

# 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 E-mail: cs@repcohome.com

Website: www.repcohome.com

## NOTICE OF THE 25<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25<sup>th</sup> Annual General Meeting ('AGM') of the members of Repco Home Finance Limited will be held on Friday, 22<sup>nd</sup> August, 2025 at 11:00 A.M through Video Conferencing / Other Audio Visual Means, to transact the following businesses. The venue of the meeting shall be deemed to be the Corporate Office of the Company at Third Floor, Alexander Square, Old No. 34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032.

### ORDINARY BUSINESSES:

#### 1. Adoption of accounts

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2025, together with Director's Report, Report on Corporate Governance, Management Discussion and Analysis Report and Statutory Auditors Report thereon and (b) the Audited Consolidated Financial Statements for the Financial Year ended on 31<sup>st</sup> March, 2025, together with the Report of Statutory Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the Audited Standalone & Consolidated Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2025, together with Director's Report, Report on Corporate Governance, Management Discussion and Analysis Report and Statutory Auditors Report thereon are hereby considered, approved, and adopted."

#### 2. Declaration of dividend

To declare a dividend of Rs.4/- per equity share of face value Rs.10/- each for the financial year ended on 31<sup>st</sup> March, 2025 and, in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** a dividend of Rs.4/- per equity share of face value Rs.10/- each be and is hereby approved and declared for the financial year ended on 31<sup>st</sup> March, 2025."

#### 3. Re-appointment of Mr. C.Thangaraju (DIN 00223383)

To appoint a Director in place of Mr. C.Thangaraju (DIN 00223383), Non-Executive & Non-Independent Director, who retires by rotation and being eligible, offers

himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of Section 152 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification and re-enactment thereof) and all other applicable provisions if any, of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, Mr. C. Thangaraju (DIN 00223383), Non-Executive & Non-Independent Director, who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation."

#### 4. Appointment of Secretarial Auditor

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 other applicable laws/statutory provisions, if any, as amended from time to time, M/s. G. Ramachandran & Associates, Company Secretaries (Unique Identification No. S2015TN295500) (Peer Review No. 2968/2023) be and are hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such remuneration as may be decided by the Board of Directors on recommendation of the Audit Committee, excluding certification fees and out of pocket expenses which will be over and above the fee approved by the Board.

**RESOLVED FURTHER THAT** any Director and/ or the Company Secretary & Compliance Officer of the Company be and are hereby authorized to take steps, as may be required for obtaining necessary approvals, if any, and further to do

all such acts, deeds, and things, as may be necessary to give effect to this resolution.”

#### **SPECIAL BUSINESSES:**

##### **5. Approval for Related Party Transactions with Repatriates Cooperative Finance and Development Bank Limited (Repco Bank), Promoter of the Company**

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

“**RESOLVED THAT** pursuant to applicable provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation and approval of the Audit Committee and the Board of Directors, approval of the members of the Company is accorded for carrying out and/or continuing with arrangements and transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) from the conclusion of 25<sup>th</sup> Annual General Meeting till the conclusion of the 26<sup>th</sup> Annual General Meeting of the Company with Repatriates Co-operative Finance & Development Bank Limited (Repco Bank), the Promoter of the Company, being related party, whether by way of renewal(s) or extension(s) or modification(s) of earlier contract/ arrangements / transactions or otherwise, with respect to the material related party transactions including availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein for the relevant period and such related party transactions in aggregate which shall not exceed the approved limit of Rs.1300 crore.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and/or Audit Committee is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to do all acts, deeds, things as may be necessary proper or expedient to give effect to these resolution.”

##### **6. Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 1500 Crores and Rs.1000 Crore respectively on private placement.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reserve Bank of India (RBI) Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI-HFC Directions, 2021), including any amendment, modification, variation or re-enactment thereof and other applicable guidelines, directions or laws, the approval of the members is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) and the Board is authorized to offer or invite/issue subscription for Redeemable Non-Convertible Debentures (NCD) upto an amount of Rs.1500 Crores and Commercial Paper (CP) upto an amount of Rs.1000 Crores only, on private placement basis, in one or more tranches, from the date of this Annual General Meeting, until the conclusion of the next Annual General Meeting and on such terms and conditions as the Board may deem fit and appropriate for each series, as the case may be; provided however that the borrowings including by way of issue of NCDs and/ or any other hybrid instruments shall be within the overall limit of borrowings as approved by the shareholders of the Company, from time to time.

**FURTHER RESOLVED THAT** for the purpose of giving effect to this resolution, the Board is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto.

**FURTHER RESOLVED THAT** the Board is hereby authorized to delegate all or any of the powers herein conferred to any director(s)/Committees and/or officers(s) of the Company, to give effect to the resolution(s).”

##### **7. Revision in Remuneration payable to Mr. Thangappan Karunakaran (DIN: 09280701) Managing Director & CEO of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 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 Fixed Pay by 8% payable to Mr. Thangappan Karunakaran (DIN:09280701), Managing Director & CEO from Rs.50 Lakhs per annum to Rs.54 Lakhs per annum w.e.f 1<sup>st</sup> May, 2025 whereas other existing upper ceiling limit of Performance Incentive/Variable Pay upto Rs.21 Lakhs per annum and Perquisites & Allowances upto Rs.9 Lakhs per annum 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.

**FURTHER RESOLVED THAT** the Board of Directors of the Company (including its Committee thereof) and/or the

Company Secretary & Compliance Officer of the Company, be and are hereby severally or jointly authorized on behalf of the Company, to do all such acts, deeds, matters and things as consider necessary, expedient, or desirable and to sign and execute all necessary documents, applications and returns for giving effect to the foregoing resolution.”

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

Sd/-  
**Ankush Tiwari**  
Company Secretary & Compliance Officer  
M.No. A38879

**Registered Office:**

Repco Tower, No. 33, North Usman Road,  
T. Nagar, Chennai 600017

**Corporate Office:**

Third Floor, Alexander Square, Old No. 34 & 35,  
New No.2, Sardar Patel Road, Guindy, Chennai – 600032  
Ph: (044) – 42106650 E-mail: cs@repcohome.com  
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**NOTES:**

1. In accordance with the 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. 20/2020 dated 5<sup>th</sup> May, 2020, General Circular No.02/2022 dated 5<sup>th</sup> May, 2022, General Circular No. 10/2022 dated 28<sup>th</sup> December, 2022 and General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, in relation to “Clarification on holding of Annual General Meeting (AGM) and EGM through Video Conference (VC) or Other Audio Visual Means (OAVM) and passing of Ordinary and Special Resolutions by the Companies under the Companies Act, 2013 read with Rules made thereunder - Extension of timeline-reg.”, the latest being General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 read with applicable circulars as may be issued by the Ministry of Corporate Affairs (MCA), applicable provisions of the Companies Act, 2013 and SEBI vide it’s Master Circular dated 11<sup>th</sup> November, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 (hereinafter collectively referred to as “MCA and SEBI circulars”), companies are allowed to hold Annual General Meeting (AGM) through Video Conference (VC)/Other Audio Visual Means (OAVM), without the physical presence of Members at a common venue. The Corporate office of the Company shall be deemed to be the venue for the AGM. Hence, in compliance with the above mentioned Circulars, the AGM of the Company is being held through VC/OAVM. Since the AGM will be held through VC, the route map and attendance slip are not annexed to this Notice.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended from time to time), Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and the circulars issued by MCA and SEBI, the Company is holding its Annual General Meeting (AGM) through Video Conferencing ('VC')/ Other Audio-Visual Means ('OAVM'), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of KFin Technologies Limited (KFin/KFintech) for conducting AGM through VC/OAVM. Further, KFin has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.
3. The attendance of the Members participating in the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. Members are requested to e-mail at evoting@kfintech.com or call helpline at 1-800-309-4001 in case of any technical assistance required at the time of log in/ assessing/ voting at the Meeting through VC.

5. In compliance with the MCA and SEBI Circulars, the Annual Report for financial year 2024-25 along with the AGM Notice shall be sent to the shareholders in electronic form, to the e-mail address provided by them and made available to us by the Depositories. The Notice of AGM and Annual report for the financial year 2024-25 are also placed on the website of the Company i.e. [www.repcohome.com](http://www.repcohome.com) and the website of KFin Technologies Limited i.e. [www.kfintech.com](http://www.kfintech.com) and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ([www.nseindia.com](http://www.nseindia.com)). In accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for the Financial Year 2024-25 can be accessed. The physical copy of the Annual Report will be sent to the shareholders based on the specific request received at [cs@repcohome.com](mailto:cs@repcohome.com)
  6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto.
  7. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
  8. The Institutional/Corporate shareholders (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and cast their votes through e-voting. They are required to send a scanned copy (pdf format) of its board or governing body's resolution/authorization, etc., authorizing their representative to attend the AGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the scrutinizer by email through its registered email address to [gr@gramscfirm.com](mailto:gr@gramscfirm.com) with a copy marked to [cs@repcohome.com](mailto:cs@repcohome.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com)
  9. The Notice and the Annual Report including financial statements, Directors' Report, etc., are being sent to all the Members electronically, whose names appear on the Register of Members/Record of Depositories as on 25<sup>th</sup> July, 2025 in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and MCA and SEBI Circulars. The Company is accordingly forwarding the soft copies of the above-referred documents to all those members who have registered their e-mail IDs with their respective depository participants or with KFin. The Annual Report and Notice of AGM are also available on the Company's website <https://www.repcohome.com/financial-information>, website of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx>
  10. The Company has fixed Friday, 15<sup>th</sup> August, 2025 as the "Record Date" for determining entitlement of Members for payment of final dividend for the financial year ended 31<sup>st</sup> March, 2025, if approved at the AGM.
  11. If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be dispatched/remitted on or before 21<sup>st</sup> September, 2025 (30 days of AGM Date) to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, 15<sup>th</sup> August, 2025 except to such shareholder(s) who has made request to the Company to relinquish their right of receiving dividend.
  12. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the Company/RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).
- A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the documents at <https://ris.kfintech.com/form15>. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the documents at <https://ris.kfintech.com/form15>

The aforesaid declarations and documents need to be submitted by the Members by 5.00 P.M. IST on 9<sup>th</sup> August, 2025.

