

**RHFL/SE/39/2016-17**

**September 22, 2017**

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: Voting Results of the 17<sup>th</sup> Annual General Meeting pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We enclosed herewith the Voting Results in respect of the resolutions as set out in the Notice convening the 17<sup>th</sup> Annual General Meeting of the Company, pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Section 108 of the Companies Act, 2013, we also enclose the Consolidated report issued by Ms. G.Ramachandran & Associates, Companies Secretaries, the Scrutinizer for e-voting and poll at the 17<sup>th</sup> Annual General Meeting.

The results are also being hosted on the Company's website ([www.repcohome.com](http://www.repcohome.com)).

This is submitted for your kind information and records.

Thanking You,

Yours Faithfully,  
For Repco Home Finance Limited

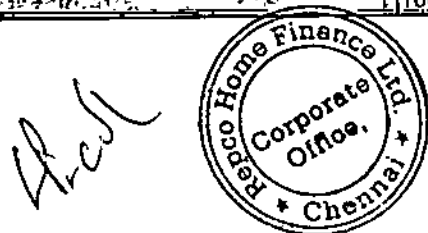
Company Secretary

Encl: As above

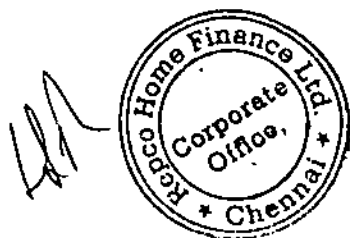


|                                                                               |                            |
|-------------------------------------------------------------------------------|----------------------------|
|                                                                               | REPCO HOME FINANCE LIMITED |
| Date of the AGM/EGM                                                           | 21-09-2017                 |
| Total number of shareholders on record date                                   | 26147                      |
| No. of shareholders present in the meeting either in person or through proxy: |                            |
| Promoters and Promoter Group:                                                 | 1                          |
| Public:                                                                       | 275                        |
| No. of Shareholders attended the meeting through Video Conferencing           |                            |
| Promoters and Promoter Group:                                                 | Not Applicable             |
| Public:                                                                       | Not Applicable             |

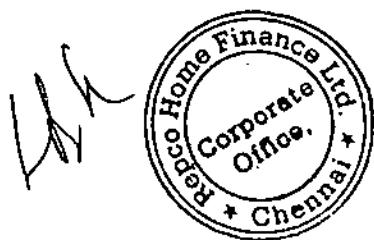
|                                          |                                 |                        |                         |                                                            |                              |                            |                                                         |                                                       |
|------------------------------------------|---------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution No.                           | 1                               |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Resolution required: (Ordinary/ Special) | ORDINARY - Adoption of accounts |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Interested in the agenda/resolution?     | No                              |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Category                                 | Mode of Voting                  | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group              | E-Voting                        | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                          | Poll                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                          | Postal Ballot (if applicable)   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                          | Total                           |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                     | E-Voting                        | 30799468               | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                          | Poll                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                          | Postal Ballot (if applicable)   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                          | Total                           |                        | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100                                                     | 0                                                     |
| Public- Non Institutions                 | E-Voting                        | 8531288                | 51539                   | 0.6041                                                     | 51539                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                          | Poll                            |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                          | Postal Ballot (if applicable)   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                          | Total                           |                        | 64039                   | 0.7506                                                     | 64039                        | 0                          | 100                                                     | 0                                                     |
| Total                                    |                                 | 62561362               | 46684895                | 74.6226                                                    | 46684895                     | 0                          | 100.0000                                                | 0.0000                                                |



