

RHFL/SE/70/2016-17

November 25, 2016

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

Sir,

Sub: Postal Ballot Notice

We hereby inform you that the Company is conducting a postal ballot for seeking the approval of the members of the Company on the resolution as set out in the Postal Ballot Notice. In this regard, pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the Postal Ballot form. The notice is being dispatched to the members of the Company whose names appear in the register of members on November 04, 2016 (Cut-off date). The dispatch of notice will be completed by November 26, 2016.

The Postal Ballot notice is being 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 is being 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 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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 28, 2016 at 9:00 Hours IST and ends on December 27, 2016 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 or before December 29, 2016.

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"), and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of Postal Ballot/E-voting. The Explanatory Statement pertaining to the resolutions 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 27, 2016 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 29, 2016. The result of postal ballot (including e-voting) shall be declared on or before December 29, 2016 and communicated to the Stock Exchanges (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- Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association

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

"RESOLVED THAT pursuant to the provisions of Section 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and such other rules and regulations, as may be applicable, the existing Clause 19 of the Incidental or Ancillary Objects clause III (B) of the Memorandum of Association of the Company be altered by replacing it with the following clause:

Existing Clause 19:

To enter into a partnership or into any arrangement for sharing or pooling profits, amalgamation, union of interests, co-operation, joint venture or reciprocal concession or otherwise or amalgamate with any company carrying on or engaged in or about to carry in any business or transactions which this company is authorized to carry on or engage in any business undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company.

Revised Clause 19:

To amalgamate with any company carrying on or engaged in or about to carry in any business or transactions which this company is authorized to carry on or engage in any business undertaking or transactions which may seem capable of being carried on or conducted so as directly or indirectly to benefit the company in accordance with the provisions of The

Companies Act, 2013 including any statutory modification(s) or re-enactment thereof and other applicable statutory provisions for the time being in force .

RESOLVED FURTHER THAT Shri.K.Prabhu, Company Secretary, be and is hereby authorised to do all such acts, deeds and things as may be required to give effect to the above resolution.”

By the order of the Board

Sd/-

Place: Chennai
Date: November 08, 2016

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 04, 2016. 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 04, 2016 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 November 04, 2016. The e-voting period commences on November 28, 2016 (9.00 a.m. IST) and ends on December 27, 2016 (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 04, 2016, may cast their vote electronically.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder along with applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution 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 27, 2016.

The Scrutinizer
Repco Home Finance Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad –500032

If any postal ballot form is received after 17:00 Hours IST on December 27, 2016 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 or before December 29, 2016 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, 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 27, 2016.

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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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:

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@gramcsfirm.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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As per Paragraph 32A(1) of NHB Directions, 2010, no housing finance company shall contribute to the capital of a partnership firm or become a partner of such firm. Accordingly the reference to the word partnership is sought to be done away with in clause 19 of the Incidental on Ancillary object clause III (B) of the Memorandum of Association of the company.

The consent of the shareholders by passing a Special Resolution is required in this regard. The Act provides that resolution for amending Memorandum has to be done via Postal Ballot only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014. The entire set of proposed memorandum of association is available in the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day between 11.00 a.m. to 6.00 p.m. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Corporate Office of the Company.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.

By the order of the Board

Sd/-

Place: Chennai

Date: November 08, 2016

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. :

1. Name(s) & Registered Address of the :
sole / first named Member

2. Name(s) of the Joint-Holder(s), if any :

3. Registered Folio Number / DP ID No / :
Client ID No.* *

(Applicable to investors holding Shares
in dematerialized form)

4. Number of Share(s) held :

I / We hereby exercise my / our vote in respect of the Ordinary 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:

SNo	Brief particulars of the item	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution - Amendment of Incidental or Ancillary Objects Clause of the Memorandum of Association			

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
The e-voting facility will be available during the following voting period:		
Commencement of e-voting	End of e-voting	
November 28, 2016 at 9:00 Hours IST	December 27, 2016 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 27, 2016. 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 44655000 & 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 04, 2016.
13. The e-voting period commences on November 28, 2016 (9.00 a.m. IST) and ends on December 27, 2016 (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 04, 2016, 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.