The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian, on or before the aforesaid timelines.

13. In terms of section 124(5) of the Companies Act, 2013, the dividend amount remaining unclaimed for a period of 7 years shall become due for transfer to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Companies Act, 2013, in the case of such shareholders whose dividends are unpaid for a continuous period of 7 years, the corresponding shares shall be transferred to the IEPF demat account. Members who have not claimed dividends from FY 2016-17 onwards are requested to approach the Company/ KFin for claiming the same as early as possible, to avoid transfer of the relevant shares to the IEPF demat account. Once unclaimed dividends are transferred to this fund, members will not be entitled to claim these dividends from the Company. The details of unclaimed dividend are available on the Company's website [www.repcohome.com](http://www.repcohome.com) under the Investor section. Members may note that shares as well as unclaimed dividends [FY 2012-13, 2013-14, 2014-15, 2015-16, 2016-17] transferred to IEPF Authority can be claimed back from the IEPF Authority. Any person who is entitled to claim unclaimed dividends or shares etc. that have been transferred to IEPF, can claim the same by making an application directly to IEPF in the prescribed form under the IEPF Rules which is available on the website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in)
14. The facility for e-voting shall also be made available during the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not

barred from doing so, shall be able to exercise their voting rights during the AGM. The Members who have already casted their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

15. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on the cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.
  16. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 A.M (IST) i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM facility, 15 minutes after the scheduled time to start the AGM.
  17. In order to promote optimum utilization of natural resources responsibly, we request shareholders to update their contact details including e-mail address, mandates, nominations, power of attorney, Company details covering the name of the Company and branch details, Company account number, MICR code, IFSC code, etc. with their depository participants and with RTA to enable the Company to send all the communications electronically including Annual Report, Notices, Circulars, etc. The Company is concerned about protecting the environment and utilizing natural resources in a sustainable way.
- Further it may be noted for the purpose of receiving dividend the members are requested to contact their Depository Participant (DP) and register their email id and bank account details with their demat account, as per the process advised by their Depository Participant.
18. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
  19. All documents referred to in this Notice will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available

for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to [investorservices@repcohome.com](mailto:investorservices@repcohome.com).

20. Brief details of the director, who is being re-appointed, is annexed (Annexure-1) hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards issued by the Institute of Company Secretaries of India.
21. Pursuant to the provisions of Section 91 of the Companies Act, 2013, and Regulations 42, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 16<sup>th</sup> August, 2025 to 22<sup>nd</sup> August, 2025 (both days inclusive) for the purpose of this AGM of the Company and for determining the entitlement of the shareholders to the payment of dividend.
22. Members holding shares in physical form are requested to notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at Repco Home Finance Limited, Third Floor, Alexander Square, Old No.34 & 35, New No. 2, Sardar Patel Road, Guindy, Chennai – 600032 or to the Registrar & Transfer Agent of the Company i.e. KFin Technologies Ltd. Members holding shares in electronic form are requested to notify the changes in the above particulars directly to their Depository Participants (DP).
23. Non-Resident Indian Members are requested to inform RTA of the Company any change in their residential status on return to India for permanent settlement, particulars of their Company account maintained in India with complete name, branch account type, account number and address of Company with pin code number, if not furnished earlier. Members holding shares in electronic form may contact their respective Depository Participants for availing this facility.
24. SEBI has mandated the submission of a Permanent Account Number (PAN) by every person dealing in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or RTA.
25. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended

from time to time, securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. The members can contact the Company or Company's Registrars and Transfer Agent (M/s KFin Technologies Limited) for assistance in this regard.

26. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them by submitting Form SH-13 to RTA (if holding physical shares)/ to their DP (if holding demat shares).
27. Shareholders are requested to note that pursuant to SEBI circular dated 03<sup>rd</sup> November, 2021 (subsequently amended by circulars dated 14<sup>th</sup> December, 2021, and 17<sup>th</sup> November, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) were not updated with the KYC details (any of the details viz., PAN; Choice of Nomination; Contact Details; Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 01<sup>st</sup> April, 2024. Members are requested to intimate / update changes, if any, in postal address, e-mail address, mobile number, PAN, nomination, bank details such as name of the bank and branch, bank account number, IFS Code, etc.

Shareholders are requested to update the KYC details by submitting the relevant ISR forms duly filled in along with self-attested supporting proofs. The forms can be downloaded from the website of the Company at <https://www.repcohome.com/corporate-governance> and from website of KFin at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>

SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD\_RTAMB/P/ CIR/2022/8 dated 25<sup>th</sup> January, 2022 has now decided that, with immediate effect, listed companies shall issue the securities in dematerialized form only, while processing investor service request pertaining to issuance of duplicate share certificate, claim from Unclaimed Suspense Account, renewal/ exchange of securities certificates, endorsement, sub-division/splitting/ consolidation of share certificates, transmission and transposition. The securities holder/ claimant are, accordingly, required to submit duly

filled-up Form ISR-4, the format of which can be downloaded from the website of the RTA, i.e. <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> Members holding shares in physical form are, accordingly, requested to consider converting their holding to dematerialized form.

28. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated 31<sup>st</sup> July 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated 4<sup>th</sup> August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated 31<sup>st</sup> July 2023 (updated as on 11<sup>th</sup> August 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal ([https:// smartodr.in/login](https://smartodr.in/login)).

## 29. Procedure of e-voting and attending AGM

- (i) In compliance with the provisions of Section 108 of the Companies 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 9<sup>th</sup> December, 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 KFin Technologies Limited (KFin/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 9<sup>th</sup> December, 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.

- (iv) The remote e-voting period commences from 9.00 A.M (IST) on Tuesday, 19<sup>th</sup> August, 2025 and ends on 5.00 P.M (IST) on Thursday, 21<sup>st</sup> August, 2025.
- (v) The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 15<sup>th</sup> August, 2025.
- (vi) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to KFin at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he/she is already registered with KFin for remote e-voting then he /she can use his/her existing User ID and password for casting the vote.
- (vii) In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting and joining the virtual meeting for Individual shareholders holding securities in demat mode."
- (viii) The details of the process and manner for remote e-voting and AGM are explained herein below:
  - Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.
  - Step 2: Access to KFintech e-voting system in case of shareholders holding shares in physical and non- individual shareholders in demat mode.
  - Step 3: Access to join virtual meetings (e-AGM) of the Company on KFintech system to participate AGM and vote at the AGM.

Details on Step 1 are mentioned below:

**A. Method of login / access to Depositories (NSDL / CDSL) e-voting system in case of individual members holding shares in demat mode.**

| Type of shareholders                                          | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Individual members holding securities in demat mode with NSDL | <b>A. Instructions for existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b> <ol style="list-style-type: none"> <li>Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>On the e-services home page click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>A new page will open. Enter the existing user id and password for accessing IDeAS.</li> <li>After successful authentication, members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</li> <li>Click on company name, i.e. ‘Repco Home Finance Limited’, or e-voting service provider, i.e. KFintech.</li> <li>Members will be re-directed to KFintech’s website for casting their vote during the e-voting period.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                              |
|                                                               | <b>B. Instructions for those Members who are not registered under IDeAS:</b> <ol style="list-style-type: none"> <li>Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</li> <li>Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>Members will have to enter their User ID (i.e. the sixteen digits demat account number held with NSDL), password / OTP and a Verification Code as shown on the screen.</li> <li>After successful authentication, you will enter the e-voting module of NSDL. Click on “Active e-Voting Cycles/ VC or OAVMs” option under E-voting.</li> <li>Click on company name, i.e. Repco Home Finance Limited, or e-voting service provider name, i.e. KFintech, after which the member will be redirected to e-voting service provider website for casting their vote during the remote e-voting period</li> </ol> |
|                                                               | <b>C. By visiting the e-voting website of NSDL:</b> <ol style="list-style-type: none"> <li>Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the “Login” icon, available under the “Shareholder/Member” section.</li> <li>A new screen will open. 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. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page.</li> <li>Click on options available against Company name or e-voting service provider – KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                              |

| Type of shareholders | Login Method |
|----------------------|--------------|
|----------------------|--------------|

D. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



**Individual members holding securities in demat mode with CDSL**

- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password by visiting <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com). Option will be made available to reach e-voting page without any further authentication Click on "MyEasi (Token)" icon under Login section.
- You will see Company Name "Repco Home Finance Limited" on the next screen. Click on the e-voting link available against "Repco Home Finance Limited" or select e-voting service provider "KFin" and you will be re-directed to the e-voting page of KFintech to cast your vote without any further authentication, during the remote e-voting period.
- If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System MyEasi and then click on registration option.
- Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

**Individual members login through their demat accounts /Website of Depository Participant(s)**

- Instructions for login through Demat Account / website of Depository Participant**
  - Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
  - Once logged-in, members will be able to view e-voting option.
  - Upon clicking on e-voting option, members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
  - Click on options available against Repco Home Finance Limited or KFintech.
  - Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.