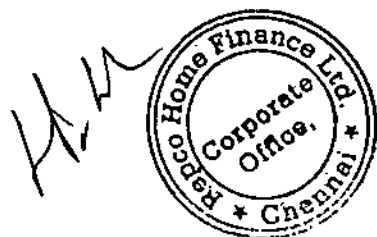
|                                                                           |                                    |                        |                         |                                                            |                              |                            |                                                         |                                                       |
|---------------------------------------------------------------------------|------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution No.                                                            | 2                                  |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Declaration of dividend |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                 |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Category                                                                  | Mode of Voting                     | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – In favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group                                               | E-Voting                           | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                              |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                                                      | E-Voting                           | 30799468               | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                              |                        | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100                                                     | 0                                                     |
| Public- Non Institutions                                                  | E-Voting                           | 8531288                | 51539                   | 0.6041                                                     | 51539                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                               |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                              |                        | 64039                   | 0.7506                                                     | 64039                        | 0                          | 100                                                     | 0                                                     |
| Total                                                                     |                                    | 62561362               | 46684895                | 74.6226                                                    | 46684895                     | 0                          | 100.0000                                                | 0.0000                                                |



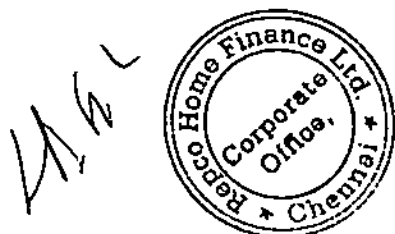
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|---------------------------------------------------------------------------|--------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution No.                                                            | 3                                                      |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Re-appointment of Shri.L. Munishwar Ganesan |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                     |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Category                                                                  | Mode of Voting                                         | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group                                               | E-Voting                                               | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                  |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                                                      | E-Voting                                               | 30799468               | 23390250                | 75.9437                                                    | 19959290                     | 3430960                    | 85.3316                                                 | 14.6683                                               |
|                                                                           | Poll                                                   |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                  |                        | 23390250                | 75.9437                                                    | 19959290                     | 3430960                    | 85.3317                                                 | 14.6683                                               |
| Public- Non Institutions                                                  | E-Voting                                               | 8531288                | 51539                   | 0.6041                                                     | 51469                        | 70                         | 99.8641                                                 | 0.1358                                                |
|                                                                           | Poll                                                   |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                          |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                  |                        | 64039                   | 0.7506                                                     | 63969                        | 70                         | 99.8907                                                 | 0.1093                                                |
| Total                                                                     |                                                        | 62561362               | 46684895                | 74.6226                                                    | 43253865                     | 3431030                    | 92.6507                                                 | 7.3493                                                |



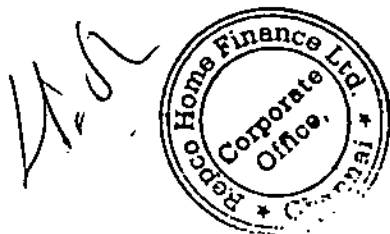
| Resolution No.                                                            | 4                                  |                        |                         |                                                            |                              |                            |                                                         |                                                      |
|---------------------------------------------------------------------------|------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Auditors |                        |                         |                                                            |                              |                            |                                                         |                                                      |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                 |                        |                         |                                                            |                              |                            |                                                         |                                                      |
| Category                                                                  | Mode of Voting                     | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                           | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                               |
|                                                                           | Poll                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                               |
|                                                                           | Total                              |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                    |
| Public- Institutions                                                      | E-Voting                           | 30799468               | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100.0000                                                | 0.0000                                               |
|                                                                           | Poll                               |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                               |
|                                                                           | Total                              |                        | 23390250                | 75.9437                                                    | 23390250                     | 0                          | 100                                                     | 0                                                    |
| Public- Non Institutions                                                  | E-Voting                           | 8531288                | 51539                   | 0.6041                                                     | 51537                        | 2                          | 99.9961                                                 | 0.0038                                               |
|                                                                           | Poll                               |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)      |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                               |
|                                                                           | Total                              |                        | 64039                   | 0.7506                                                     | 64037                        | 2                          | 99.9969                                                 | 0.0031                                               |
| Total                                                                     |                                    | 62561362               | 46684895                | 74.6226                                                    | 46684893                     | 2                          | 100.0000                                                | 0.0000                                               |



