RHFL/SE/63/2021-22

March 18, 2022

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Kind Attn: Listing Department

Dear Sir,

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

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated March 18, 2022 (the "Notice") together with the Explanatory Statement for seeking approval of Members of the Company by way of remote e-voting process only, for the business as set out in the aforesaid Notice.

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, the March 11, 2022 ("cut-off date") and whose e-mail IDs are registered with KFin Technologies Private Limited ("KFIN"), the Registrars & Share Transfer Agent of the Company or the Depository Participant(s).

The Company has engaged the services of KFin Technologies Private Limited for providing the e-voting facility to the members. The e-voting facility will be available during the following period:

Commencement of remote e-voting	Sunday, March 20, 2022 at 09:00 A.M. (IST)
End of remote e-voting	Monday, April 18, 2022 at 05:00 P.M. (IST)

Repco Home Finance Ltd * Chennai
Corporate Office

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

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

This is submitted for information and records.

Thanking You,
Yours Faithfully,
For Repco Home Finance Limited

Ankush Tiwari
Company Secretary & Compliance Officer

Repco Home Finance Ltd
Corporate Office
Chennai

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

In view of prevailing MCA Circulars on postal ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given that the approval of members of Repco Home Finance Limited ("the Company") is being sought by a resolution as appended below to be passed by members of the Company through a Postal Ballot, only by way of remote e-voting process ("e-voting"), in terms of Section 110 of the Companies Act, 2013, as amended from time to time (hereinafter referred to as the "Act") read together with the Companies (Management and Administration) Rules, 2014, including any Statutory modification(s) or re-enactments thereof for the time being in force, and Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting ("SS-2") read with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and pursuant to the relaxations and clarifications issued by Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 08, 2021 ("MCA Circulars") and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 ("SEBI Circulars") and other applicable laws, regulations, circulars and directions if any (all the provisions, rules, standards and circulars, are collectively known as "Applicable Law").

In terms of Applicable Law, the Postal Ballot Notice (the "Notice") is being sent only by email to all its members who have registered their email addresses with the Company or depository(ies) or depository participants as on Friday, March 11, 2022 ("Cut-Off Date") and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically and for this purpose the Company has engaged the services of KFin Technologies Private Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. Members are requested to read the instructions in the Notes in this Postal Ballot Notice, which are annexed hereto.

SPECIAL BUSINESS

Item No.1 – Appointment of Shri K.Swaminathan (DIN: 06485385) as Managing Director and Chief Executive Officer for a period of Three (3) Years from February 21, 2022 to February 20, 2025

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the said Act, the consent of the shareholders be and is hereby accorded for appointment of Shri K.Swaminathan (DIN: 06485385) as Managing Director & CEO, liable to retire by rotation, for a period of Three (3) Years from February 21, 2022 to February 20, 2025 on annual remuneration of not exceeding Rs.85 Lakhs and on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Managing Director & CEO."

By the order of the Board
For Repco Home Finance Limited

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

Place: Chennai
Date: March 18, 2022

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Director whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is also appended hereto as Annexure-A.

2. In accordance with the MCA Circulars this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Friday, March 11, 2022 ("Cut-Off Date").

3. As per the relevant MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.

4. This Postal Ballot Notice will also be available on the Company's website at www.repcohome.com, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Private Limited ("KFinTech") at https://evoting.kfintech.com. Members who have not received the Notice may download the same from the aforesaid websites.

5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. The Company hereby requests all its members to register their email addresses, if not yet registered, to promote green initiative and to enable the Company to provide all communications to the members through email.