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

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / 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 no.: 022 - 48867000                       |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800-21-09911. |

Details on Step 2 are mentioned below:

**B. Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode**

Method of login / access to KFintech's e-voting system for non-individual members holding shares in demat mode and shareholders holding securities in physical mode:

| Type of member                                                                             | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Members whose email IDs are registered with the Company / Depository Participant(s)</b> | <p><b>A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)</b></p> <p>Members whose email IDs are registered with the Company / Depository Participant(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:</p> <ol style="list-style-type: none"> <li>Launch internet browser by typing the URL: <a href="https://evoting.kfintech.com/">https://evoting.kfintech.com/</a>.</li> <li>Enter the login credentials (i.e. User ID and password), In case of Demat account, User ID will be your DP ID and Client ID and in case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX, followed by folio number. However, if a member is registered with KFintech for e-voting, they can use their existing User ID and password for casting the vote.</li> <li>After entering these details appropriately, click on "LOGIN".</li> <li>Members will now reach password change menu wherein you are required to mandatorily change the 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 the member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that members do not share their password with any other person and that they take utmost care to keep their password confidential.</li> <li>Members would need to login again with the new credentials.</li> <li>On successful login, the system will prompt the member to select the "EVEN", viz., 'Repco Home Finance Limited, and click on "Submit"</li> <li>On the voting page, enter the number of shares (which represents the number of votes) as of the Cut-off Date under "FOR/AGAINST" or alternatively, a member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding. A member may also choose the option ABSTAIN. If a 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.</li> <li>Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.</li> <li>Members may then cast their vote by selecting an appropriate option and click on "Submit".</li> <li>A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once members have voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, members can login any number of times till they have voted on the Resolution.</li> <li>Corporate/ Institutional members (corporate / FIs / FIIs / trust / mutual funds / banks, etc.) are required to send scanned copy (pdf format) of the relevant board resolution authorising its representatives to vote pursuant to Section 113 of the Act to the Scrutinizer through e-mail to <a href="mailto:gr@gramcsfirm.com">gr@gramcsfirm.com</a> with a copy to <a href="mailto:evoting@kfintech.com">evoting@kfintech.com</a> and <a href="mailto:cs@repcohome.com">cs@repcohome.com</a>. The file scanned image / pdf file of the board resolution should be in the naming format "Repco Home Finance Limited"</li> </ol> |

| Type of member                                                                                 | Login Method                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Members whose email IDs are not registered with the Company / Depository Participant(s)</b> | <p>A. Instructions for Members whose email IDs are not registered with the Company / Depository Participant(s), and consequently the Annual Report, Notice of AGM, and e-voting instructions cannot be serviced:</p> <p>(i) Members who have not registered their email address and in consequence the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number registered with KFintech, by accessing the link: <a href="https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx">https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx</a></p> <p>Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, the member may write to einward.ris@kfintech.com.</p> <p>(ii) Alternatively, the member may send an e-mail request at the email id einward.ris@kfintech.com along with a scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of the electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.</p> <p>(iii) After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.</p> |

#### Details on Step 3 are mentioned below:

#### C. Instructions for all the shareholders, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.

- i. Member will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com> by using the e-voting login credentials provided in the email received from the Company/ KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned above.
- ii. Facility for joining AGM through VC/OAVM shall open atleast 30 minutes before the commencement of the Meeting.
- iii. Members are encouraged to join the Meeting through Laptops/ Desktops with Google Chrome, Safari, Microsoft Edge, Mozilla Firefox etc.
- iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further, Members connecting from

Mobile Devices or Tablets or through laptops connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective networks. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
- vi. A Member can opt for only a single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and voting at the AGM shall be treated as invalid.
- vii. The facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis.
- viii. Institutional Members are encouraged to attend the AGM through VC/OAVM and to vote.
- ix. In case of joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the AGM.

## OTHER INSTRUCTIONS

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit <https://emeetings.kfintech.com> and login through the user ID and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will be opened from 9:00 A.M on 19<sup>th</sup> August, 2025 to 5:00 P.M on 20<sup>th</sup> August, 2025, Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting <https://emeetings.kfintech.com>. Please login through the user id and password provided in the mail received from KFintech. On successful login, select 'Post Your Question' option which will be opened from 9:00 A.M on 19<sup>th</sup> August, 2025 to 5:00 P.M on 20<sup>th</sup> August, 2025.
- III. In case of any query and/or grievance, in respect e-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.
- IV. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on 15<sup>th</sup> August, 2025 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. This AGM Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 25<sup>th</sup> July, 2025. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
  - (i) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD E-voting Event Number (EVEN) + Folio No. or DP ID Client ID to +91 9212993399  
 Example for NSDL: MYEPWD IN12345612345678  
 Example for CDSL: MYEPWD 1402345612345678  
 Example for Physical: MYEPWD XXXX1234567 (where XXXX is EVEN and 1234567 is folio no.).
  - (ii) If email ID of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - (iii) Members may send an email request to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If the member is already registered with the KFintech e-voting platform then such member can use his / her existing User ID and password for casting the vote through remote e-voting.
  - (iv) Members may call KFintech toll free number 1-800-309-4001 for any clarifications / assistance that may be required.
- VI. The Company has appointed Mr. G. Ramachandran of M/s. G. Ramachandran & Associates, Company Secretaries, (FCS No. 9687, CoP No. 3056, PR No: 2968/2023) having their office at Syndicate Residency, F-10, Dr. Thomas Road 1<sup>st</sup> Street, Off. South Boag Road, T. Nagar, Chennai-600017, to act as the Scrutinizer for the e-voting process, and voting at the AGM in a fair and transparent manner.
- VII. The Scrutinizer shall, immediately after the conclusion of AGM, count the votes cast at the AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses, who are not in the employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, within the prescribed time limit after the conclusion of the AGM to the Chairman or a person authorized by him. The Chairman or any other person authorized by him shall declare the result of the voting forthwith.
- VIII. The resolution(s) will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolution(s). The results declared along with the Scrutinizer's Report will be available on the website of the Company at <https://www.repcohome.com> and Service Provider's website at <https://evoting.kfintech.com> and the communication will be submitted with the BSE Limited and National Stock Exchange of India Limited.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

### Item No. 4

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Notification dated 12<sup>th</sup> December 2024 and provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Based on recommendation of the Audit Committee, the Board of Directors in its meeting held on 27<sup>th</sup> June, 2025 had approved and recommended the appointment of M/s. G. Ramachandran & Associates, Company Secretaries (Unique Identification No. S2015TN295500) (Peer Review No:2968/2023), a peer reviewed firm as Secretarial Auditor of the Company for a term of five consecutive years commencing FY 2025-26 till FY 2029-30, subject to approval of members.

M/s. G. Ramachandran & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They have given their consent to act as the Secretarial Auditor of the Company. The services to be rendered by M/s. G. Ramachandran & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31<sup>st</sup> December, 2024.

Based on the recommendation of the Audit Committee, the Board approved the Secretarial Audit fees as Rs.2,50,000/- plus applicable tax for the FY 2025-26, excluding certification fees and out of pocket expenses which will be over and above the fee approved by the Board. For subsequent years, the fees will be fixed by the Board of Directors on recommendation of the Audit Committee. In addition to the secretarial audit, M/s. G. Ramachandran & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors.

### Brief Profile of M/s. G. Ramachandran & Associates

Mr. G.Ramachandran [FCS 9687 CoP 3056], Proprietor of M/s. G. Ramachandran & Associates (Unique Identification No. S2015TN295500) (Peer Review No. 2968/2023) is a Fellow Member of Institute of Company Secretaries of India. He has been practicing as Company Secretary for more than 25 years. M/s. G.Ramachandran & Associates is offering wide spectrum

of services in the fields of Companies Act and its related laws, Limited Liability Partnership Act, SEBI, Value Added Tax, Foreign Exchange Management Act, RBI formalities / approvals etc., NBFC related RBI Compliances, Registered Trade Mark Attorney, Insolvency and Voluntary liquidation.

The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

### Item No. 5

The provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates prior approval of Members by means of an ordinary resolution for all material related party transactions and subsequent material modifications as defined by the Audit Committee even if such transactions are in the ordinary course of the business of the Company and at an arm's length basis. A transaction with a related party shall be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds Rs.1000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the Company whichever is lower. The annual consolidated turnover of the Company for the financial year 2024-25 is Rs.1685.16 Crores. The Company has been entering into transactions with Repatriates Co-operative Finance & Development Bank Limited (Repco Bank), Promoter of the Company since incorporation, in the ordinary course of business. The related party transaction will include transactions like availing of Term Loans, Overdraft facilities, making payment of interest, placing short term/ long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein. The liabilities of the Company with the promoter as on 31<sup>st</sup> March, 2025 was Rs.1026.20 Crores [Term Loan and WCTL Outstanding with Repco Bank]

The Company has obtained prior approval of the members for entering into or continuing with the transactions, arrangements or contracts with related parties viz., Repatriates Co-operative Finance & Development Bank Ltd (Repco Bank). The members, at the 24<sup>th</sup> Annual General Meeting held on 2<sup>nd</sup> August, 2024 have given prior approval for related party transactions with

Repatriates Co-operative Finance & Development Bank Ltd (Repco Bank), for aggregate amount not exceeding Rs.1300 Crore which is valid till the conclusion of 25<sup>th</sup> Annual General Meeting of the Company.

The Company proposes to continue entering into transactions, contracts and arrangements with the promoter. The transactions with Repatriates Co-operative Finance & Development Bank Limited (Repco Bank) are continuous and ongoing basis. These transactions amount to related party transactions falling within the purview of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all these transactions in aggregate, are material related party transactions under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The above transactions are in the ordinary course of business and on an arm's length basis.

