

**RHFL/SE/61/2023-24**

**6<sup>th</sup> December, 2023**

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

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir/Madam,

**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 6<sup>th</sup> December, 2023 (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 businesses as set out in the aforesaid Notice.

The Postal Ballot 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 or Registrar & Transfer Agent and whose names appear on the Register of Members as of Friday, 1<sup>st</sup> December, 2023 ("Cut-Off Date").

In compliance with the Applicable Law, the Company is pleased to provide a 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 Limited ("KFinTech" or "Registrar and Transfer Agent") as the agency to provide e-voting facility. The e-voting facility will be available during the following period:

Commencement of remote e-voting	Friday, 8 <sup>th</sup> December, 2023 at 09:00 A.M. (IST)
End of remote e-voting	Saturday, 6 <sup>th</sup> January, 2024 at 05:00 P.M. (IST)



**Corporate Office** : 3rd Floor, Alexander Square, New No : 2 (Old No. 34 & 35) Sardar Patel Road, Guindy, Chennai - 600 032.

Phone : 044-42106650 Fax : 044 - 42106651 E-mail : co@repcohome.com, www.repcohome.com

**Registered Office** : 'REPCO TOWER', No. 33, North Usman Road, T.Nagar, Chennai - 600 017. Phone : 044 - 28340715 / 4037 / 2845



**REPCO HOME FINANCE LIMITED.**

(Promoted by REPCO Bank - Govt of India Enterprise)  
CIN : L65922TN2000PLC044655

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](http://www.repcohome.com) and on the website of KFin Technologies 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 & Chief Compliance Officer



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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](http://www.repcohome.com)

**POSTAL BALLOT NOTICE**

*[Notice issued to members pursuant to Section 108 and 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 way of resolutions 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 108 and 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 8<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, General Circular No. 22/2020 dated 15<sup>th</sup> June, 2020, General Circular No. 33/2020 dated 28<sup>th</sup> September, 2020, General Circular No. 39/2020 dated 31<sup>st</sup> December, 2020, General Circular No. 10/2021 dated 23<sup>rd</sup> June, 2021, General Circular No. 20/2021 dated 8<sup>th</sup> December, 2021, General Circular No. 3/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 11/ 2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023 (“MCA Circulars”) and the Securities and Exchange Board of India Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 (“SEBI Circulars”) and other applicable laws, rules, 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 or Registrar & Transfer Agent and whose names appear on the Register of Members as of Friday, 1<sup>st</sup> December, 2023 (“Cut-Off Date”) and members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide a 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 Limited (“KFintech” or “Registrar and Transfer Agent”) as the agency to provide e-voting facility.

The votes can be cast during the following e-voting period:

Commencement of e-voting	End of e-voting
From 9:00 A.M. (IST) on Friday, 8 <sup>th</sup> December, 2023	Ends at 5.00 P.M. (IST) on Saturday, 6 <sup>th</sup> January, 2024

Members are requested to read the instructions in the Notes in this Postal Ballot Notice, which are annexed hereto, and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 5:00 P.M. (IST) on Saturday, 6<sup>th</sup> January, 2024, failing which it will be considered that no reply has been received from the Member.

### **SPECIAL BUSINESSES:**

#### **Item No.1: Appointment of Mr. Anant Kishore Saran (DIN 07582025) as Non-Executive and Non-Independent Director of the company:**

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

“**RESOLVED THAT** Mr. Anant Kishore Saran (DIN No. 07582025) who was appointed as an Additional Director of the Company with effect from 6<sup>th</sup> November, 2023, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 read with the applicable clause of Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director (Nominee of Repatriates Co-operative Finance and Development Bank Limited, Promoter of the Company) of the Company in the category of Non-Executive and Non-Independent Director with effect from 6<sup>th</sup> November, 2023.”

#### **Item No.2: Increase in Variable Pay/Performance Incentive payable to Mr. K.Swaminathan, Managing Director & CEO (DIN 06485385) of the company:**

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 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant rules made thereunder 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, approval of the Members of the Company, be and is hereby accorded to increase the upper ceiling limit of Variable Pay/Performance Incentive payable to Mr. K.Swaminathan, Managing Director & CEO from Rs.15 Lakhs per annum to Rs.21 Lakhs per annum w.e.f. 1<sup>st</sup> April 2023 whereas other existing upper ceiling limit of salary i.e. Rs.50 Lakhs and Perquisites & Allowances i.e. Rs.20 Lakhs



remains unchanged and remuneration payable in terms of Schedule V of the Companies Act, 2013 in case of no profits or inadequate profits shall be calculated in accordance with the applicable provisions of the Companies Act, 2013.”