6. For receiving copy of postal ballot notice electronically, members who have not yet registered their email addresses are requested to get their email addresses registered with KFin, on a temporary basis, by following the procedure mentioned below:

   a) Visit the link https://ris.kfintech.com/clientservices/postalballot/registration.aspx
   b) Select the Company Name i.e., Repco Home Finance Limited.
   c) Select the Holding type from the drop down i.e. - NSDL/CDSL/Physical
   d) Enter DP ID – Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and PAN.
   e) If PAN details are not available in the system, the system will prompt to upload a self-attested copy of the PAN card for updating records.
   f) In case of shares held in physical form where PAN details are not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
   g) Enter the email address and mobile number.

h) System will validate DP ID – Client ID/Folio No. and PAN or Share Certificate No., as the case may be, and send OTP at the registered Mobile number as well as email address for validation.
i) Enter the OTPs received by SMS and email to complete the validation process. OTPs will be valid for 5 minutes only.
j) The Notice and e-voting instructions along with the User ID and Password will be sent on the email address updated by the member.
k) Please note that in case the shares are held in electronic form, the above facility is only for temporary registration of email address for receipt of the Notice and the e-voting instructions along with the User ID and Password. Such members will have to register their email address with their DPs permanently, so that all communications are received by them in electronic form.
l) In case of queries, members are requested to write to einward.ris@kfintech.com or call at the toll-free number 1800-309-4001.

7. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

8. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off Date. It is however, clarified that all Members of the Company as on the Cut Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/ Depositories) shall be entitled to vote in relation to the aforementioned Resolution in accordance with the process specified in this Notice.

9. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the applicable relevant Rules, the MCA Circulars and Regulation 44 of the Listing Regulations read with circular of SEBI on e-Voting Facility, Secretarial Standard-2 and any amendments thereto, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has engaged Kfin Technologies Private Limited for facilitating e-voting to enable the Members to cast their votes electronically.

10. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Monday, April 18, 2022. Members who wish to inspect such documents are requested to send an email to cs@repcohome.com mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.

11. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id cs@repcohome.com, from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number and copy of PAN card. Said queries shall be appropriately replied by the Company.

12. The e-voting period will commence from 9.00 A.M. (IST) on Sunday, March 20, 2022 and end at 5.00 P.M. (IST) on Monday, April 18, 2022. Members desiring to exercise their vote should cast their vote during this period, to be eligible for being considered. Remote e-voting beyond the said period will not be allowed. The e-voting module shall be disabled by Kfin Tech for voting thereafter.

13. The Board has appointed Mr. G.Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries, (FCS No. 9687, CoP No. 3056, Firm Registration No. S2015TN295500) having their office at F-10, Syndicate Residency, No. 3, Dr. Thomas First Street, Off.: South Boag Road, Near Murugan Kalyana Mandapam, T Nagar, Chennai-600017 to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

14. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced within 2 working days from last date of voting, and will be displayed on the Company's website www.repcohome.com. The same will also be communicated to the Stock Exchanges.

15. The Resolution, if passed by requisite majority shall be deemed to have been passed on April 18, 2022 being the last date specified by the Company for e-voting.

16. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

17. The vote in this Postal Ballot cannot be exercised through proxy.

18. The instructions and other information relating to e-voting are as under:

    i. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

    ii. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE.

    In terms of SEBI circular dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

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

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
I. Users already registered for IDeAS facility of NSDL may follow the following procedure: 1. Click on URL: https://eservices.nsdl.com. 2. Click on the **"Beneficial Owner"** icon under 'IDeAS' section. 3. Enter your User ID and Password for accessing IDeAS, 4. On successful authentication, you will enter your IDeAS service login. 5. Click on **"Access to e-Voting""** under **Value Added Services** on the panel available on the left hand side. 6. Click on **"Active e-voting Cycles""** option under e-voting. Click on **Company name** or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	**I. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:** 1. Click on URL: https://web.cdslindia.com/myeasi/home/login. or https://www.cdslindia.com and click on **New System Myeasi** 2. Enter your User ID and Password for accessing Easi / Easiest. Click on Company name or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.
II. Users not registered for IDeAS facility of NSDL may follow the following procedure: 1. To register, click on URL: https:eservices.nsdl.com. **2.** Select **"Register Online for IDeAS"".** 3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc.	**II. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:** 1. To register, click on URL https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 2. Proceed to complete registration using your DP ID, Client ID, Mobile Number,