The Company is taking approval of members every year for all the proposed material related party transactions as per the SEBI

Regulations and all other applicable laws/ statutory provisions, if any. The members' approval is being sought from the conclusion of the 25<sup>th</sup> Annual general meeting till the conclusion of 26<sup>th</sup> Annual general meeting of the Company.

The Audit Committee of the Board and also the Board of Directors, wherever applicable, have granted prior approvals for entering into related party transactions with Repatriates Co-operative Finance & Development Bank Limited (Repco Bank).

The information to be reviewed for approval of related party transaction as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, SEBI circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 and Industry Standard on Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT) dated 14<sup>th</sup> February, 2025 are given below:

| S. No.                                                                         | Particulars of the information                                                                                                                                                                                                                                                                                                                                                              | Information provided by the management                                                                                                                   | Comments of the Audit Committee |
|--------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
| <b>A. Details of the related party and transactions with the related party</b> |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                          |                                 |
| <b>A (1). Basic details of the related party</b>                               |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                          |                                 |
| 1.                                                                             | Name of the related party                                                                                                                                                                                                                                                                                                                                                                   | Repatriates Co-operative Finance & Development Bank Limited (Repco Bank)                                                                                 | -                               |
| 2.                                                                             | Country of incorporation of the related party                                                                                                                                                                                                                                                                                                                                               | India                                                                                                                                                    | -                               |
| 3.                                                                             | Nature of business of the related party                                                                                                                                                                                                                                                                                                                                                     | Repco Bank is committed to banking and extending banking services in a comprehensive way for the benefit of repatriates, stakeholders, member customers. | -                               |
| <b>A (2). Relationship and ownership of the related party</b>                  |                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                          |                                 |
| 4.                                                                             | Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party.                                                                                                                                                                                                                                                                  | Promoter                                                                                                                                                 | -                               |
| 5.                                                                             | Shareholding or contribution % or profit & loss sharing % of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.<br><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the listed entity or subsidiary has control.                                       | Not Applicable                                                                                                                                           | -                               |
| 6.                                                                             | Shareholding of the related party, whether direct or indirect, in the listed entity/subsidiary (in case of transaction involving the subsidiary).<br><b>Explanation:</b> Indirect shareholding shall mean shareholding held through any person, over which the related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered. | 37.13%                                                                                                                                                   | -                               |

| S. No.                                                               | Particulars of the information                                                                                                                                                                                                                         | Information provided by the management | Comments of the Audit Committee |
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| <b>A(3). Financial performance of the related party</b>              |                                                                                                                                                                                                                                                        |                                        |                                 |
| 7.                                                                   | Standalone turnover of the related party for each of the last three financial years:                                                                                                                                                                   |                                        | -                               |
|                                                                      | FY 2022-2023                                                                                                                                                                                                                                           | Rs. 910.91 Crores                      | -                               |
|                                                                      | FY 2023-2024                                                                                                                                                                                                                                           | Rs. 1,099.56 Crores                    | -                               |
|                                                                      | FY 2024-2025                                                                                                                                                                                                                                           | Rs. 1,229.57 Crores                    | -                               |
| 8.                                                                   | Standalone net worth of the related party for each of the last three financial years:                                                                                                                                                                  |                                        | -                               |
|                                                                      | FY 2022-2023                                                                                                                                                                                                                                           | Rs. 828.94 Crores                      | -                               |
|                                                                      | FY 2023-2024                                                                                                                                                                                                                                           | Rs. 859.98 Crores                      | -                               |
|                                                                      | FY 2024-2025                                                                                                                                                                                                                                           | Rs. 948.54 Crores                      | -                               |
| 9.                                                                   | Standalone net profits of the related party for each of the last three financial years:                                                                                                                                                                |                                        |                                 |
|                                                                      | FY 2022-2023                                                                                                                                                                                                                                           | Rs. 67.42 Crores                       | -                               |
|                                                                      | FY 2023-2024                                                                                                                                                                                                                                           | Rs. 69.69 Crores                       | -                               |
|                                                                      | FY 2024-2025                                                                                                                                                                                                                                           | Rs. 140.41 Crores                      | -                               |
| <b>A(4). Details of previous transactions with the related party</b> |                                                                                                                                                                                                                                                        |                                        |                                 |
| 10.                                                                  | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during each of the last three financial years.<br><b>Note:</b> Details need to be disclosed separately for listed entity and its subsidiary. |                                        |                                 |
|                                                                      | <b>FY 2022-2023</b>                                                                                                                                                                                                                                    |                                        |                                 |
|                                                                      | <b>Sl. No. Nature of Transactions</b>                                                                                                                                                                                                                  | <b>Amount (in Crore)</b>               |                                 |
|                                                                      | 1 Reimbursement                                                                                                                                                                                                                                        | 0.36                                   | -                               |
|                                                                      | 2 Rent paid                                                                                                                                                                                                                                            | 0.15                                   | -                               |
|                                                                      | 3 Rent received                                                                                                                                                                                                                                        | 0.04                                   | -                               |
|                                                                      | 4 Reimbursement of Administrative expenses                                                                                                                                                                                                             | 0.09                                   | -                               |
|                                                                      | 5 Dividend Paid                                                                                                                                                                                                                                        | 5.81                                   | -                               |
|                                                                      | 6 Interest Paid                                                                                                                                                                                                                                        | 78.89                                  | -                               |
|                                                                      | 7 Loan availed                                                                                                                                                                                                                                         | 184.00                                 | -                               |
|                                                                      | 8 Loan repaid                                                                                                                                                                                                                                          | 175.00                                 | -                               |
|                                                                      | <b>FY 2023-2024</b>                                                                                                                                                                                                                                    |                                        |                                 |
|                                                                      | <b>Sl. No. Nature of Transactions</b>                                                                                                                                                                                                                  | <b>Amount (in Crore)</b>               |                                 |
|                                                                      | 1 Reimbursement                                                                                                                                                                                                                                        | 0.17                                   | -                               |
|                                                                      | 2 Rent paid                                                                                                                                                                                                                                            | 0.22                                   | -                               |
|                                                                      | 3 Rent received                                                                                                                                                                                                                                        | 0.04                                   | -                               |
|                                                                      | 4 Reimbursement of Administrative expenses                                                                                                                                                                                                             | 0.10                                   | -                               |
|                                                                      | 5 Dividend Paid                                                                                                                                                                                                                                        | 6.27                                   | -                               |
|                                                                      | 6 Interest Paid                                                                                                                                                                                                                                        | 89.01                                  | -                               |
|                                                                      | 7 Loan availed                                                                                                                                                                                                                                         | 50.00                                  | -                               |
|                                                                      | 8 Loan repaid                                                                                                                                                                                                                                          | 70.00                                  | -                               |
|                                                                      | 9 Sitting fee                                                                                                                                                                                                                                          | 0.03                                   | -                               |

| S. No.                                                                                      | Particulars of the information                                                                                                                                                                                          | Information provided by the management                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | Comments of the Audit Committee |
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|                                                                                             | <b>FY 2024-2025</b>                                                                                                                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                 |
|                                                                                             | <b>Sl. No. Nature of Transactions</b>                                                                                                                                                                                   | <b>Amount (in Crore)</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                                 |
|                                                                                             | 1 Reimbursement                                                                                                                                                                                                         | 0.39                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                               |
|                                                                                             | 2 Rent paid                                                                                                                                                                                                             | 0.27                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                               |
|                                                                                             | 3 Rent received                                                                                                                                                                                                         | 0.04                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                               |
|                                                                                             | 4 Reimbursement of Administrative expenses                                                                                                                                                                              | 0.10                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                               |
|                                                                                             | 5 Dividend Paid                                                                                                                                                                                                         | 6.97                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | -                               |
|                                                                                             | 6 Interest Paid                                                                                                                                                                                                         | 86.98                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -                               |
|                                                                                             | 7 Loan repaid                                                                                                                                                                                                           | 43.18                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -                               |
| 11.                                                                                         | Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the current financial year (till the date of approval of the Audit Committee / shareholders).          | Rs.34.70 Crores - FY 2025-26 (till approval of ACB dated 09 <sup>th</sup> June, 2025)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | -                               |
| 12.                                                                                         | Whether prior approval of Audit Committee has been taken for the above-mentioned transactions?                                                                                                                          | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | -                               |
| 13.                                                                                         | Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last three financial years. | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | -                               |
| <b>A(5). Amount of the proposed transactions (All types of transactions taken together)</b> |                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                 |
| 14.                                                                                         | Total amount of all the proposed transactions being placed for approval in the current meeting.                                                                                                                         | The aggregate value of the existing as well as new related party transaction with Repatriates Co-operative Finance & Development Bank Limited (Repco Bank) would be Rs.1300 Crores. The borrowing transaction limit shall not exceed Rs.1200 Crores and other than borrowing transaction (Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein for the relevant period) limit shall not exceed Rs.100 Crores.<br>There is no change in the overall limit already approved by the shareholders. | -                               |
| 15.                                                                                         | Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year is material RPT in terms of Para 1(1) of these Standards?                    | Yes                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | -                               |
| 16.                                                                                         | Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year                                                                     | 75.55%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | -                               |

| S. No.                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Particulars of the information                                                                                                                                                                                                                                                                                                            | Information provided by the management                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | Comments of the Audit Committee |
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| 17.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary, and where the listed entity is not a party to the transaction)                                                                             | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -                               |
| 18.                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | Value of the proposed transactions as a percentage of the related party's annual standalone turnover for the immediately preceding financial year.                                                                                                                                                                                        | 105.73%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -                               |
| <b>B. Details for specific transactions</b>                                                                                                                                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                 |
| <b>B (1). Basic details of the proposed transaction</b><br><i>(In case of multiple types of proposed transactions, details to be provided separately for each type of the proposed transaction – for example, (i) sale of goods and purchase of goods to be treated as separate transactions; (ii) sale of goods and sale of services to be treated as separate transactions; (iii) giving of loans and giving of guarantee to be treated as separate transactions)</i> |                                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                 |
| 1.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Specific type of the proposed transaction (e.g. sale of goods/ services, purchase of goods/services, giving loan, borrowing etc.)                                                                                                                                                                                                         | Borrowing & other transactions                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | -                               |
| 2.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Details of the proposed transaction                                                                                                                                                                                                                                                                                                       | Borrowing by way of term loans and secured overdraft                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | -                               |
| 3.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Tenure of the proposed transaction (tenure in number of years or months to be specified)                                                                                                                                                                                                                                                  | Ranging between 3 years to 10 Years for borrowings and event specific for other transactions.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | -                               |
| 4.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Indicative date / time line for undertaking the transaction                                                                                                                                                                                                                                                                               | Ongoing                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | -                               |
| 5.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Whether omnibus approval is being sought?                                                                                                                                                                                                                                                                                                 | No                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | -                               |
| 6.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Value of the proposed transaction during a financial year. In case approval of the Audit Committee is sought for multi-year contracts, also provide the aggregate value of transactions during the tenure of the contract.<br><br>If omnibus approval is being sought, the maximum value of a single transaction during a financial year. | <p>The aggregate value of the existing as well as new related party transaction with Repatriates Co-operative Finance &amp; Development Bank Limited (Repco Bank) would be Rs.1300 Crores. The borrowing transaction limit shall not exceed Rs.1200 Crore and other than borrowing transaction (Overdraft facilities, making payment of interest, placing short term/long term deposits, and collecting / recovering interest thereon, occupy any business premises of the Bank on rent, let any business premises to the bank on rent, payment of management fees, advisory services including sharing of advisory services, sitting fees etc. or any incidental services in relation to transactions mentioned herein) limit shall not exceed Rs.100 Crores.</p> <p>There is no change in the overall limit already approved by the shareholders.</p> | -                               |
| 7.                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | Whether the RPTs proposed to be entered into are:                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                                 |

| S. No.                                                                                                                                                | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                                                                                         | Information provided by the management                                                                                                                                                  | Comments of the Audit Committee |
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|                                                                                                                                                       | (i)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | not prejudicial to the interest of public shareholders, and                                                             | Yes                                                                                                                                                                                     | -                               |
|                                                                                                                                                       | (ii)                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | going to be carried out on the same terms and conditions as would be applicable to any party who is not a related party | Yes                                                                                                                                                                                     | -                               |
| 8.                                                                                                                                                    | Provide a clear justification for entering into the RPT, demonstrating how the proposed RPT serves the best interests of the listed entity and its public shareholders.                                                                                                                                                                                                                                                                                                                                               |                                                                                                                         | The rates provided by the Promoter are competitive and also helps the Company in maintaining a comfortable liquidity position.                                                          | -                               |
| 9.                                                                                                                                                    | Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.<br><br>The details shall be provided, where the shareholding or contribution or % sharing ratio of the promoter(s) or director(s) or KMP in the related party is more than 2%.<br><br><b>Explanation:</b> Indirect interest shall mean interest held through any person over which an individual has control including interest held through relatives. |                                                                                                                         | Repatriates Co-operative Finance & Development Bank Limited (Repco Bank), Promoter.                                                                                                     | -                               |
|                                                                                                                                                       | a.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name of the director / KMP                                                                                              | Mr. C.Thangaraju and Mr. E.Santhanam, are on the Board of Repco Home Finance Limited as well as on the Board of Repatriates Co-operative Finance & Development Bank Limited (Promoter). | -                               |
|                                                                                                                                                       | b.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Shareholding of the director / KMP, whether direct or indirect, in the related party                                    | Mr.C.Thangaraju is holding 100 shares in Repco Bank.<br><br>Mr.E.Santhanam is holding 10004 shares in Repco Bank                                                                        | -                               |
| 10.                                                                                                                                                   | Details of shareholding (more than 2%) of the director(s) / key managerial personnel/ partner(s) of the related party, directly or indirectly, in the listed entity.<br><br>Explanation: Indirect shareholding shall mean shareholding held through any person over which an individual has control including shareholding held through relatives.                                                                                                                                                                    |                                                                                                                         | Nil.                                                                                                                                                                                    | -                               |
|                                                                                                                                                       | a.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Name of the director / KMP/ partner                                                                                     | No Director is holding more than 2% in the company.                                                                                                                                     | -                               |
|                                                                                                                                                       | b.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Shareholding of the director / KMP/ partner, whether direct or indirect, in the listed entity                           |                                                                                                                                                                                         | -                               |
| 11.                                                                                                                                                   | A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.                                                                                                                                                                                                                                                                                                                                                                                                           |                                                                                                                         | NA                                                                                                                                                                                      | -                               |
| 12.                                                                                                                                                   | Other information relevant for decision making.                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                         | NA                                                                                                                                                                                      | -                               |
| B(2) Additional details for proposed transactions relating to sale, purchase or supply of goods or services or any other similar business transaction |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                         |                                                                                                                                                                                         |                                 |
| 13.                                                                                                                                                   | Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids.                                                                                                                                                                                                                                                                                        |                                                                                                                         | NA                                                                                                                                                                                      | -                               |

| S. No.                                                                                                                                                                              | Particulars of the information                                                                                                                                                                                                                                         | Information provided by the management | Comments of the Audit Committee |
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| 14.                                                                                                                                                                                 | Best bid / quotation received. If comparable bids are available, disclose the price and terms offered.                                                                                                                                                                 | NA                                     | -                               |
| 15.                                                                                                                                                                                 | Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.                                                                                                           | NA                                     | -                               |
| 16.                                                                                                                                                                                 | Where bids were not invited, the fact shall be disclosed along with the justification for the same.                                                                                                                                                                    | NA                                     | -                               |
| 17.                                                                                                                                                                                 | Wherever comparable bids are not available, state what is basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.                                                                                                 | NA                                     | -                               |
| <b>B(3). Additional details for proposed transactions relating to any loans, inter-corporate deposits or advances given by the listed entity or its subsidiary – Not Applicable</b> |                                                                                                                                                                                                                                                                        |                                        |                                 |
| 18.                                                                                                                                                                                 | Source of funds in connection with the proposed transaction.<br>Explanation: This shall not be applicable to listed banks/ NBFCs.                                                                                                                                      | NA                                     | -                               |
| 19.                                                                                                                                                                                 | Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following:<br>Explanation: This shall not be applicable to listed banks/ NBFCs.                                                                             | NA                                     | -                               |
| a.                                                                                                                                                                                  | Nature of indebtedness                                                                                                                                                                                                                                                 | NA                                     | -                               |
| b.                                                                                                                                                                                  | Total cost of borrowing                                                                                                                                                                                                                                                | NA                                     | -                               |
| c.                                                                                                                                                                                  | Tenure                                                                                                                                                                                                                                                                 | NA                                     | -                               |
| d.                                                                                                                                                                                  | Other details                                                                                                                                                                                                                                                          | NA                                     | -                               |
| 20.                                                                                                                                                                                 | Material covenants of the proposed transaction                                                                                                                                                                                                                         | NA                                     | -                               |
| 21.                                                                                                                                                                                 | Interest rate charged on loans / inter- corporate deposits / advances by the listed entity (or its subsidiary, in case of transaction involving the subsidiary) in the last three financial years:<br>• To any party (other than related party):<br>• To related party | NA                                     | -                               |
| 22.                                                                                                                                                                                 | Rate of interest at which the related party is borrowing from its bankers or the rate at which the related party may be able to borrow given its credit rating or credit score and its standing and financial position                                                 | NA                                     | -                               |
| 23.                                                                                                                                                                                 | Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers or the rate at which the listed entity may be able to borrow given its credit rating or credit score and its standing and financial position                               | NA                                     | -                               |
| 24.                                                                                                                                                                                 | Proposed interest rate to be charged by listed entity or its subsidiary from the related party.                                                                                                                                                                        | NA                                     | -                               |
| 25.                                                                                                                                                                                 | Maturity / due date                                                                                                                                                                                                                                                    | NA                                     | -                               |
| 26.                                                                                                                                                                                 | Repayment schedule & terms                                                                                                                                                                                                                                             | NA                                     | -                               |
| 27.                                                                                                                                                                                 | Whether secured or unsecured?                                                                                                                                                                                                                                          | NA                                     | -                               |
| 28.                                                                                                                                                                                 | If secured, the nature of security & security coverage ratio                                                                                                                                                                                                           | NA                                     | -                               |

| S. No.                                                                                                                                     | Particulars of the information                                                                                                                               |                         |        |                           | Information provided by the management | Comments of the Audit Committee |
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| 29.                                                                                                                                        | The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.                                      |                         |        |                           | NA                                     | -                               |
| 30.                                                                                                                                        | Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))                    |                         |        |                           | NA                                     | -                               |
| 31.                                                                                                                                        | Amount of total borrowings (long- term and short-term) of the related party over the last three financial years                                              |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2022-2023                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2023-2024                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2024-2025                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
| 32.                                                                                                                                        | Interest rate paid on the borrowings by the related party from any party in the last three financial years.                                                  |                         |        |                           | NA                                     | -                               |
| 33.                                                                                                                                        | Default in relation to borrowings, if any, made during the last three financial years, by the related party from the listed entity or any other person.      |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2022-2023                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2023-2024                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | FY 2024-2025                                                                                                                                                 |                         |        |                           | NA                                     | -                               |
| 34.                                                                                                                                        | Advances provided, their break-up and duration.                                                                                                              |                         |        |                           |                                        |                                 |
|                                                                                                                                            | S. No.                                                                                                                                                       | Advance given to        | Amount | Duration of advance given | NA                                     | -                               |
|                                                                                                                                            | 1                                                                                                                                                            |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | 2                                                                                                                                                            |                         |        |                           | NA                                     | -                               |
| 35.                                                                                                                                        | Advance as % of the total loan given during the preceding 12 months                                                                                          |                         |        |                           | NA                                     | -                               |
| B(4). Additional details for proposed transactions relating to any investment made by the listed entity or its subsidiary – Not Applicable |                                                                                                                                                              |                         |        |                           |                                        |                                 |
| 36.                                                                                                                                        | Source of funds in connection with the proposed transaction.<br>Explanation: This shall not be applicable to listed banks/ NBFCs.                            |                         |        |                           | NA                                     | -                               |
| 37.                                                                                                                                        | Purpose for which funds shall be utilized by the investee company.                                                                                           |                         |        |                           | NA                                     | -                               |
| 38.                                                                                                                                        | Where any financial indebtedness is incurred to make investment, specify the following:<br>Explanation: This shall not be applicable to listed banks/ NBFCs. |                         |        |                           | NA                                     | -                               |
|                                                                                                                                            | a                                                                                                                                                            | Nature of indebtedness  |        |                           | NA                                     | -                               |
|                                                                                                                                            | b                                                                                                                                                            | Total cost of borrowing |        |                           | NA                                     | -                               |
|                                                                                                                                            | c                                                                                                                                                            | Tenure                  |        |                           | NA                                     | -                               |
|                                                                                                                                            | d                                                                                                                                                            | Other details           |        |                           | NA                                     | -                               |
| 39.                                                                                                                                        | Material covenants of the proposed transaction                                                                                                               |                         |        |                           | NA                                     | -                               |

| S. No.                                                                                                                                                                                                                                                      | Particulars of the information                                                                                                                                                                                                                                                                                                                           | Information provided by the management | Comments of the Audit Committee |
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| 40.                                                                                                                                                                                                                                                         | Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating))<br>Explanation: This shall be applicable in case of investment in debt instruments.                                                                                                                            | NA                                     | -                               |
| 41.                                                                                                                                                                                                                                                         | Expected annualised returns<br>Explanation: This shall be applicable in case of investment in debt instruments.                                                                                                                                                                                                                                          | NA                                     | -                               |
| 42.                                                                                                                                                                                                                                                         | Returns on past investments in the related party over the last three financial years                                                                                                                                                                                                                                                                     | NA                                     | -                               |
| 43.                                                                                                                                                                                                                                                         | Details of asset-liability mismatch position, if any, post investment<br>Explanation: This shall be applicable in case of investment in debt instruments.                                                                                                                                                                                                | NA                                     | -                               |
| 44.                                                                                                                                                                                                                                                         | Whether any regulatory approval is required. If yes, whether the same has been obtained.                                                                                                                                                                                                                                                                 | NA                                     | -                               |
| <b>B (5). Additional details for proposed transactions relating to any guarantee (excluding performance guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary – Not Applicable</b> |                                                                                                                                                                                                                                                                                                                                                          |                                        |                                 |
| 45.                                                                                                                                                                                                                                                         | Rationale for giving guarantee, surety, indemnity or comfort letter                                                                                                                                                                                                                                                                                      | NA                                     | -                               |
| 46.                                                                                                                                                                                                                                                         | Material covenants of the proposed transaction including (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.                                            | NA                                     | -                               |
| 47.                                                                                                                                                                                                                                                         | The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity, or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified. | NA                                     | -                               |
| 48.                                                                                                                                                                                                                                                         | Latest credit rating of the related party (other than structured obligation rating (SO rating) and credit enhancement rating (CE rating)), if guarantee, surety, indemnity or comfort letter is given in connection with the borrowing by a related party                                                                                                | NA                                     | -                               |
| 49.                                                                                                                                                                                                                                                         | Details of solvency status and going concern status of the related party during the last three financial years:                                                                                                                                                                                                                                          | NA                                     | -                               |
|                                                                                                                                                                                                                                                             | FY 2022-2023                                                                                                                                                                                                                                                                                                                                             | -                                      | -                               |
|                                                                                                                                                                                                                                                             | FY 2023-2024                                                                                                                                                                                                                                                                                                                                             | -                                      | -                               |
|                                                                                                                                                                                                                                                             | FY 2024-2025                                                                                                                                                                                                                                                                                                                                             | -                                      | -                               |
| 50.                                                                                                                                                                                                                                                         | Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person.                                                                                                                                                                                                                     | NA                                     | -                               |
|                                                                                                                                                                                                                                                             | FY 2022-2023                                                                                                                                                                                                                                                                                                                                             | -                                      | -                               |

| S. No.                                                                                                                                                                                                                                             | Particulars of the information                                                                                                                                                                                                 | Information provided by the management                                                                                                                                                                                                                                                  | Comments of the Audit Committee |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------|
|                                                                                                                                                                                                                                                    | FY 2023-2024                                                                                                                                                                                                                   | NA                                                                                                                                                                                                                                                                                      | -                               |
|                                                                                                                                                                                                                                                    | FY 2024-2025                                                                                                                                                                                                                   | NA                                                                                                                                                                                                                                                                                      | -                               |
| <b>B(6). Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary</b>                                                                                                                            |                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                         |                                 |
| 51.                                                                                                                                                                                                                                                | Material covenants of the proposed transaction                                                                                                                                                                                 | Assignment of housing loan receivables.                                                                                                                                                                                                                                                 | -                               |
| 52.                                                                                                                                                                                                                                                | Interest rate (in terms of numerical value or base rate and applicable spread)                                                                                                                                                 | 8.40% for all three loans including Working capital                                                                                                                                                                                                                                     | -                               |
| 53.                                                                                                                                                                                                                                                | Cost of borrowing (This shall include all costs associated with the borrowing)                                                                                                                                                 | 8.40%                                                                                                                                                                                                                                                                                   | -                               |
| 54.                                                                                                                                                                                                                                                | Maturity / due date                                                                                                                                                                                                            | Ranging between 3 Years-10 Years                                                                                                                                                                                                                                                        | -                               |
| 55.                                                                                                                                                                                                                                                | Repayment schedule & terms                                                                                                                                                                                                     | 1) SODL (Rs.400 Crore) – working capital for 3 years.<br>2) Repco Term loan of Rs.400 Crore – 20 Half yearly principal repayment with monthly interest payments.<br>3) Repco Term loan of Rs.300 Crore – Bullet principal repayment at the end of tenure with monthly interest payments | -                               |
| 56.                                                                                                                                                                                                                                                | Whether secured or unsecured?                                                                                                                                                                                                  | Secured                                                                                                                                                                                                                                                                                 | -                               |
| 57.                                                                                                                                                                                                                                                | If secured, the nature of security & security coverage ratio                                                                                                                                                                   | Assignment of housing loan receivables                                                                                                                                                                                                                                                  | -                               |
| 58.                                                                                                                                                                                                                                                | The purpose for which the funds will be utilized by the listed entity / subsidiary                                                                                                                                             | Onward Lending                                                                                                                                                                                                                                                                          | -                               |
| 59.                                                                                                                                                                                                                                                | Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements<br><b>Explanation:</b> This shall not be applicable to listed banks.                                                    |                                                                                                                                                                                                                                                                                         |                                 |
|                                                                                                                                                                                                                                                    | a. Before transaction                                                                                                                                                                                                          | 3.38 (FY 2024-25)                                                                                                                                                                                                                                                                       | -                               |
|                                                                                                                                                                                                                                                    | b. After transaction                                                                                                                                                                                                           | 3.41 (FY 2024-25)                                                                                                                                                                                                                                                                       | -                               |
| 60.                                                                                                                                                                                                                                                | Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements<br><b>Explanation:</b> This shall not be applicable to listed banks.                                             | Not applicable as the company is a NBFC                                                                                                                                                                                                                                                 |                                 |
|                                                                                                                                                                                                                                                    | a. Before transaction                                                                                                                                                                                                          | -                                                                                                                                                                                                                                                                                       | -                               |
|                                                                                                                                                                                                                                                    | b. After transaction                                                                                                                                                                                                           | -                                                                                                                                                                                                                                                                                       | -                               |
| <b>B (7). Additional details for proposed transactions relating to sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate – Not Applicable</b> |                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                         |                                 |
| 61.                                                                                                                                                                                                                                                | Number of bidders / suppliers / vendors / traders / distributors / service providers from whom bids / quotations were received with respect to the proposed transaction along with details of process followed to obtain bids. | NA                                                                                                                                                                                                                                                                                      | -                               |
| 62.                                                                                                                                                                                                                                                | Best bid / quotation received.<br>If comparable bids are available, disclose the price and terms offered.                                                                                                                      | NA                                                                                                                                                                                                                                                                                      | -                               |
| 63.                                                                                                                                                                                                                                                | Additional cost / potential loss to the listed entity or the subsidiary in transacting with the related party compared to the best bid / quotation received.                                                                   | NA                                                                                                                                                                                                                                                                                      | -                               |