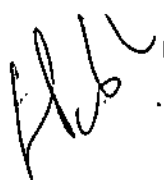
| Resolution No.                                                            | 5                                                                                        |                        |                         |                                                            |                              |                            |                                                        |                                                      |
|---------------------------------------------------------------------------|------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Dr.P.Umanath, I.A.S as a Director Liable to retire by rotation |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                       |                        |                         |                                                            |                              |                            |                                                        |                                                      |
| Category                                                                  | Mode of Voting                                                                           | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – In favour (4) | No. of Votes – against (5) | % of Votes In favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group                                               | E-Voting                                                                                 | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Poll                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                    |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                    | 0                                                    |
| Public- Institutions                                                      | E-Voting                                                                                 | 30799468               | 23390250                | 75.9437                                                    | 20652367                     | 2737883                    | 88.2947                                                | 11.7052                                              |
|                                                                           | Poll                                                                                     |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                    |                        | 23390250                | 75.9437                                                    | 20652367                     | 2737883                    | 88.2948                                                | 11.7052                                              |
| Public- Non Institutions                                                  | E-Voting                                                                                 | 8531288                | 51539                   | 0.6041                                                     | 51469                        | 70                         | 99.8641                                                | 0.1358                                               |
|                                                                           | Poll                                                                                     |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                               | 0.0000                                               |
|                                                                           | Postal Ballot (if applicable)                                                            |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                 | 0.0000                                               |
|                                                                           | Total                                                                                    |                        | 64039                   | 0.7506                                                     | 63969                        | 70                         | 99.8907                                                | 0.1093                                               |
| Total                                                                     |                                                                                          | 62561362               | 46684895                | 74.6226                                                    | 43946942                     | 2737953                    | 94.1352                                                | 5.8648                                               |



| Resolution No.                                                            | 6                                                                                    |                        |                         |                                                            |                              |                            |                                                         |                                                       |
|---------------------------------------------------------------------------|--------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution required: (Ordinary/ Special)                                  | ORDINARY - Appointment of Ms.R.S.Isabella as a Director liable to retire by rotation |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No                                                                                   |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Category                                                                  | Mode of Voting                                                                       | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group                                               | E-Voting                                                                             | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                                                                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                                                      | E-Voting                                                                             | 30799468               | 23390250                | 75.9437                                                    | 20652367                     | 2737883                    | 88.2947                                                 | 11.7052                                               |
|                                                                           | Poll                                                                                 |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                |                        | 23390250                | 75.9437                                                    | 20652367                     | 2737883                    | 88.2948                                                 | 11.7052                                               |
| Public- Non Institutions                                                  | E-Voting                                                                             | 8531288                | 51539                   | 0.6041                                                     | 51469                        | 70                         | 99.8641                                                 | 0.1358                                                |
|                                                                           | Poll                                                                                 |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                        |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                |                        | 64039                   | 0.7506                                                     | 63969                        | 70                         | 99.8907                                                 | 0.1093                                                |
| Total                                                                     |                                                                                      | 62561362               | 46684895                | 74.6226                                                    | 43946942                     | 2737953                    | 94.1852                                                 | 5.8648                                                |