4. After successful registration, please follow stepsgiven under Sr. No. I above to cast your vote.	etc. 3. After successful registration, please follow steps given under Sr. No. I above to cast your vote.
III. Users may directly access the e-voting module of NSDL as per the following procedure: 1. Click on URL: https://www.evoting.nsdl.com 2. Click on the button **"Login"** available under **"Shareholder / Member section"**. 3. Enter your User ID (i.e. 16-digit demat account number held with NSDL), login type, Password / OTP and Verification code as shown on the screen. 4. On successful authentication, you will enter the e-voting module of NSDL. **5.** Click on **"Active E-voting Cycles / VC or OAVMs"** option under e-voting. 6. Click on **Company name** or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.	**III. Users may directly access the e-voting module of CDSL as per the following procedure;** 1. Click on URL: www.cdslindia.com 2. Provide demat account number and PAN. 3. System will authenticate user by sending OTP on registered mobile & email as recorded in the demat account. 4. On successful authentication, you will enter the e-voting module of CSDL. 5. Click on **Company name** or e-voting service provider and you will be re-directed to KfinTech website for casting the vote during the remote e-voting period.

PROCEDURE TO LOGIN THROUGH DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

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

Important note:

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

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

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

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

1. Initial password is provided in the body of the email.

2. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

3. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes.

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

   User ID: For members holding shares in Physical Form:

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

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

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

4. After entering the details appropriately, click on LOGIN.

5. You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail address, etc. on first login. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

6. You need to login again with the new credentials.

7. On successful login, the system will prompt you to select the EVENT number of the Company.

8. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut- off date. You may also choose the option 'ABSTAIN' and the shares held will not be countedunder either head.

9. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

10. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.

11. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
12. Corporate / Institutional Members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail id: gr@gramcsfirm.com with a copy marked to einward.ris@kfintech.com. Such authorization shall contain necessary authority for voting by its authorized representative(s). It is also requested to upload the same in the e-voting module in their login. The naming format of the aforesaid legible scanned document shall be “Corporate Name EVEN”.

iv. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / e- voting user manual available through a dropdown menu in the "Downloads" section of KFinTech website for e-voting: https://evoting.kfintech.com or contact Mr. Veeda Raghunath/Mr.Mohammed Shanoor, Corporate Registry at KFinTech, (Unit: Repco Home Finance Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032 at eniward.ris@kfintech.com or call Kfitech toll free number 1-800-309-4001.

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

The Board, upon the recommendation of the Nomination and Remuneration Committee, at its meeting held on February 14, 2022, appointed Shri K.Swaminathan (DIN: 06485385) as an Additional Director and designated him as the Managing Director & CEO for a period of three years from February 21, 2022 to February 20, 2025, subject to approval of the Members. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013.

The Company has received the following declarations from Shri K.Swaminathan:-

(i) Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;

(ii) Intimation in Form DIR-8 as per Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under 164(2) of the Companies Act, 2013;

(iii) Notice of interest in Form MBP-1 in terms of section 184(1) of the Companies Act, 2013;

(iv) Disclosure in terms of Regulation 7(1)(b) of SEBI (Prohibition of Insider Trading) Regulations, 2015

(v) Declaration of fit & proper criteria of the Directors as per Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and all other relevant disclosures.

The terms and conditions of his appointment are as follows:

- **Term**
  For three years from February 21, 2022 to February 20, 2025

- **Emoluments**
  - Annual CTC – Rs.68.39 Lakhs per annum (Salary – Rs.35.64 Lakhs, Perquisites & Allowance – Rs.17 Lakhs , Ex-Gratia – Rs.0.75 Lakhs and Performance Incentive- Rs.15 Lakhs)
  - Upper ceiling limit for annual remuneration – Rs.85 Lakhs per annum
    i) Salary in the form of Basic and Dearness allowance per annum not exceeding Rs.50 Lakhs
    ii) Perquisites and Allowances per annum not exceeding Rs.20 Lakhs
    iii)Performance Incentive per annum not exceeding Rs.15 Lakhs