| S. No. | Particulars of the information                                                                                                                                                                                                                               |                         |                         |                         | Information provided by the management | Comments of the Audit Committee |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|-------------------------|----------------------------------------|---------------------------------|
| 64.    | Where bids were not invited, the fact shall be disclosed along with the justification for the same.                                                                                                                                                          |                         |                         |                         | NA                                     | -                               |
| 65.    | Wherever comparable bids are not available, state what is the basis to recommend to the Audit Committee that the terms of proposed RPT are beneficial to the shareholders.                                                                                   |                         |                         |                         | NA                                     | -                               |
| 66.    | Reasons for sale, lease or disposal of assets of subsidiary or of unit, division or undertaking of the listed entity, or disposal of shares of subsidiary or associate.                                                                                      |                         |                         |                         | NA                                     | -                               |
| 67.    | Financial track record of the subsidiary / undertaking that is being sold (in case of sale of undertaking, segment level data to be provided) during the last three financial years:                                                                         |                         |                         |                         | NA                                     | -                               |
|        |                                                                                                                                                                                                                                                              | <b>FY<br/>20xx-20xx</b> | <b>FY<br/>20xx-20xx</b> | <b>FY<br/>20xx-20xx</b> |                                        |                                 |
|        | Turnover                                                                                                                                                                                                                                                     |                         |                         |                         | NA                                     | -                               |
|        | Net worth                                                                                                                                                                                                                                                    |                         |                         |                         | NA                                     | -                               |
|        | Net Profit                                                                                                                                                                                                                                                   |                         |                         |                         | NA                                     | -                               |
|        | Net Profit Margin                                                                                                                                                                                                                                            |                         |                         |                         | NA                                     | -                               |
|        | Operating Cash Flow Margin                                                                                                                                                                                                                                   |                         |                         |                         | NA                                     | -                               |
|        | Return on Assets (RoA)                                                                                                                                                                                                                                       |                         |                         |                         | NA                                     | -                               |
| 68.    | Expected financial impact on the consolidated turnover, net worth and net profits of the listed entity or its subsidiary due to sale of the subsidiary/ undertaking                                                                                          |                         |                         |                         | NA                                     | -                               |
|        | a. Expected impact on turnover                                                                                                                                                                                                                               |                         |                         |                         | -                                      | -                               |
|        | b. Expected impact on net worth                                                                                                                                                                                                                              |                         |                         |                         | -                                      | -                               |
|        | c. Expected impact on net profits                                                                                                                                                                                                                            |                         |                         |                         | -                                      | -                               |
| 69.    | Details of earlier sale, lease or disposal of assets of the same subsidiary or of the unit, division or undertaking of the listed entity, or disposal of shares of the same subsidiary or associate to any related party during the preceding twelve months. |                         |                         |                         | NA                                     | -                               |
| 70.    | Whether the transaction would result in issue of securities or consideration in kind to a related party? If yes, please share the relevant details.                                                                                                          |                         |                         |                         | NA                                     | -                               |
| 71.    | Would the transaction result in eliminating a segment reporting by the listed entity or any of its subsidiary?                                                                                                                                               |                         |                         |                         | NA                                     | -                               |
| 72.    | Does it involve transfer of key intangible assets or key customers which are critical for continued business of the listed entity or any of its subsidiary?                                                                                                  |                         |                         |                         | NA                                     | -                               |
| 73.    | Are there any other major non- financial reasons for going ahead with the proposed transaction?                                                                                                                                                              |                         |                         |                         | NA                                     | -                               |

| S. No.                                                                                           | Particulars of the information                                                                                                                                                            | Information provided by the management | Comments of the Audit Committee |
|--------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|---------------------------------|
| <b>B(8). Additional details for transactions relating to payment of royalty – Not Applicable</b> |                                                                                                                                                                                           |                                        |                                 |
| 74.                                                                                              | Gross amount of royalty paid by the listed entity or subsidiary to the related party during each of the last three financial years                                                        | NA                                     | -                               |
|                                                                                                  | FY 2022-2023                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2023-2024                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2024-2025                                                                                                                                                                              | -                                      | -                               |
| 75.                                                                                              | Purpose for which royalty was paid to the related party during the last three financial years.                                                                                            | NA                                     | -                               |
|                                                                                                  | a. For use of brand name / trademark                                                                                                                                                      | -                                      | -                               |
|                                                                                                  | b. For transfer of technology know- how                                                                                                                                                   | -                                      | -                               |
|                                                                                                  | c. For professional fee, corporate management fee or any other fee                                                                                                                        | -                                      | -                               |
|                                                                                                  | d. Any other use (specify)                                                                                                                                                                | -                                      | -                               |
| 76.                                                                                              | Purpose for which royalty is proposed to be paid to the related party in the current financial year                                                                                       | NA                                     | -                               |
|                                                                                                  | a. For use of brand name / trademark                                                                                                                                                      | -                                      | -                               |
|                                                                                                  | b. For transfer of technology know- how                                                                                                                                                   | -                                      | -                               |
|                                                                                                  | c. For professional fee, corporate management fee or any other fee                                                                                                                        | -                                      | -                               |
|                                                                                                  | d. Any other use (specify)                                                                                                                                                                | -                                      | -                               |
| 77.                                                                                              | Royalty paid in last 3 FYs as % of Net Profits of previous FYs                                                                                                                            | NA                                     | -                               |
|                                                                                                  | FY 2022-2023                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2023-2024                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2024-2025                                                                                                                                                                              | -                                      | -                               |
| 78.                                                                                              | Dividend paid in last 3 FYs as % of Net Profits of previous FYs                                                                                                                           | NA                                     | -                               |
|                                                                                                  | FY 2022-2023                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2023-2024                                                                                                                                                                              | -                                      | -                               |
|                                                                                                  | FY 2024-2025                                                                                                                                                                              | -                                      | -                               |
| 79.                                                                                              | Royalty and dividend paid or proposed to be paid during the current FY<br>Explanation: The dividend proposed to be paid shall mean dividend that has been declared but not been paid yet. | NA                                     | -                               |
| 80.                                                                                              | Rate at which royalty has increased in the past 5 years, if any, vis-à-vis rate at which the turnover, profits after tax and dividends have increased during the same period.             | NA                                     | -                               |
| 81.                                                                                              | In case of new technology i.e. first year of technology transfer (to be provided separately for each new technology):                                                                     | NA                                     | -                               |
|                                                                                                  | a. Expected duration of technology transfer                                                                                                                                               | -                                      | -                               |
|                                                                                                  | b. Benefits derived from the technology transfer                                                                                                                                          | -                                      | -                               |
| 82.                                                                                              | In case of existing technology i.e. technology being imported (to be provided separately for each existing technology):                                                                   | NA                                     | -                               |
|                                                                                                  | a. Years since technology transfer initiated                                                                                                                                              | -                                      | -                               |
|                                                                                                  | b. Expected duration of technology transfer                                                                                                                                               | -                                      | -                               |

| S. No. | Particulars of the information                                                                                                                                                                                                                                                                                                                                                                                                                                  |                            |        |        |        | Information provided by the management | Comments of the Audit Committee |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------|--------|--------|----------------------------------------|---------------------------------|
|        | c. Benefits                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                            |        |        |        | -                                      | -                               |
| 83.    | Details of                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                            |        |        |        |                                        |                                 |
|        | a. Total expenses incurred during the preceding financial year                                                                                                                                                                                                                                                                                                                                                                                                  |                            |        |        |        | NA                                     | -                               |
|        | b. Benefits derived                                                                                                                                                                                                                                                                                                                                                                                                                                             |                            |        |        |        | -                                      | -                               |
|        | c. If any in-house R&D undertaken by the listed entity or its subsidiary that will reduce or eliminate the royalty currently paid for any technology or technical know-how. Additionally, the absolute value of R&D expenditure incurred by the listed entity or its subsidiary on such in-house R&D, along with the period required for completing the research to achieve the reduction or elimination of royalty, shall be disclosed to the Audit Committee. |                            |        |        |        | -                                      | -                               |
| 84.    | If royalty is paid to the parent company, disclose royalty received by the parent company from foreign entities:                                                                                                                                                                                                                                                                                                                                                |                            |        |        |        | NA                                     |                                 |
|        | • Minimum rate of royalty charged along with corresponding absolute amount                                                                                                                                                                                                                                                                                                                                                                                      |                            |        |        |        | NA                                     | -                               |
|        | • Maximum rate of royalty charged along with corresponding absolute amount                                                                                                                                                                                                                                                                                                                                                                                      |                            |        |        |        | NA                                     | -                               |
|        | Explanation:                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                            |        |        |        |                                        |                                 |
|        | a) The disclosure shall be made on a gross basis (Cost to the Company), including taxes paid on behalf of the recipient of royalty.                                                                                                                                                                                                                                                                                                                             |                            |        |        |        | NA                                     | -                               |
|        | b) The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies. If so, this row shall not be applicable.                                                                                                                                                                                                                                                                                                |                            |        |        |        | NA                                     | -                               |
| 85.    | Sunset Clause for Royalty payment                                                                                                                                                                                                                                                                                                                                                                                                                               |                            |        |        |        | NA                                     | -                               |
| 86.    | Peer Comparison:                                                                                                                                                                                                                                                                                                                                                                                                                                                |                            |        |        |        | NA                                     |                                 |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | Listed Entity / Subsidiary | Peer 1 | Peer 2 | Peer 3 |                                        |                                 |
|        | Royalty payment over last 3 years                                                                                                                                                                                                                                                                                                                                                                                                                               |                            |        |        |        | NA                                     | -                               |
|        | Royalty paid as a % of net profits over the last 3 years                                                                                                                                                                                                                                                                                                                                                                                                        |                            |        |        |        | NA                                     | -                               |
|        | Annual growth rate of Turnover over last 3 years                                                                                                                                                                                                                                                                                                                                                                                                                |                            |        |        |        | NA                                     | -                               |
| 87.    | Royalty paid or payable for imported technology, along with the turnover attributable to such technology.                                                                                                                                                                                                                                                                                                                                                       |                            |        |        |        | NA                                     | -                               |
| 88.    | Royalty paid or payable for brands or other intangible assets, along with the turnover attributable to their use.                                                                                                                                                                                                                                                                                                                                               |                            |        |        |        | NA                                     | -                               |

The material related party transaction as set out in Item No.5 of this Notice have been unanimously approved by the Independent Directors of the Audit Committee and have determined that the promoter will not benefit from the RPT at the expense of public shareholders. The Audit Committee has reviewed the certificate provided by CFO and promoter directors of the Company as required under Para 3(2)(b) of Industry Standards on “Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)” Standards.