|                                                                           |                                                                                                                                                                                     |                        |                         |                                                            |                              |                            |                                                         |                                                       |
|---------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|-------------------------|------------------------------------------------------------|------------------------------|----------------------------|---------------------------------------------------------|-------------------------------------------------------|
| Resolution No.                                                            | 7                                                                                                                                                                                   |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Resolution required: (Ordinary/ Special)                                  | SPECIAL - Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs 3,000 crore and 800 Crore respectively on private placement |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Whether promoter/ promoter group are interested in the agenda/resolution? | Yes                                                                                                                                                                                 |                        |                         |                                                            |                              |                            |                                                         |                                                       |
| Category                                                                  | Mode of Voting                                                                                                                                                                      | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – In favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]* 100 | % of Votes against on votes polled (7)=[(5)/(2)]* 100 |
| Promoter and Promoter Group                                               | E-Voting                                                                                                                                                                            | 23230606               | 23230606                | 100.0000                                                   | 23230606                     | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Poll                                                                                                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                                                                                                               |                        | 23230606                | 100                                                        | 23230606                     | 0                          | 100                                                     | 0                                                     |
| Public- Institutions                                                      | E-Voting                                                                                                                                                                            | 30799468               | 23236850                | 75.4456                                                    | 22235096                     | 1001754                    | 95.6889                                                 | 4.3110                                                |
|                                                                           | Poll                                                                                                                                                                                |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                                                                                                               |                        | 23236850                | 75.4456                                                    | 22235096                     | 1001754                    | 95.6889                                                 | 4.3111                                                |
| Public- Non Institutions                                                  | E-Voting                                                                                                                                                                            | 8531288                | 51509                   | 0.6038                                                     | 51489                        | 20                         | 99.9611                                                 | 0.0388                                                |
|                                                                           | Poll                                                                                                                                                                                |                        | 12500                   | 0.1465                                                     | 12500                        | 0                          | 100.0000                                                | 0.0000                                                |
|                                                                           | Postal Ballot (if applicable)                                                                                                                                                       |                        | 0                       | 0.0000                                                     | 00                           | 0                          | 0.0000                                                  | 0.0000                                                |
|                                                                           | Total                                                                                                                                                                               |                        | 64009                   | 0.7503                                                     | 63989                        | 20                         | 99.9688                                                 | 0.0312                                                |
| Total                                                                     |                                                                                                                                                                                     | 62561362               | 46531465                | 74.3773                                                    | 45529691                     | 1001774                    | 97.8471                                                 | 2.1529                                                |






**G RAMACHANDRAN & ASSOCIATES**  
COMPANY SECRETARIES

**SCRUTINIZER'S REPORT**

To,

The Chairman

M/s. Repco Home Finance Limited

CIN # L65922TN2000PLC044655

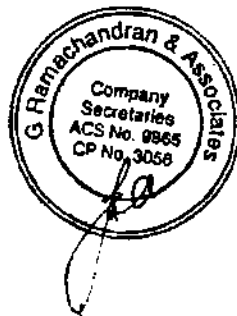
'Repco Tower', No.33 North Usman Road,

T. Nagar, Chennai - 600017

Sir,

**Sub:** Scrutinizer's Report (Combined) on e-voting and Poll on the agenda items transacted at the Seventeenth Annual General Meeting (AGM) of the Company held on Thursday, 21<sup>st</sup> September, 2017 at 10.15 A.M. at Sri Dakshinamurthy Auditorium, PS Higher Sec School, No.215, Ramakrishna Mutt Road, Mylapore, Chennai - 600004.

We, M/s. G RAMACHANDRAN & ASSOCIATES, Company Secretaries, having office at F-10 Syndicate Residency, No. 3, Dr. Thomas First Street, Off South Boag, Road, T.Nagar, Chennai - 600017 have been appointed as a scrutinizer by the Board of Directors of M/s. Repco Home Finance Limited ("the Company") for the purpose of scrutinizing the e-voting and poll process on the below mentioned resolutions at the Seventeenth Annual General Meeting held on Thursday, 21<sup>st</sup> September, 2017 at 10.15 A.M. at Sri Dakshinamurthy Auditorium, PS Higher Sec School, No.215, Ramakrishna Mutt Road, Mylapore, Chennai - 600004 hereby submit my report as under:



|    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| a. | Pursuant to Section 101, 109, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notice convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 28 <sup>th</sup> August, 2017 and to the other shareholders by Courier on the 28 <sup>th</sup> August, 2017 and subsequently, the Notice, convening was also placed on the website of the Company and that of the agency, i.e., Karvy Computer Share Private Limited (Karvy). The members of the Company were given an option to vote electronically on e-voting platform, provided by the Karvy Computer Share Private Limited. |
| b. | The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in "Mint" an English newspaper on 29 <sup>th</sup> August 2017 and "The Hindu-Tamil" a vernacular newspaper on 29 <sup>th</sup> August 2017.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| c. | The e-voting period commenced on 18 <sup>th</sup> September, 2017 at 09.00 A.M. and ended on 20 <sup>th</sup> September, 2017 at 5.00 P.M. Immediately after the cutoff time, the e-voting facility was blocked for remote e-voting.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| d. | Accordingly, the electronic votes cast were taken into account up to the end of this voting period. On 21 <sup>st</sup> September, 2017 at 11.15 A.M., i.e. immediately after the conclusion of the Poll Process' at the AGM, the remote e-voting system was unblocked in the presence of 2 (Two) witnesses, the Karvy's portal was blocked for voting.                                                                                                                                                                                                                                                                                                                                                                                                                |
| e. | The votes cast were unblocked in the presence of two witnesses on 21 <sup>st</sup> September, 2017.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| f. | A register has been maintained electronically to record the assent or dissent, received, mentioning particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares.<br><br>As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.                                                                                                                                                                                                                                                                                                                                                            |
| g. | The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |

At the Annual General Meeting, held at the Scheduled time, date and venue, the Chairman announced a poll, as per the provisions of Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.



As per Companies (Management & Administration) Rules, 2014 of Companies Act, 2013 the polling papers in Form MGT-12 were distributed to the Shareholders who were present at the Annual General Meeting and who have not voted through remote e-voting.

- a. After the time fixed for closing of the poll by the chairman, 1 (one) ballot box kept for polling was locked in our presence with due identification marks placed by us.
  - b. The locked ballot box was subsequently opened in our presence. 1 (One) Shareholder has exercised his right to cast vote through Polling Paper.
1. The resolutions for which this Annual General Meeting of the Shareholders was held were as follows:

| S. No | Resolutions                                                                                                                                                                                                                                                                         | Nature of Resolution |
|-------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------|
| 1.    | To receive, consider and adopt the Audited Standalone and consolidated Financial statements of the company for the financial year ended March 31, 2017, and the Reports of the Board of Directors and Statutory Auditors thereon with the report of Directors and Auditors thereon. | Ordinary             |
| 2.    | To declare dividend on equity shares of the company for the financial year ended March 31, 2017.                                                                                                                                                                                    | Ordinary             |
| 3.    | Re-appointment of Shri. L Munishwar Ganesan, (DIN 07082752) as a Director liable to retire by rotation.                                                                                                                                                                             | Ordinary             |
| 4.    | To appoint M/s. S.R. Batliboi & Associates LLP, Chartered Accountants, Firm Registration Number (101049W/ E300004) as Statutory Auditors of the Company.                                                                                                                            | Ordinary             |
| 5.    | Appointment of Dr. P Umanath, I.A.S (DIN 00121646) as a Director liable to retire by rotation.                                                                                                                                                                                      | Ordinary             |
| 6.    | Appointment of Ms. R S Isabella (DIN 06871120) as a Director liable to retire by rotation.                                                                                                                                                                                          | Ordinary             |
| 7.    | Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 3,000 Crore and Rs.800 Crore respectively on private placement.                                                                                                      | Special              |

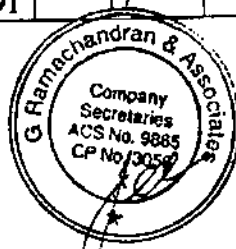


2. (a) We hereby submit our combined report results of remote e-voting together with that of the Poll as under:

| Resolution | Mode         | Ballots received | Total Shares       |
|------------|--------------|------------------|--------------------|
| 1          | ELEC         | 150              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>151</b>       | <b>4,66,84,895</b> |
| 2          | ELEC         | 150              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>151</b>       | <b>4,66,84,895</b> |
| 3          | ELEC         | 150              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>151</b>       | <b>4,66,84,895</b> |
| 4          | ELEC         | 151              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>152</b>       | <b>4,66,84,895</b> |
| 5          | ELEC         | 150              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>151</b>       | <b>4,66,84,895</b> |
| 6          | ELEC         | 150              | 4,66,72,395        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>151</b>       | <b>4,66,84,895</b> |
| 7          | ELEC         | 147              | 4,65,18,965        |
|            | PHYL         | 1                | 12,500             |
|            | <b>TOTAL</b> | <b>148</b>       | <b>4,65,31,465</b> |