By the order of the Board  
**For Repco Home Finance Limited**

Place: Chennai  
Date: 6<sup>th</sup> December, 2023

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

**NOTES:**

1. An Explanatory Statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder, setting out material facts concerning the resolution, is annexed hereto. Details of Directors whose appointments are 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 email to all its members who have registered their email addresses with the Company or depository(ies) or depository participants or Registrar & Transfer Agent and whose names appear on the Register of Members as of Friday, 1<sup>st</sup> December, 2023 (“Cut-Off Date”).
3. 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 M/s.Kfin Technologies Limited for facilitating e-voting to enable the Members to cast their votes electronically.
4. 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.
5. This Postal Ballot Notice will also be available on the Company's website at [www.repcohome.com](http://www.repcohome.com), websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>. Members who have not received the Notice may download the same from the aforesaid websites.
6. 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 the green initiative and to enable the Company to provide all communications to the members through email.
7. Members holding shares in physical mode, who have not registered/updated their e-mail address, are requested to register/update the same by clicking on <https://rkarisma.kfintech.com/shareholders/> or by writing to the Company/RTA with details of folio number and attaching a self-attested copy of PAN card at [cs@repcohome.com](mailto:cs@repcohome.com) or to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members holding shares in dematerialized mode who have not registered their e-mail address with their

Depository Participant(s) are requested to register/update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.

8. Members whose names appear on the Register of Members / List of Beneficial Owners as of 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 purposes only.
9. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of Cut-off Date. It is, however, clarified that all Members of the Company as of 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.
10. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at the 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. Saturday, 6<sup>th</sup> January, 2024. Members who wish to inspect such documents are requested to send an email to [cs@repcohome.com](mailto: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 to the email id [cs@repcohome.com](mailto: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 to by the Company.
12. The e-voting period will commence from 9:00 A.M. (IST) on Friday, 8<sup>th</sup> December, 2023 and ends at 5:00 P. M. (IST) on Saturday, 6<sup>th</sup> January, 2024. Members desiring to exercise their vote should cast their vote during this period and remote e-voting beyond the said period will not be allowed. The e-voting module shall be disabled by KFinTech for voting thereafter.
13. 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 have been appointed as Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has given his consent for his appointment as Scrutinizer. 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 Board or any person authorized by him. The results of e-voting will be announced within 2 working days from the end of e-voting period, and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com). The same will also be communicated to the National Stock Exchange of India Limited and BSE Limited where the equity shares of the company are listed and also to Kfin Technologies



Limited.

15. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, 6<sup>th</sup> January, 2024, being the last date specified by the Company for e-voting.
16. Resolutions 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) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s Kfintech Technologies Limited (Kfintech), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
  - ii) Pursuant to SEBI circular no. SEBI/ HO/CFD/ CMD/CIR/P/2020/242 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.
  - iii) 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 e-mail ID with their DPs to access e-voting facility.



**Details on Step 1 are mentioned below:**

- 1) **Login method for remote e-voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”</p> <p>IV. Click on the company name or e-voting service provider i.e KFinTech and you will be re-directed to the e-voting service provider website for casting the vote during the remote e-voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow steps given in points 1</p> <p>3. Alternatively by directly accessing the e-voting website of NSDL</p> <p>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></p> <p>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</p> <p>IV. Post successful authentication, you will be requested to select the name of the company and the e-voting Service Provider name, i.e. KFinTech.</p> <p>V. On successful selection, you will be redirected to KFinTech e-voting page for casting your vote during the remote e- voting period.</p>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing users who have opted for Easi / Easiest</p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <p>IV. The user will see the e-voting Menu. The Menu will have links of ESP i.e. KFintech e-voting portal.</p> <p>V. Click on the e-voting service provider name to cast your vote.</p> <p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-voting website of CDSL</p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, the user will be provided links for the respective ESP, i.e. KFintech where the e-voting is in progress.</p>
<p>Individual Shareholder login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for the e-Voting facility.</p> <p>II. Once logged-in, you will be able to see the e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against the company name or e-voting service provider – Kfintech and you will be redirected to the e-voting website of KFintech for casting your vote during the remote e-voting period without any further authentication</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43
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**Details on Step 2 are mentioned below:**

**II) Login method for e-voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- A. Members whose email IDs are registered with the Company/Depository Participants (s), will receive an email from KFintech which will include details of e-voting event number (EVEN), USER ID, and password. They will have to follow the following process:
- i. Launch the internet browser by typing the URL : <https://evoting.kfintech.com>
  - ii. Enter the login credentials (i.e. User ID and password). In the case of the physical folio, User ID will be EVEN (e-voting event number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now 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, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Repco Home Finance Limited’ and click on “Submit”
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.

- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email id [gr@gramcsfirm.com](mailto:gr@gramcsfirm.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs@repcohome.com](mailto:cs@repcohome.com). The scanned image of the above-mentioned documents should be in the naming format “Corporate Name\_Even No.”
  - xiii. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and e-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or email at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech’s toll free No. 1-800-309- 4001 for any further clarifications.
- B. Members whose email IDs are not registered with the Company/Depository Participants and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address, thereby not being in receipt of the Postal Ballot Notice and e-voting instructions, may get their email address and mobile number submitted with KFintech by following the below steps:  
  
Procedure for Registration of email and Mobile number, securities in physical mode  
  
Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March, 2023, All holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR-1 form along with the supporting documents.  
  
ISR-1 Form can be obtained by following the link: <https://ris.kfintech.com/clientservices/isc/default>  
  
Aspx ISR Form(s) and the supporting documents can be provided by any one of the following modes.
    - Through ‘In Person Verification’ (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or
    - Through hard copies which are self-attested, which can be shared on the address below  
KFIN Technologies Limited  
Selenium Building, Tower-B, Plot No 31 & 32,  
Financial District, Nanakramguda, Serilingampally,  
Hyderabad, Rangareddy, Telangana India - 500 032.
    - Through electronic mode with e-sign by following the link:

<https://ris.kfintech.com/clientservices/isc/default.aspx#> Detailed FAQ can be found on the link: <https://ris.kfintech.com/faq.html> For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT account is being held.

- ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the Postal Ballot Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [cs@repcohome.com](mailto:cs@repcohome.com).
- iii. Alternatively, Members may send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) / [cs@repcohome.com](mailto:cs@repcohome.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Postal ballot Notice and the e-voting instructions.
- iv. After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.
- v. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

**19. Contact details for addressing e-voting grievances:**

Mr. Mohammed Shanoor, M/s KFin Technologies Limited,  
Selenium Tower B, Plot 31-32, Gachibowli, Financial District,  
Nanakramguda, Hyderabad- 500 032, Telangana  
Phone No.:+ 91 40 67161630 Toll-free No.: 1800-309-4001  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) ; [cs@repcohome.com](mailto:cs@repcohome.com).

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

**Item No. 1 - Appointment of Mr. Anant Kishore Saran (DIN 07582025) as Non-Executive and Non- Independent Director of the company:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 6<sup>th</sup> November, 2023, appointed Mr. Anant Kishore Saran (DIN 07582025) as an Additional Director of the company in the category of Non-Executive and Non-Independent Director, subject to the approval of the shareholders. 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. Also, the Company has received requisite declarations from Mr. Anant Kishore Saran.

Mr. Anant Kishore Saran is the Joint Secretary (FFR Division), Ministry of Home Affairs, Government of India. He holds a degree in B.Sc.(Hons), LL.B. He holds directorship in Repatriates Co-operative Finance and Development Bank Limited (Promoter of the Company). He has previously worked in SBI Home Finance Ltd. He has vast experience in infrastructure development and its implementation including policy making. His expertise, leadership abilities, and knowledge will be helpful for the growth of the company.

Mr. Anant Kishore Saran is qualified to be appointed as Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and has given his consent to act as Director. The Company has also received the necessary declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority. He does not hold any equity shares of the Company.

Other details of Mr. Anant Kishore Saran are provided in Annexure-A to this Notice pursuant to the provision of Listing Regulations and Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from January 1, 2022, the approval of the shareholders is required to be taken for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In accordance with the provisions of Section 152 of the Act and the applicable provisions of the Listing Regulations, appointment of a director requires approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for the appointment of Mr. Anant Kishore Saran as Non-Executive and Non-Independent Director of the Company w.e.f. 6<sup>th</sup> November, 2023.

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



Other than Mr. Anant Kishore Saran, Repatriates Cooperative Finance and Development Bank Limited (Promoter of the company) and the directors appointed by the Promoter in the Board of the company (Mr. C.Thangaraju, Mr. E.Santhanam, Mrs. Jacintha Lazarus, I.A.S and Mrs. R.S.Isabella), no other director 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.

**Item No. 2 - Increase in Variable pay/performance incentive payable to Mr. K.Swaminathan, Managing Director & CEO (DIN 06485385) of the company:**

Mr. K.Swaminathan (DIN 06485385) was appointed as Managing Director & CEO for a period of three years from February 21, 2022 to February 20, 2025 and the same was approved by the shareholders through the postal ballot on 18<sup>th</sup> April, 2022. The upper ceiling limit for annual remuneration of Managing Director & CEO was fixed at Rs.85 Lakhs per annum which includes a Salary component not exceeding Rs.50 Lakhs, Perquisites & Allowances not exceeding Rs.20 Lakhs and Variable Pay/Performance Incentive per annum not exceeding Rs.15 Lakhs. The performance incentive is released on a bi-annual basis based on the performance evaluation.