The aforementioned perquisites and allowances, shall include furnished residential accommodation with maintenance charges or house rent allowance in lieu thereof, office car with driver, provision of electricity & water, leave travel concession/ leave travel allowance for self and family including dependents. Expenses incurred for travelling, boarding, and lodging, halting allowance, during business trips, any medical insurance premium for coverage provided for him and his family members, and telephone expenses at residence shall be borne by the Company. Other perquisites and allowances such as meal coupons, entertainment, newspaper etc. and such other perquisites as payable to the employees of the Company from time to time in accordance with the HR manual approved by the Board will be paid.

The benefits of provident fund, gratuity, superannuation or annuity fund will be extended as per rules of the Company.
The Board upon recommendation of the Nomination & Remuneration Committee may increase the annual remuneration of the Managing Director & CEO including salary, dearness allowance, perquisites and allowances, performance incentive etc. within the proposed upper ceiling limit of Rs.85 Lakhs Per Annum.

As per Section 197 of the Companies Act, 2013, the remuneration payable to any one Managing director or Whole-time Director shall not exceed five per cent of the net profits of the Company and if there is more than one such Director remuneration shall not exceed ten per cent of the net profits to all such Directors taken together.

The resolution seeks the approval of the members in terms of Sections 152, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Shri K.Swaminathan (DIN: 06485385) as Managing Director & CEO for a period of three years from February 21, 2022 to February 20, 2025.

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

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

By the order of the Board
For Repco Home Finance Limited

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

Place: Chennai
Date: March 18, 2022

Additional information as required by Schedule V to the Companies Act, 2013 is given below:

General Information:

Nature of Industry:

The Company is a professionally managed housing finance company headquartered in Chennai, Tamil Nadu. The Company is promoted by The Repatriates Co-operative Finance and Development Bank Limited (“Repco Bank Limited”), a Government of India enterprise, to tap the growth potential in the housing finance industry.

Date or expected date of commencement of Commercial Operations:

The Company was incorporated as a public limited company under Companies Act, 1956 on April 4, 2000 with the name Repco Home Finance Limited. The company received certificate of commencement of business on May 2, 2000 from the Registrar of Companies, Tamil Nadu.

The Company is registered as a housing finance company with National Housing Bank.

In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

Financial performance based on given indications as per audited financial results for the year ended March 31, 2021:

Particulars	**Rs. In Crores**
Gross Turnover & Other Income	1,392.23
Net profit after tax	287.60
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	467.34
Net Worth	2059.29

Foreign investments or collaborators, if any: Not Applicable

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the period of appointment of Shri K.Swaminathan as Managing Director & CEO, the monthly salary, allowances, perquisites and other benefits etc. shall be paid to him as detailed in the explanatory statement and in accordance with Schedule V of the Companies Act, 2013.

Annexure-A

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

Resolution No.	1
Name of the Director	Shri K.Swaminathan
Director Identification Number	06485385
Age	59 Years and 7 Months
Nationality	Indian
Qualification	Shri K.Swaminathan holds a Bachelor’s Degree in Commerce. He is a member of The Institute of Cost Accountants of India and is a Chartered Financial Analyst (ICFAI). He is also a certified associate of the Indian Institute of Bankers.
Brief Profile	Shri K.Swaminathan has around 35 years of experience in the field of Banking.
No. of shares held	Nil
Terms and conditions of appointment/reappointment	Liable to retire by rotation
Remuneration last drawn by such person, if applicable	Annual CTC – Rs.68.39 lakhs per annum
Date of first appointment on Board	February 21, 2022
Membership of Committees of Repco Home Finance Limited	Member of Management Committee, CSR Committee, Stakeholders’ Relationship Committee and Securities Allotment Committee
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil
Details of Board Meetings attended by the Directors during the year	Nil
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs.