Notice of the 26th Annual General Meeting

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

Phone: (044) - 42106650; E-mail: cs@repcohome.com

Website: www.repcohome.com

NOTICE OF THE 26th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 26th Annual General Meeting ('AGM') of the members of Repco Home Finance Limited will be held on Tuesday, 29th September, 2026 at 11:30 A.M through Video Conferencing / Other Audio Visual Means (VC/OAVM), 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 31st March, 2026, 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 31st March, 2026, 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 31st March, 2026, 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 final dividend of Rs.3/- (30%) per equity share of face value Rs.10/- each for the financial year ended on 31st March, 2026 and, in this regard, pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** a final dividend of Rs.3/- (30%) per equity share of face value Rs.10/- each be and is hereby approved and declared for the financial year ended on 31st March, 2026."

3. Re-appointment of Mr. Esthaki Santhanam (DIN 01483217)

To appoint a director in place of Mr. Esthaki Santhanam (DIN 01483217), 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 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. Esthaki Santhanam (DIN 01483217), 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 M/s. Rajagopal & Badri Narayanan as Joint Statutory Auditors of the Company

To appoint M/s. Rajagopal & Badri Narayanan (Firm Registration No. 003024S) as Joint Statutory Auditors of the Company, 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 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Audit and Auditors) Rules, 2014, Reserve Bank of India (Non-Banking Financial Companies – Miscellaneous) Directions, 2025 read with Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including Housing Finance Companies) dated 27th April, 2021, issued by the Reserve Bank of India ("RBI"), and such other statutory and regulatory provisions to the extent applicable, including any amendment, modification, variation or re-enactment thereof, for the time being in force, on the basis of recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Rajagopal & Badri Narayanan (Firm Registration No. 003024S), who had given their consent for appointment in terms of section 139 of the Act and have confirmed their eligibility to be appointed as Joint Statutory Auditors in terms of the above provisions, be and is hereby appointed as the Joint Statutory Auditors of the Company for a period of 3 consecutive years to hold office from the conclusion of 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2028-29 on such remuneration and out of pocket expenses and applicable taxes as may be determined by the Board of Directors of the Company, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions as may be stipulated by the RBI and/or any other authority.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and are hereby authorized to determine the roles and responsibilities/ scope of work of the joint Statutory Auditors, negotiating, finalising, amending, signing, delivering, executing, the terms of appointment including any contracts or documents in this regard and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or expedient for such purpose 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/ 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 26th Annual General Meeting till the conclusion of the 27th 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 crores.

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. Enhancement of Borrowing Limits of the Company under Section 180(l)(c) of the Companies Act, 2013 upto Rs.20,000 Crores

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

"**RESOLVED THAT** in supersession of the resolution passed by the Members at the 14th Annual General Meeting held on dated 11th September 2014 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, including any amendment(s), modification(s), variation(s) or re-enactment(s) thereof and read with the Articles of Association of the Company, relevant regulations/directions as may be prescribed by the National Housing Bank/

Reserve Bank of India from time to time, the consent of the members of the Company be and 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 for the time being exercising the powers conferred on the Board of Directors by this Resolution) to continue to borrow from time to time any sum or sums of money(ies) on behalf of the Company as they deem requisite and/ or expedient for the purpose of the business of the Company, notwithstanding that the money(ies) to be borrowed together with money(ies) already borrowed by the Company and remaining outstanding at any point of time would exceed the aggregate of paid-up share capital, free reserves and securities premium of the Company; provided that the total amount upto which money(ies) borrowed by the Board of Directors of the Company and which shall remain outstanding at any given point of time, apart from the temporary loans obtained from the Company's bankers in the ordinary course of business, shall not exceed Rs.20,000 Crores (Rupees Twenty Thousand Crores only).

RESOLVED FURTHER THAT the Board (including its Committee thereof) be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution."

7. **Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) to Rs.1500 Crores and Rs.1000 Crores 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 (Housing Finance Companies) Directions, 2025 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) 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)."