Pursuant to Section 197 of the Companies Act, 2013, the total managerial remuneration payable by a public company, to its Directors, including Managing Director and Whole-time Director, and its Manager in respect of any financial year, shall not exceed 11% of net profits of that Company for that financial year computed as per provisions of Section 198 of the Act. The remuneration payable to any one managing director; or whole-time director or manager shall not exceed 5% of the net profits of the company and if there is more than one such Director remuneration shall not exceed 10% of the net profits to all such directors and manager taken together.

To keep up with the prevailing Industry standards of remuneration and improve the performance evaluation system, the Company has introduced new Key Responsibilities Areas & Key Performance Indicators and Variable Pay/Performance Incentive Structure has been enhanced across levels during the current financial year 2023-24. Based on the recommendation of the Nomination & Remuneration Committee, the Board in its meeting held on 6<sup>th</sup> November, 2023, accorded its approval to increase the upper ceiling limit of Variable Pay/Performance Incentive payable to Mr. K.Swaminathan, Managing Director & CEO from Rs.15 Lakhs per annum to Rs.21 Lakhs per annum w.e.f 1<sup>st</sup> April 2023. It may be noted that other existing upper ceiling limit of salary i.e. Rs.50 Lakhs and Perquisites and Allowances i.e. Rs.20 Lakhs remains unchanged and remuneration payable in terms of Schedule V of the Companies Act, 2013 in case of no profits or inadequate profits, calculated in accordance with the applicable provisions of the Companies Act, 2013.

The remuneration paid to Mr. K.Swaminathan, Managing Director & CEO in FY 2022-23 is mentioned below:

- Salary: Rs.33,05,530/-
- Perquisites and Allowances: Rs.12,21,180/-
- Variable Pay/Performance Incentive : Rs.7,54,311/-
- Total remuneration paid to Mr. K.Swaminathan in FY 2022-23: Rs.52,81,021/-

The additional information as required by Schedule V to the Companies Act, 2013 is given as Annexure-B.



Except for the increase in Variable Pay/Performance Incentive of Managing Director & CEO as proposed in the relevant resolution, all other terms and conditions of the appointment of Managing Director & CEO, approved by the Members, remain unchanged.

In accordance with the provisions of Sections 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, remuneration of Managing Director & CEO requires approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for an increase in Variable Pay/Performance Incentive payable to Mr. K.Swaminathan, Managing Director & CEO.

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

Other than Mr. K.Swaminathan, no other director 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: 6<sup>th</sup> December, 2023

**Annexure-A**

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

Resolution No.	1
Name of the Director	Mr. Anant Kishore Saran
Director Identification Number	07582025
Date of Birth (Age)	9 <sup>th</sup> October, 1965 (58 Years and 1 Month)
Nationality	Indian
Qualification	B.Sc.(Hons), LL.B.
Nature of expertise in specific functional areas	Mr. Anant Kishore Saran is the Joint Secretary (FFR Division), Ministry of Home Affairs, Government of India. He holds a degree in B.Sc. (Hons), LL.B. He holds directorship in Repatriates Co-operative Finance and Development Bank Limited (Promoter of the Company). He has previously worked in SBI Home Finance Ltd. He has vast experience in infrastructure development and its implementation including policy making. His expertise, leadership abilities, and knowledge will be helpful for the growth of the company.
No. of shares held	Nil
Terms and conditions of appointment along with details of remuneration to be paid	<p>Liabie to retire by rotation</p> <p>The Board decided that since he is a Government Official, he is not entitled to receive any sitting fee for attending the Board and Committee Meetings. However, if required, the Board may pay him sitting fees or reimburse his sitting fees to Repco Bank (Promoter) being nominee director. The sitting fees will be paid to him at par with other Non-Executive &amp; Non-Independent Directors.</p>
Remuneration last drawn by such person, if applicable	Mr. Anant Kishore Saran has not been paid any remuneration during his tenure with the Company till the date of this Postal Ballot Notice.
Date of first appointment on Board	6 <sup>th</sup> November, 2023
Membership of Committees of Repco Home Finance Limited	Nil
Directorships held in other companies	Repatriates Cooperative Finance and Development Bank Limited
Membership/Chairmanship of committees in other companies	Chairman of Audit Committee and Risk Management Committee in Repatriates Cooperative Finance and Development Bank Limited
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.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to Statement pursuant to Section 102 of the Companies Act, 2013.
Listed entities from which the person has resigned in the past three years	Nil

**Annexure-B**

**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, 2023:**

Particulars	Rs. In Crores
Gross Turnover & Other Income	1299.16
Net profit after tax	296.08
Computation of Net Profit in accordance with section 198 of the Companies Act, 2013	451.52
Net Worth	2321.32

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 Mr. 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.