



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]

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. 19/2021 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, January 07, 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: Continuation of Directorship of Shri K.Sridhar (DIN: 00034010) as a Non-Executive & Independent Director, who has attained the age of 75 years

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

“RESOLVED THAT pursuant to the Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) and read with the special resolution passed on September 25, 2018, (for the appointment for a period of 5 years with effect from September 21, 2017) approval and ratification of the members be and is hereby accorded for the continuation of the Directorship of Shri K.Sridhar (DIN: 00034010), who attained 75 years of age on January 31, 2021 as a Non-Executive & Independent Director of the Company for the remaining period of his tenure from January 31, 2021 (being the date of his attaining 75 years) to September 20, 2022.”

By the order of the Board
For Repco Home Finance Limited

Sd/-

Ankush Tiwari
Company Secretary & Compliance Officer
ACS No. 38879

Place: Chennai
Date: January 13, 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.
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, January 07, 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. Sunday, February 13, 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 Saturday, January 15, 2022 and end at 5.00 p.m. (IST) on Sunday, February 13, 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 of Directors had 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 and Kfintech. 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 February 13, 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
<p>I. Users already registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. Click on URL: https://eservices.nsd.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. <p>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.</p>	<p>I. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 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. <p>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.</p>
<p>II. Users not registered for IDeAS facility of NSDL may follow the following procedure:</p> <ol style="list-style-type: none"> 1. To register, click on URL: https://eservices.nsd.com. 2. Select "Register Online for IDeAS". 3. Proceed to complete registration using your DPID, Client ID, Mobile Number, etc. 4. After successful registration, please follow steps given under Sr. No. I above to cast your vote. 	<p>II. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ol style="list-style-type: none"> 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, etc. 3. After successful registration, please follow steps given under Sr. No. I above to cast your vote.

<p>III. Users may directly access the e-voting module of NSDL as per the following procedure:</p> <ol style="list-style-type: none"> 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. 	<p>III. Users may directly access the e-voting module of CDSL as per the following procedure;</p> <ol style="list-style-type: none"> 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.
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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 CDSL 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 AND MEMBERS 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 exact way 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 counted under 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:

Members are aware that Shri K.Sridhar (DIN: 00034010) was appointed as Non-Executive and Independent Director of the Company for a period of five years from September 21, 2017 to September 20, 2022 and the same was approved by the Shareholders by way of a special resolution at the 18th Annual General Meeting of the Company held on September 25, 2018 (the AGM).

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) was amended by the insertion of Regulation 17(1A) stipulating the requirement for obtaining approval of the shareholders by way of special resolution for companies to be able to continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years. It is incumbent upon the Board of Directors of the company to add the justification in the explanatory statement to be annexed to the notice for continuing the directorship of such a person even though he would attain the said age. The said amendment though notified on May 9, 2018 was made effective from April 1, 2019.

On the date of appointment on September 21, 2017, Shri K.Sridhar was aged 71 years and 7 months (Date of Birth of Shri K.Sridhar: 01.02.1946). He had attained the age of 75 years on January 31, 2021. Though the approval of the shareholders for his appointment was obtained by means of a Special Resolution, there was an inadvertent technical omission to mention his age and indicate the justification for his continuation as non-executive director after attaining the age of 75, in the Notice for the AGM since the date of expiry of his approved term would end on a date which is after the date of his attaining the age of 75 years.

The Board at its meeting held on December 30, 2021, took note of this technical omission and opined that in view of the vast experience and expertise of Shri K.Sridhar, his continued association with the Company would be of immense benefit and this will enable the Board to discharge its functions and duties effectively. As per the expert opinion obtained the Company is advised to now seek the approval of the Shareholders by way of a special resolution for the continuation of Shri K.Sridhar as a Non-Executive and Independent Director to hold the office from January 31, 2021 when he attained 75 years of age for the remaining period of his present tenure i.e. September 20, 2022. Accordingly, approval and ratification of the members are being sought for the special resolution set out in the Notice of this Postal ballot exercise.

The information prescribed under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in Annexure-A.

The Board recommends the special resolution set forth in Item no. 1 for the approval of members.

No director, key managerial personnel, or their relatives, except Shri K.Sridhar, to whom the resolution relates, is interested or concerned in the 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: January 13, 2022

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	Shri K.Sridhar
Director Identification Number	00034010
Age	75
Nationality	Indian
Qualification	Shri.K.Sridhar holds a master's degree in Economics and has completed LLB.
Brief Profile	Shri.K.Sridhar has held the positions of Insurance Ombudsman and Managing Director of LIC of India from December 2004 to January 2006. He has also held the position of Director/CVO of General Insurance Corporation and New India Assurance Company Limited respectively. He has about 38 years' experience in the Insurance Industry. He has also represented LIC of India on the Boards of IFCI, ABB Ltd, LIC Housing Finance Ltd. & Torrent Powers Limited.
No. of shares held	Nil
Terms and conditions of appointment/reappointment	Continuation of present term from January 31, 2021 when he attained 75 years of age and till September 20, 2022.
Remuneration last drawn by such person, if applicable	Sitting Fees received from April 01, 2020 to March 31, 2021 : Rs.9,80,000 Sitting Fees received from April 01, 2021 to December 31, 2021 : Rs.8,50,000
Date of first appointment on Board	September 21, 2017
Membership of Committees of Repco Home Finance Limited	Member of Audit Committee , CSR Committee and Management Committee Chairman of Nomination & Remuneration 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	Attended the Board meetings held on April 09, 2021, June 26, 2021, August 13, 2021, November 13, 2021 and December 30, 2021.
Relationship with Directors and KMPs	There is no relationship with other Directors on the Board and KMPs.