8. **Appointment of Mrs. Aparna Sudip Kumar (DIN: 07667316) as Non-Executive & Independent Director.**

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 Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") (including any statutory amendment(s) or modification(s) or enactment(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing

Regulations"), applicable clauses of the Reserve Bank of India (Non-Banking Financial Companies-Governance) Directions, 2025 and other applicable Regulations, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board") , the approval of the members be and is hereby accorded for appointment of Mrs. Aparna Sudip Kumar (DIN: 07667316) as a Non-Executive & Independent Director of the Company for a period of two (2) consecutive years with effect from 11th August, 2026 upto 10th August, 2028 and whose office shall not be liable to retire by rotation.

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."

9. **Appointment of Mr. Bakthavatsalu Kannan (DIN: 11885253) as Whole-time Director**

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 Sections 149, 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act"), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Appointment Rules") (including any statutory amendment(s) or modification(s) or enactment(s) or re-enactment thereof for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), applicable clauses of the Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025 and other applicable Regulations, the Articles of Association of the Company, Nomination and Remuneration Policy of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board"), the approval of the members be and is hereby accorded for appointment of Mr. Bakthavatsalu Kannan (DIN: 11885253), as Whole-time Director, classified as Key Managerial Personnel and Senior Management Personnel of the Company, liable to retire by rotation, for a period of 2 years effective from 24th August, 2026 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited, with an annual CTC of Rs.75.30 Lakhs per annum comprising of Annual Total Fixed Pay : Rs. 54.83 Lakhs per annum (includes Rs.45.97 Lakhs - Salary & Allowances etc reimbursed to Repco Bank, Rs.5.80 Lakhs- Allowance of Repco Bank paid directly to him and Rs.3.06 Lakhs - Special remuneration), Performance incentive/variable pay: Rs. 11 Lakhs per annum, Perquisites and allowances eligible in RHFL Rs. 9.48 Lakhs per annum (Includes Lease Accommodation in lieu of HRA, Telephone & Landline Charges, Eye Check Up & Spectacle Reimbursement, Master Health Check up, Car & Petrol Expenses etc) subject to upper ceiling of total remuneration of Rs.85 Lakhs per annum and on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his tenure as Whole-time Director.

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."

10. **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 an 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 total remuneration to Rs. 102 lakhs resulting in increase in Annual Fixed Pay from Rs. 54 Lakhs to Rs. 61 Lakhs per annum and Variable Pay from Rs. 21 Lakhs to Rs.32 Lakhs per annum payable to Mr. Thangappan Karunakaran (DIN:09280701), Managing Director & CEO w.e.f 1st June, 2026 and whereas the existing upper ceiling limit of 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

Date: 11th August, 2026
Place: Chennai

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
Website: www.repcohome.com

Repco Home Finance

NOTES:

1. In accordance with the General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 3/2022 dated 5th May, 2022, 11/2022 dated 28th December, 2022, 9/2023 dated 25th September, 2023, 09/2024 dated 19th September, 2024 and 03/2025 dated 22nd September, 2025 issued by the Ministry of Corporate Affairs ("MCA") ("collectively referred as "MCA Circulars"), applicable provisions of the Companies Act, 2013 and the rules made thereunder and the SEBI Circular No.SEBI/ HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with applicable circulars as may be issued by SEBI, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), 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/OAVM, 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 and 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) 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 Act.

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/e-voting at the Meeting through VC.

5. In compliance with the MCA and SEBI Circulars, the Annual Report for financial year 2025-26 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 to those members who names appear on the Register of Members / Record of Depositories as on 28th August 2026. The Notice of AGM and Annual report for the financial year 2025-26 are also placed on the website of the Company i.e. www.repcohome.com and the website of KFin Technologies Limited i.e. 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) and National Stock Exchange of India Limited (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 2025-26 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.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the special business(es) and whichever business items required 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@gramcsfirm.com with a copy marked to cs@repcohome.com and evoting@kfintech.com.

9. The Company has fixed Tuesday, 22nd September 2026, as the "Record Date" for determining entitlement of Members for payment of final dividend for the financial year ended 31st March, 2026, if approved at the AGM.

10. If the dividend, as recommended by the Board of Directors, is approved at the AGM by the members, payment of such dividend subject to deduction of tax at source will be dispatched/remitted on or before 28th October 2026 (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 Tuesday, 22nd September 2026, except to such shareholder(s) who has made request to the Company to relinquish their right of receiving dividend.

11. 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 16th September 2026.

    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.

12. 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 2018-19 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 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, 2017-18] 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

13. 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.

14. 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.

15. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned in the notice herein which shall be kept open for the Members from 11:00 AM (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.

16. 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.

17. 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.

18. 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 cs@repcohome.com/investorservices@repcohome.com.

19. Brief details of the directors, who are being appointed/re-appointed, is annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions of the Companies Act, 2013.

20. 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 23rd September 2026 to 29th September 2026 (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.

21. 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 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).

22. 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.

23. 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.

24. 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).

25. Shareholders are requested to note that pursuant to SEBI circular dated 3rd November, 2021 (subsequently amended by circulars dated 14th December, 2021, and 17th 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 1st 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 forms duly filled in along with self attested supporting proofs. The forms can be downloaded from the website of the RTA, KFin Technologies Limited; https://ris.kfintech.com/clientservices/isc/isrforms.aspx

26. SEBI vide its Circular No. SEBI/HO/MIRSD/ MIRSD_RTAMB/P/ CIR/2022/8 dated 25th 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. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, 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. The members can contact the Company or Company's Registrars and Transfer Agent (M/s KFin Technologies Limited) for assistance in this regard.

27. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated 31st July 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated 4th August 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 31st July 2023 (updated as on 11th 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).

28. Procedure of e-voting and attending AGM

    (i) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by the listed entities, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by M/s KFin Technologies Limited (KFin), on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Members holding shares either in demat or physical mode who are in receipt of Notice, may cast their votes through e-voting.

    (ii) Pursuant to SEBI circular no. SEBI/ HO/CFD/ CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/ websites of Depositories/DPs in order to increase the efficiency of the voting process.

    (iii) Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

    (iv) The remote e-voting period commences from 9.00 A.M (IST) on Saturday, 26th September 2026 and ends on Monday, 5.00 P.M (IST) on 28th September 2026.

    (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, Tuesday, 22nd September 2026.

    (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 at 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 for remote e-voting.

(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 KFin 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 KFin 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 member	Login Method
Individual members holding securities in demat mode with NSDL	**A. Instructions for existing Internet-based Demat Account Statement ("IDeAS") facility Users:** i. Visit the e-services website of NSDL https://eservices.nsdl.com ii. On the e-services home page click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section. iii. A new page will open. Enter the existing user id and password for accessing IDeAS. iv. After successful authentication, members, please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed. v. Click on company name, i.e. 'Repco Home Finance Limited', or e-voting service provider, i.e. KFin. vi. Members will be re-directed to KFin's website for casting their vote during the e-voting period.
	B. Instructions for those Members who are not registered under IDeAS: i. Visit https://eservices.nsdl.com for registering. ii. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp iii. Proceed with completing the required fields. iv. After successful registration, please follow steps given under point A above to cast your vote.
	C. By visiting the e-voting website of NSDL: i. Open web browser by typing the URL: https://www.evoting.nsdl.com/ 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. ii. 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.

Type of member	Login Method
	iii. Click on options available against Company name or e-voting service provider – KFin and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period **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 App Store Google Play
Individual members holding securities in demat mode with CDSL	**A. Existing user who have opted for Easi / Easiest** i. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com ii. Click on (a) My Easi New (Token) under "Login"; or (b) Login to - My Easi under "Quick Links" available at the bottom of homepage (best operational in Internet Explorer 10 or above and Mozilla Firefox). iii. Login with your registered user id and password. iv. The user will see the e-voting menu. The menu will have links of e-voting service provider i.e., KFin e-voting portal. v. Click on e-voting service provider name to cast your vote. **B. User not registered for Easi/Easiest** i. Option to register is available at https://web.cdslindia.com/myeasitoken/home/login or https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration ii. Proceed to complete registration using your DP ID, Client ID, (BO ID), etc. iii. After successful registration, please follow steps given under the point A. **C. Alternatively, by directly accessing the e-voting website of CDSL** i. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin ii. Provide your demat Account Number and PAN No. iii. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. iv. After successful authentication, user will be provided links for the respective e-voting service provider, i.e., KFin where the e-voting is in progress
Individual members login through their demat accounts /Website of Depository Participant(s)	**A. Instructions for login through Demat Account / website of Depository Participant** i. Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility. ii. Once logged-in, members will be able to view e-voting option. iii. 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. iv. Click on options available against Repco Home Finance Limited or KFin. v. Members will be redirected to e-voting website of KFin 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 evoting@nsdl.com or call at no.: 022 - 48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 KFin'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
Members whose email IDs are registered with the Company / Depository Participant(s)	**A. Instructions for Members whose email IDs are registered with the Company / Depository Participant(s)** Members whose email IDs are registered with the Company / Depository Participant(s) will receive an email from KFin which will include details of E-voting Event Number (EVEN), User ID and password. They will have to follow the following process: i. Launch internet browser by typing the URL: https://evoting.kfintech.com/ ii. Enter the login credentials (i.e. User ID and password), in case of Demat account, User ID will be your DP ID Client ID and in case of physical folio, User ID will be EVEN (E-Voting Event Number) XXXX + folio number. However, if a member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote. iii. After entering these details appropriately, click on "LOGIN". iv. 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. v. Members would need to login again with the new credentials. vi. On successful login, the system will prompt the member to select the "EVEN", viz., 'Repco Home Finance Limited' – AGM, and click on "Submit" vii. 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. viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account. ix. Members may then cast their vote by selecting an appropriate option and click on "Submit".

Type of member	Login Method
	x. 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. xi. Corporate/ Institutional members (other than Individuals, HUF, 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 gr@gramcsfirm.com with a copy to evoting@kfintech.com and cs@repcohome.com. The scanned image / pdf file of the board resolution should be in the naming format "Repco Home Finance Limited"
Members whose email IDs are not registered with the Company / Depository Participant(s)	**B. 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:** i. Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/ HO/MIRSD/ MIRSD-PoD-1/P/CIR/2023/37,dated March 16, 2023, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite form ISR 1 along with the supporting documents. Form ISR 1 can be obtained by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx. ISR Form(s) and the supporting documents can be provided by any one of the following modes. a) Through 'In Person Verification' (IPV): the authorised person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or b) Through hard copies which are self-attested, which can be shared on the address below; or Name: KFin Technologies Limited Unit: Repco Home Finance Limited Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana, India - 500 032. c) Through electronic mode with e-sign by following the link: https://ris.kfintech.com/clientservices/isc/default.aspx# d) Members can also update their mobile number and e-mail address in the "user profile details" in their e-voting login on https://evoting.kfintech.com For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the Demat account is being held. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

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 KFin. 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/KFin. 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 though 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. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number and email Id.

vi. 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.

vii. 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.

viii. The facility of joining the AGM through VC/OAVM shall be available for 1000 members on first come first served basis.

ix. Members are encouraged to attend the AGM through VC/OAVM and to vote.

x. 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 KFin. On successful login, select 'Speaker Registration' which will be opened from 9:00 A.M on 26th September 2026 to 5:00 P.M. on 27th September 2026. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM 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 KFin. On successful login, select 'Post Your Question' option which will be opened from 9:00 A.M on 26th September 2026 to 5:00 P.M on 27th September 2026.

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 https://evoting.kfintech.com (KFin Website) or email at evoting@kfintech.com or call KFin 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 22nd September 2026 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 28th August 2026. 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 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.

(ii) If the mobile number of the member is registered against Folio No./ DP ID Client ID,

- In case the shares are held in dematerialised mode: The member may send SMS: MYEPWD <space> DP ID Client ID to 9212993399.
- In case the shares are held in physical mode: The member may send SMS: MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399

(iii) Members may send an email request to einward.ris@kfintech.com. If the member is already registered with the KFin 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 KFin toll free number 1-800-309-4001 for any clarifications / assistance that may be required. In case of any query on e-voting, members may refer to the "Help" and "FAQs" sections / E-voting user manual available in the website of KFin i.e. : https://evoting.kfintech.com/

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 1st Street, 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 any 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 www.repcohome.com and e-voting Service Provider's website at https://evoting.kfintech.com and the result will simultaneously be submitted with 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 company currently has M/s. R. Subramanian and Company LLP, Chartered Accountants, (FRN: 004137S/S200041) as Statutory Auditors who were appointed for a term of three consecutive years to hold office from the conclusion of 24th Annual General Meeting till the conclusion of 27th Annual General Meeting.

Pursuant to RBI (Non-Banking Financial Companies Miscellaneous) Directions, 2025 read with RBI Circular RBI/2021- 22/25 Ref.No.DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April, 2021, on Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs), ("RBI Guidelines") the Company having an assets size of Rs.15,000 Crores and above, as at the end of previous year the statutory audit of such company should be conducted under joint audit of a minimum of two audit firms (Partnership firms/Limited Liability Partnerships (LLPs)) and accordingly such Company is required to appoint Joint Statutory Auditors for a period of 3 consecutive years. In this regard, as the Company have crossed the specified threshold of Rs.15,000 Crores asset size as at 31st March, 2026, accordingly the Statutory Audit of the Company shall be conducted under joint audit of a minimum of two audit firms.

The Board of Directors of the Company ("the Board"), on the recommendation of the Audit Committee in its meeting held on 11th August, 2026 has approved and recommended for the approval of the Members, the appointment of M/s. Rajagopal & Badri Narayanan, Chartered Accountants (FRN: 003024S) as the Joint Statutory Auditors of the Company for a period of 3 consecutive years from the conclusion of 26th AGM until the conclusion of 29th AGM of the Company subject to the said firm continuing to fulfil the applicable eligibility norms each year.

M/s. Rajagopal & Badri Narayanan, the proposed joint Statutory Auditors has given their consent & confirmed that their appointment, if made, will be within the limit specified under the Companies Act, 2013 and RBI Guidelines. They have also confirmed that they are not disqualified to be appointed as statutory auditor in terms of the provisions of the Section 141 of the Companies Act, 2013 and the provisions of the Companies (Audit and Auditors) Rules, 2014 and relevant RBI Guidelines.

Brief Profile including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed:

M/s. Rajagopal & Badri Narayanan, (Firm Registration No.: 003024S) is a firm of Chartered Accountants established in the year 1981. At present, the firm has 6 fulltime Partners. The firm has around 35 years of Audit Experience and has expertise in various areas like Internal & Operational Audits, Taxation, Business Valuations, Financial Compliance matters, and Due Diligence Reviews apart from specialized services in relation to development of Financial / Accounting / Internal Control and Internal Audit Manuals.

The proposed fees to be paid to Joint Statutory Auditor:

The proposed fee is Rs.12,50,000 plus applicable taxes towards statutory audit fee, Rs.6,75,000 plus applicable taxes per financial year for quarterly limited review and branch audit fee Rs.40,000/- per branch plus applicable taxes excluding certification fees and out of pocket expenses which will be over and above the above limit.

The revision in remuneration if any shall be as mutually agreed between the Board of Directors and Statutory Auditors. There is no outgoing Statutory Auditor of the Company. Since the Joint Statutory Auditor is proposed to be appointed for the first time, there is no existing remuneration payable to an outgoing auditor against which the proposed remuneration can be compared. Accordingly, the disclosure relating to any material change in the remuneration payable to the proposed Joint Statutory Auditor vis-à-vis the remuneration paid to an outgoing auditor, together with the rationale for such change, is not applicable.

It may be noted that M/s. R. Subramanian and Company LLP Chartered Accountants, (FRN. 004137S/S200041) the current Statutory Auditor, will continue to undertake the audit of the Company until the conclusion of the 27th Annual General Meeting.

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 10% of the annual consolidated turnover as per the last audited financial statements of the Company. The annual consolidated turnover of the Company for the financial year 2025-26 is Rs. 1793.90 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 31st March, 2026 was Rs.659.01 Crores (excluding interest accrued and EIR adjustment).

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 25th Annual General Meeting held on 22nd August, 2025 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 26th 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 26th Annual general meeting till the conclusion of 27th 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 22nd 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)" are given below:

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
A.	**Details of the related party and transactions with the related party**		
A	**(1) Basic details of the related party**		
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	Repatriates Co-operative Finance & Development Bank Limited (Repco Bank) is a cooperative society. Repco Bank is committed to banking and extending banking services in a comprehensive way for the benefit of repatriates, stakeholders, member customers.	-
A (2).	**Relationship and ownership of the related party**		
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	Promoter	-
	• Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	Nil	
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not Applicable	
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).	37.13%	
	Explanation: *Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control.* *While calculating indirect shareholding, shareholding held by relatives shall also be considered.*		

<table>
<tr><th>S. No.</th><th>Particulars of the information</th><th>Information provided by the management</th><th>Comments of the Audit Committee</th></tr>
<tr><td colspan="4">A(3). Details of previous transactions with the related party</td></tr>
<tr><td>1.</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td><td>-</td></tr>
<tr><td></td><td colspan="2">
<table>
<tr><th>S. No</th><th>Nature of Transactions</th><th>FY 2025-26
Amount (in Crore)</th></tr>
<tr><td>1</td><td>Reimbursement</td><td>0.56</td></tr>
<tr><td>2</td><td>Rent paid</td><td>0.24</td></tr>
<tr><td>3</td><td>Rent received</td><td>0.02</td></tr>
<tr><td>4</td><td>Reimbursement of Administrative expenses</td><td>0.14</td></tr>
<tr><td>5</td><td>Dividend Paid</td><td>19.75</td></tr>
<tr><td>6</td><td>Interest Paid</td><td>73.91</td></tr>
<tr><td>7</td><td>Loan Repaid</td><td>415</td></tr>
<tr><td>8</td><td>Loan Availed</td><td>50</td></tr>
<tr><td>9</td><td>Others</td><td>0.22</td></tr>
</table>
</td><td>-</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>Rs. 83.55 Crore</td><td>-</td></tr>
<tr><td>3.</td><td>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 financial year</td><td>No</td><td>-</td></tr>
<tr><td colspan="4">A(4). Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td>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 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. There is no change in the overall limit already approved by the shareholders.</td><td>-</td></tr>
</table>

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes	-
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year.	72.47%	-
4.	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	-
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	88.14%	-
6.	Financial performance of the related party for the immediately preceding financial year: **Particulars** / **FY 2025-2026 (INR Crores)** Turnover: 1474.93 Profit After Tax: 169.11 Net worth: 1147.05 Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.		-
A(5). Basic details of the proposed transaction			
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 each type of the proposed transaction	Borrowing by way of term loans 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)	-
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.	Whether omnibus approval is being sought?	No	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
5.	Value of the proposed transaction during a financial year.	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 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. There is no change in the overall limit already approved by the shareholders.	-
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The rates provided by the Promoter are competitive and also helps the Company in maintaining a comfortable liquidity position.	-
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	Repatriates Co-operative Finance & Development Bank Limited (Repco Bank) Promoter.	-
	a. Name of the director / KMP	Mr. C. Thangaraju and Mr. Esthaki 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) Mr. Paiyur Kuppuraman Vaidyanathan, Chief General Manager, Repco Bank and Mr. Bakthavatsalu Kannan, General Manager, Repco Bank are currently holding the position of Whole-time directors in Repco Home Finance Limited on deputation. Mr. P.R. Durai, Additional General Manager, Repco Bank is holding the position of Chief Information Officer in Repco Home Finance Limited on deputation.	-

S. No.	Particulars of the information	Information provided by the management	Comments of the Audit Committee
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. C. Thangaraju is holding 100 shares in Repco Bank. Mr. Esthaki Santhanam is holding 10004 shares in Repco Bank	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	NA	-
9.	Other information relevant for decision making.	NA	-
Details for specific transactions			
Additional details for proposed transactions relating to borrowings by the listed entity or its subsidiary			
1.	Material covenants of the proposed transaction	Assignment of housing loan receivables.	-
2.	Interest rate (in terms of numerical value or base rate and applicable spread)	8.50% for all three loans including Working capital	-
3.	Cost of borrowing (This shall include all costs associated with the borrowing)	8.50%	-
4.	Maturity / due date	Ranging between 3 Years to 10 Years	-
5.	Repayment schedule & terms	1) SODL (400 Crore) – Working capital for 3 years. 2) Repco Term loan of Rs.400 Crore – 20 Half yearly principal repayment with monthly interest payments. 3) Repco Term loan of Rs.300 Crore – Bullet principal repayment at the end of tenure with monthly interest payments	-
6.	Whether secured or unsecured?	Secured	-
7.	If secured, the nature of security & security coverage ratio	Assignment of housing loan receivables.	-
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	Onward lending	-
9.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements		-
	Explanation: This shall not be applicable to listed banks.		-
	a. Before transaction	3.13	-
	b. After transaction	3.29	-
10.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements	Not applicable as the company is a NBFC	-
	Explanation: This shall not be applicable to listed banks.	-	-
	a. Before transaction	-	-
	b. After transaction	-	-

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 Managing Director & CEO and Chief Financial Officer of the Company as required under Industry Standards on "Minimum information to be provided for Review of the Audit Committee and Shareholders for Approval of Related Party Transaction (RPT)".

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. It may be noted that 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). Mr. Paiyur Kuppuraman Vaidyanathan, Chief General Manager, Repco Bank and Mr. Bakthavatsalu Kannan, General Manager, Repco Bank are presently on deputation to Repco Home Finance Limited as Wholetime Directors. 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 provisions of Section 180(1)(c) of the Companies Act, 2013, the Board cannot, except with the consent of the Members in a general meeting, by means of a Special Resolution, borrow money(ies) where the money to be borrowed, together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), in excess of the aggregate of the paid-up share capital, free reserves and securities premium.

The shareholders of the company at its 14th Annual General Meeting held on dated 11th September 2014 accorded its approval by way of special resolution under section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company for borrowing money(ies) in excess of the aggregate of the paid-up capital and free reserves of the Company upto a sum of Rs.15,000 Crores (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business).

Considering the present and future business requirements of the Company, ongoing expansion plans, capital expenditure commitments and additional funding requirements, the Board may have to resort to multiple financing alternatives, the amount of which is expected to exceed the approved existing borrowing limit of Rs.15,000 Crores. The borrowings of the Company include term loans from Banks, loan from Repco Bank, refinance from National Housing Bank, Non-Convertible Debentures, Commercial Papers, Pass through Certificate (PTC) etc. The limits will be availed by the Company only based on the actual requirement. However, a higher limit will help the Company to approach various Banks / Institutions and have sufficient cost-effective funds at disposal and optimize cost of funds. The total borrowings of the Company as on 31st March, 2026 was Rs. 12,215.19 Crores (excluding interest accrued and EIR adjustments). As per Master Direction Reserve Bank of India (Housing Finance Companies) Directions, 2025 the maximum amount that the Company can borrow shall not exceed twelve times of the Net Owned Funds (NOF) as per the last audited Balance Sheet and as on 31st March, 2026, the NOF was Rs.3634.21 Crores.

In view of the above, it is considered desirable to increase the Company's existing borrowing limit from Rs.15,000 Crores to Rs.20,000 Crores. In order to comply with the requirements under Section 180(1)(c) of the Companies Act, 2013, consent of the Members is sought through the resolution(s) proposed at Item No.6 by way of special resolution to enable the Board of Directors of the Company to borrow money(ies) upto a sum of Rs.20000 Crores (apart from temporary loans obtained from Company's Bankers in the ordinary course of business).

None of the Directors or any Key Managerial Personnel or the relatives of the Directors or Key Managerial Personnel is in any way concerned or Interested, financially or otherwise, in the said resolution, except for borrowings, if any, from Repco Bank (Promoter of the Company), in which case, Mr. C. Thangaraju (Non-Executive & Non-Independent Director), Mr. E. Santhanam (Non-Executive & Non-Independent Director), Mr. Paiyur Kuppuraman Vaidyanathan (Whole-time director) and Mr. Bakthavatsalu Kannan (Whole time Director) shall be deemed to be the interested Directors.

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

Item No. 7

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. During the period under review, the Company has successfully raised funds through Commercial Paper on 06th June, 2025 and 25th June, 2025 of Rs.100 Crores and Rs.50 Crores respectively and has issued Non-Convertible debentures of Rs.125 Crores on 13th March 2026. Further the Company undertook securitzation transactions through issuance of Pass Through Certificates secured by identified receivables.