- (b) Results in terms of Ballots and total number of shares:

| Item No. | No. of Ballots voted For |              | No. of ballots voted against |              | Total No of ballots |              |
|----------|--------------------------|--------------|------------------------------|--------------|---------------------|--------------|
|          | No of Ballots            | No of Shares | No of Ballots                | No of Shares | No of Ballots       | No of Shares |
| 1        | 151                      | 4,66,84,895  | 0                            | 0            | 151                 | 4,66,84,895  |
| 2        | 151                      | 4,66,84,895  | 0                            | 0            | 151                 | 4,66,84,895  |
| 3        | 140                      | 4,32,53,865  | 11                           | 34,31,030    | 151                 | 4,66,84,895  |
| 4        | 151                      | 4,66,84,893  | 1                            | 2            | 152                 | 4,66,84,895  |
| 5        | 144                      | 4,39,46,942  | 7                            | 27,37,953    | 151                 | 4,66,84,895  |
| 6        | 144                      | 4,39,46,942  | 7                            | 27,37,953    | 151                 | 4,66,84,895  |
| 7        | 131                      | 4,55,29,691  | 17                           | 10,01,774    | 148                 | 4,65,31,465  |



**3. In terms of Number of Shares:**

| Item No. in Notice | Number of Votes in Favour (in number of shares) | Number of Votes Against (in number of shares) | Total Valid Votes (in number of shares) | Assent % | Dissent % | Passed as Ordinary / Special Resolution |
|--------------------|-------------------------------------------------|-----------------------------------------------|-----------------------------------------|----------|-----------|-----------------------------------------|
| Item No. 1         | 4,66,84,895                                     | 0                                             | 4,66,84,895                             | 100%     | 0         | Passed As an Ordinary Resolution        |
| Item No. 2         | 4,66,84,895                                     | 0                                             | 4,66,84,895                             | 100%     | 0         | Passed As an Ordinary Resolution        |
| Item No. 3         | 4,32,53,865                                     | 34,31,030                                     | 4,66,84,895                             | 92.65%   | 7.35%     | Passed As an Ordinary Resolution        |
| Item No. 4         | 4,66,84,893                                     | 2                                             | 4,66,84,895                             | 99.99%   | 0.01%     | Passed As an Ordinary Resolution        |
| Item No. 5         | 4,39,46,942                                     | 27,37,953                                     | 4,66,84,895                             | 94.14%   | 5.86%     | Passed As an Ordinary Resolution        |
| Item No. 6         | 4,39,46,942                                     | 27,37,953                                     | 4,66,84,895                             | 94.14%   | 5.86%     | Passed As an Ordinary Resolution        |
| Item No. 7         | 4,55,29,691                                     | 10,01,774                                     | 4,65,31,465                             | 97.85%   | 2.15%     | Passed As a Special Resolution          |

**4. Details of Invalid Votes in Poll:**

| Sl. No. | Total No. of Members in person (or by Proxy) whose votes were declared Invalid | No. of shares held | Reasons for Invalid vote in Poll |
|---------|--------------------------------------------------------------------------------|--------------------|----------------------------------|
|         | 0                                                                              | 0                  | NA                               |



5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared Invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Faithfully  
For **G RAMACHANDRAN & ASSOCIATES**  
*Company Secretaries*



**G. RAMACHANDRAN**  
*Proprietor*  
ACS No.9865 CoP No.3056  
*Scrutinizer*



Date: 22<sup>nd</sup> September 2017  
Place: Chennai