL BUSINESS

Item No.1 - Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc.

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the Company, are hereby authorised to sell, lease, mortgage and/or create charge(s), hypothecation(s) in addition to the existing mortgages, charge(s), hypothecation(s) created by the Company on all or any of the assets and properties both immovable and movable, including whole or any part of the undertaking of the Company and further to issue covenants for negative pledges/negative liens in respect of the said assets and properties and for the purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including power(s) of attorney in favour of all or any of the persons, firms, bodies corporate, banks, financial institutions, trustees, as and by way of security for the due repayment of the sums of money together with interest or other money(ies) due thereon, if any, already borrowed or to be borrowed by the Company within the overall limits of Rs.15000 crore".

Item No.2 - Approval for Related Party Transactions

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

"RESOLVED that pursuant to Clause 49 of Listing Agreement(s) executed with the Stock Exchanges including any amendment, modification or re-enactment thereof, approval of the members of the Company hereby is accorded for entering into any contracts or arrangements with the Repco Bank, the Promoter of the Company with respect to the transactions entered into or to be entered into with respect to 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, for an amount not exceeding Rs.650 Crore (Rupees Six Hundred and Fifty Crore) only."

“RESOLVED FURTHER that all the Related Party Transactions with respect to entering into contract(s)/arrangements with respect to the transactions as detailed above already entered into by the Company with the Related Party(ies) upto date are hereby ratified.”

“RESOLVED FURTHER that the Board of Directors of the Company and/or Audit Committee is hereby authorised 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 resolutions.”

By the order of the Board

Place: Chennai
Date: 04 November 2015

K.Prabhu
Company Secretary

Notes

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 20, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on November 20, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to cs@repcohome.com.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on November 20, 2015. The e-voting period commences on November 26, 2015 (9.00 a.m. IST) and ends on December 26, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 20, 2015, may cast their vote electronically.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by KARVY. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the Self stamped envelope to the Scrutinizer at the address mentioned below, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 Hours IST) on December 26, 2015.

The Scrutinizer
Karvy Computershare Pvt. Ltd
Unit : - Repco Home Finance Limited
Karvy Selenium Tower B, Plot No 31 & 32
Financial District,
Nanakramguda, Serilingampally Mandal
Hyderabad – 500 032, Telangana State, India

If any postal ballot form is received after 17:00 Hours IST on December 26, 2015 it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman of the Company duly authorized, on December 28, 2015 and will also

be displayed on the website of the Company (www.repcohome.com), besides being communicated to the Stock Exchanges on the said date.

12. The date of declaration of results of the postal ballot, i.e. December 28, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till December 26, 2015.
14. Voting through electronic means (E-Voting)

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Computershare Private Limited (“Karvy”) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (KCPL) on all resolutions set forth in this Notice.

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number 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 Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on “LOGIN”.
 - iv. You will now reach 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 “EVENT” i.e., Repco Home Finance Limited.
 - 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 not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder 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. Shareholders 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, 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email gr@gramscfirm.com with a copy marked to evoting@karvy.com.
- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]
 - (i) E-Voting **Event Number** – (EVEN), User ID and Password is provided with the postal ballot notice.
 - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

In terms of Section 180(1)(a) and all other applicable provisions, if any of the Companies Act, 2013, an authorisation/ consent by the members of the Company is required to mortgage and/or to create charge on all or any of the assets and properties immovable and movable, including undertaking(s) of the Company and further to issue covenants for negative pledges/ negative liens in respect of the said assets and properties and for the purpose, to do and perform all such acts, deeds, matters and things as may be necessary, desirable or expedient and further to execute the required documents including powers of attorney in favour of all the lenders as and by way of security for the due repayment of sums of money together with interest or other moneys due thereon, if any, such borrowings being within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) of the Companies Act, 2013.

The above said authorisation(s)/consent by the members of the Company are to be made to the Board of Directors by means of a Special Resolution, which shall be within the overall limits of the borrowing powers of the Board of Directors of the Company as determined from time to time by the shareholders pursuant to Section 180(1)(c) and all other applicable provisions, if any of the Companies Act, 2013. Currently the borrowing power of the Company stands at Rs. 15,000 Crore.

This resolution is essential for the Company to create charge on all or any of the assets with regard to its borrowings as security and hence imperative for the routine operations of the Company.

Your Directors recommend the passing of the resolution proposed at Item No.1 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. 2

In terms of revised Clause 49 of the Listing Agreement(s) which has come into operation with effect from October 01, 2014, as amended from time to time, all material Related Party Transactions (transactions exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company) shall require prior approval of the shareholders through special resolution and the related parties shall abstain from voting on such resolutions.

The Company has been entering into contracts and arrangements with the promoter bank viz., Repco Bank since incorporation, in the ordinary course of business. The Company has been availing 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 etc.

The overall related party transactions of the Company with Repco Bank outstanding as on 30 September 2015 was around Rs.544.68 Crore. The Company proposes to continue entering into contracts and arrangements with Repco Bank upto an aggregate extent of Rs.650 Crore. Since, the proposed related party transaction is a material transaction, prior approval of the members is sought by way of special resolution.

Hence, approval/ratification of the shareholders of the Company is requested for the material related party transactions which would be entered into or already entered into by the Company with Repco Bank and/or its subsidiaries for an amount not exceeding Rs.650 Crore (Rupees Six Hundred and Fifty Crore) only.

The transactions entered into with Repco Bank are in ordinary course of business and are at arms' length.

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

Except Shri.R.Varadarajan, Managing Director, 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

Place: Chennai
Date: 04 November 2015

K.Prabhu
Company Secretary

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 FORM

Serial No. : BALNO

1. Name(s) & Registered Address of the sole / first named Member : HOLDER
HOLDER_ADD
HOLDER_AD1
HOLDER_AD2
HOLDER_AD3
PIN : HOLDER_PIN
2. Name(s) of the Joint-Holder(s), if any : SECOND
THIRD
3. Registered Folio Number / DP ID No / Client ID No.* * : DPID / HOLDER_FOL
(Applicable to investors holding Shares in dematerialized form)
4. Number of Share(s) held : TOTAL_SHAR

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box below:

Resolution No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution - Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc			
2.	Special Resolution - Approval for Related Party Transactions			

Place :

Date :

Signature of the Member

The e-voting facility is available at the link <https://evoting.karvy.com>. The electronic voting particulars are set out as follows:

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD
EVENT_NO	USER_ID	PWD
The e-voting facility will be available during the following voting period:		
Commencement of e-voting	End of e-voting	
November 26, 2015 at 9:00 Hours IST	December 26, 2015 at 17:00 Hours IST	

Note: Please read carefully the instructions printed overleaf before exercising the vote through this form and for e-voting, please refer the instructions for e-voting in the notice attached herewith.

INSTRUCTIONS

1. Members may fill up the Postal Ballot Form and return the Form duly completed to The Scrutinizer, Repco Home Finance Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad –500032, so as to reach by 5.00 pm on December 26, 2015. The Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. M/s Karvy Computershare Pvt. Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/CLIENT ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Postal Ballot Notice and are also placed on the website of the Company, www.repcohome.com and <https://evoting.karvy.com>. For further details members are requested to refer the same.
11. In case of any query, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KCPL on 040 6716 1606 & Toll Free No.1800 3454 001.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date November 20, 2015.
13. The e-voting period commences on November 26, 2015 (9.00 a.m. IST) and ends on December 26, 2015 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on November 20, 2015, may cast their vote electronically.
14. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.