Repatriates Co-operative Finance & Development Bank Limited (Repco Bank), promoter holds 37.13% of equity shares in the Company as on date. The Members may please note that in terms of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the related parties shall not vote to approve resolution.

Your Directors recommend the passing of the resolution proposed at Item No.5 of the Notice as Ordinary Resolution. Mr. C.Thangaraju and Mr. E.Santhanam are on the Board of Repco Home Finance Limited as well as on the Board of Repatriates Co-operative Finance & Development Bank Limited (Repco Bank), Promoter. None of the any other Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

#### Item No.6

In terms of Section 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures, commercial papers or any other debt securities by way of the private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines issued by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

The Company has been mainly dependent on refinance assistance from National Housing Bank, term loans from the commercial banks and loans from its promoter Repatriates Co- operative Finance & Development Bank Limited (Repco Bank) for its resources. The Company has successfully raised funds through Commercial Paper on 06<sup>th</sup> June, 2025 and 25<sup>th</sup> June, 2025 aggregating Rs.100 Crores and Rs.50 Crores respectively.

Keeping in view the increasing volume of business of the Company and the need to diversify the sources of funding and the cost of each of the sources and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/ Guidelines issued by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription to Non-convertible Debentures upto an amount of Rs.1500 Crore (Rupees One Thousand Five Hundred Crore only) and Commercial Paper upto an amount of Rs.1000 Crore (Rupees One Thousand Crore only) on a private placement basis for a period of one year from the conclusion of this meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures and commercial paper together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1)(c) of the Companies Act, 2013.

The terms of issue of the above Non-Convertible Debentures would depend upon the requirement of the funds, time of issue, market conditions, and alternative sources of funds available to the Company and would be decided by the Company in consultation with the merchant bankers/arrangers, if any appointed by the Company for the purpose. All the required details/disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of the Companies Act, 2013 and rules, subject to Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution.

Your Directors recommend the passing of the resolution proposed at Item No.6 of the Notice.

None of the Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

## Item No.7

The shareholders of the Company, through postal ballot, had approved the appointment of Mr. Thangappan Karunakaran (DIN: 09280701) as the Managing Director & Chief Executive Officer of the Company for a term of three years from 11<sup>th</sup> April, 2025 to 10<sup>th</sup> April, 2028. At the time of appointment, the upper ceiling of his annual remuneration was fixed at Rs. 80 Lakhs per annum, comprising the following components:

- Fixed Salary: up to Rs. 50 Lakhs per annum
- Perquisites and Allowances: up to Rs. 9 Lakhs per annum
- Performance Incentive/Variable Pay: up to Rs. 21 Lakhs per annum (to be determined by the Nomination and Remuneration Committee based on performance)

Prior to his appointment as Managing Director & CEO, Mr. Thangappan Karunakaran served as the Chief Operating Officer (COO) of the company and was classified as Senior Management Personnel of the Company.

Based on his performance evaluation as COO, the Nomination and Remuneration Committee (NRC) recommended increase in the fixed pay component by 8% w.e.f 1<sup>st</sup> May, 2025. Subsequently, the Board of Directors, at its meeting held on 27<sup>th</sup> June, 2025, approved an 8% increase in the fixed pay, resulting in increase from Rs. 50 Lakhs to Rs. 54 Lakhs per annum, with effect from 1<sup>st</sup> May, 2025, subject to the approval of the shareholders.

It is important to note that there is no change in the other components of the remuneration structure. The upper ceiling limit of other components remains unchanged as mentioned below:

- Performance Incentive/Variable Pay remains at Rs. 21 Lakhs per annum, and
- Perquisites and Allowances remain at Rs. 9 Lakhs per annum.

Based on the proposed revision in fixed pay, the revised emoluments will be as mentioned below:

- Fixed Pay: Rs. 54 Lakhs per annum
- Performance Incentive/Variable Pay: Upto Rs. 21 Lakhs per annum and it will be decided by Nomination & Remuneration Committee based on performance
- Perquisites and Allowances: Upto Rs.9 Lakhs per annum
- Total remuneration: Rs.84 Lakhs per annum

Accordingly, the revised upper ceiling limit of remuneration will now be Rs. 84 Lakhs per annum.

Minimum Remuneration: In the event of absence or inadequacy of profits in any financial year, the aforementioned remuneration shall be paid as the minimum remuneration, subject to the provisions of the Companies Act, 2013 and/or any other applicable statutory provisions.

All other terms and conditions of appointment as approved by the shareholders earlier shall remain unchanged.

In terms of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, any revision in the remuneration of the Managing Director & CEO requires the approval of the members by way of an Ordinary Resolution.

Accordingly, the approval of the Members is being sought for the increase in the upper ceiling limit of the Fixed Salary component of Mr. Thangappan Karunakaran, Managing Director & CEO, with effect from 1<sup>st</sup> May, 2025.

Your Directors recommend the passing of the resolution proposed at Item No. 7 of the Notice.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Thangappan Karunakaran and/or his relatives, are concerned or interested, financially or otherwise, in the said resolution.

**INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTOR BEING APPOINTED/RE-APPOINTED:**

|                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|-----------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                     | <b>C.Thangaraju</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Director Identification Number</b>                           | 00223383                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Age</b>                                                      | 58 years                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Nationality</b>                                              | Indian                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <b>Qualification</b>                                            | Bachelor's Degree in Physics & Bachelor's Degree in Law                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
| <b>Brief Profile</b>                                            | Mr. C.Thangaraju is a Non-Executive and Non-Independent Director and Chairman of the Board of Repco Home Finance Limited. He is also a Director in Repatriates Co-operative Finance and Development Bank Limited (Repco Bank), Promoter and in M/s. Repco Micro Finance Limited (Associate Company). He has been practicing as Lawyer for more than three decades. He has been a Director on the Board of our Company since 23 <sup>rd</sup> May, 2022.                                                              |
| <b>Nature of expertise in specific functional areas</b>         | He has expertise in various fields including legal, compliance, litigation, etc.                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>No. of shares held in the Company</b>                        | Nil                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Terms and conditions of appointment/reappointment</b>        | Re-appointment in terms of Section 152(6) of the Companies Act, 2013                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Remuneration last drawn by such person, if applicable</b>    | <p>Remuneration [Sitting Fees (Board and Sub-Committees), Chairing Fee and Other Engagement fees] received during financial year 2024-25 was Rs.20,00,000.</p> <p>Currently, he is eligible for sitting fees for attending the meetings of Board and Committees of the Board (presently Rs.90,000 per meeting and Rs.75,000 per meeting for Board and Sub-Committee of Board respectively). Apart from Sitting Fees, he is eligible to receive Chairing fees and other engagement fees as approved by the Board.</p> |
| <b>Remuneration sought to be paid</b>                           | His present remuneration shall remain unchanged unless any increment or increased pay is approved by the Board based on recommendation by the NRC.                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Date of first appointment on Board</b>                       | 23 <sup>rd</sup> May, 2022                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Membership of Committees of Repco Home Finance Limited</b>   | <ul style="list-style-type: none"> <li>• Chairman of CSR Committee</li> <li>• Member of IT Strategy Committee</li> <li>• Member of Risk Management Committee</li> </ul>                                                                                                                                                                                                                                                                                                                                              |
| <b>Directorships held in other companies</b>                    | <ul style="list-style-type: none"> <li>• Repatriates Co-operative Finance &amp; Development Bank Limited (Repco Bank)</li> <li>• Repco Micro Finance Limited</li> </ul>                                                                                                                                                                                                                                                                                                                                              |
| <b>Membership/Chairmanship of committees in other companies</b> | <p><b>Repco Micro Finance Limited</b></p> <ul style="list-style-type: none"> <li>• Chairman of CSR Committee</li> <li>• Member of Nomination and Remuneration Committee</li> <li>• Member of Audit Committee</li> <li>• Member of IT Strategy Committee</li> <li>• Member of ALM Committee</li> <li>• Member of Risk Management Committee</li> <li>• Member of Special Fraud Monitoring Committee</li> </ul>                                                                                                         |

|                                                                                   |                                                                               |
|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
|                                                                                   | <b>Repco Bank</b>                                                             |
|                                                                                   | • Chairman of Risk Management Committee                                       |
|                                                                                   | • Member of Audit & Ethics Committee                                          |
|                                                                                   | • Member of Executive/Management Committee                                    |
|                                                                                   | • Member of Remuneration Committee                                            |
|                                                                                   | • Member of NPA Monitoring Committee                                          |
|                                                                                   | • Member of Asset Recovery Performance Committee                              |
| <b>Details of Board Meetings attended by the Director during the year</b>         | Please refer to Corporate Governance Report                                   |
| <b>Relationship with Directors and KMPs</b>                                       | Mr. C.Thangaraju is not related to any of the Directors or KMP of the Company |
| <b>Listed entities from which the person has resigned in the past three years</b> | Nil                                                                           |

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

Sd/-

**Ankush Tiwari**

Company Secretary & Compliance Officer  
M.No. A38879

**Registered Office:**

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T. Nagar, Chennai 600017

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