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.

Disclosure pursuant to Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are provided below- NCDs on private placement basis upto an amount of Rs.1500 Crores:

Particulars of the offer including date of passing Board Resolution: In line with Rule 14(1) of the Prospectus and Allotment Rules, the date of the relevant board resolution(s) and/or committee(s) resolution shall be mentioned/ disclosed in the private placement offer cum application letter for each offer/issue of the NCDs. The particulars of each offer shall be determined by the Board/ Committees authorized by the Board from time to time.

Kind of securities offered and the price at which the security is being offered: Kind of securities and price will be decided by the Board or Committees constituted by the Board for each specific issuance, on the basis of the interest rate/effective yield determined and based on market conditions prevailing at the time of the respective issue.

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made: Not applicable. The NCDs proposed to be issued in one or more tranches are non-convertible debt securities which will be issued either at par or at premium or at a discount to face value in accordance with terms to be decided by the Board/Committee constituted by Board and as disclosed in the electronic bidding platform of the recognized stock exchanges.

Name and address of valuer who performed valuation: Not applicable. The NCDs proposed to be issued in tranches are non-convertible debt securities.

Amount which the Company intends to raise by way of securities: The limit specified in the proposed resolution(s) under Section 42 of the Act, is up to Rs.1500 Crores, which limit shall be subject to the overall borrowing limits of the Company, as approved by the Members of the Company from time to time under Section 180(1)(c) of the Act.

Material terms of raising of securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principal terms of assets charged as securities: The material/specific terms of each offer/issue of NCDs and the other information being sought herein shall be decided by the Board/Committee constituted by Board from time to time. These disclosures will be specifically made in the respective disclosure documents executed in respect of each offer/issue of NCDs.

In order to issue Non-Convertible Debentures and Commercial Papers 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.7 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. 8

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board at its meeting held on 11th August 2026, appointed Mrs. Aparna Sudip Kumar (DIN: 07667316) as an Additional Director in the category of Non-Executive & Independent Director for a period of 2 consecutive years from 11th August, 2026 upto 10th August, 2028, subject to the approval of the shareholders. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013. Also, the Company has received requisite declarations from Mrs. Aparna Sudip Kumar.

Mrs. Aparna Sudip Kumar is not disqualified and debarred from being appointed as Non-Executive & Independent Director, in terms of Sections 164 of the Companies Act, 2013 or by order of SEBI or any other such authority and she has given her consent to act as Non-Executive & Independent Director of the Company. She has also confirmed that she meets the fit & proper criteria as per Reserve Bank of India (Housing Finance Companies) Directions, 2025 read with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025.

Mrs. Aparna Sudip Kumar fulfils the conditions specified under the Companies Act, 2013 read with rules made thereunder and the SEBI Listing Regulations for her appointment as a Non-Executive & Independent Director of the Company.

Brief Profile:

Mrs. Aparna Sudip Kumar holds a Bachelor of Science (Honours) in Electronics, a Post Graduate Diploma in Computer Applications and a Post Graduate Programme for Senior Executives (PGP MAX–MBA) from Indian School of Business (ISB). She has over 30 years of experience in Information Technology with leadership roles in multinational IT consulting and banking sectors. She has worked as Chief Information Officer for both Multinational Bank and PSU Bank.

Having considered Mrs. Aparna Sudip Kumar's qualifications, expertise, and experience in the field of Information Technology, the Nomination and Remuneration Committee recommended the appointment of Mrs. Aparna Sudip Kumar as Non-Executive & Independent Director on the Board of the Company. Considering the recommendation of NRC, the Board approved the appointment of Mrs. Aparna Sudip Kumar as an Additional Director in the capacity of Non-Executive & Independent Director. It has been determined that Mrs. Aparna Sudip Kumar meets all the criteria for independence and that she is independent to the management of the Company.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Aparna Sudip Kumar has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

The resolution seeks the approval of the members in terms of Sections 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws for the appointment of Mrs. Aparna Sudip Kumar (DIN 07667316) as Non-Executive & Independent Director for a period of two years from 11th August 2026 upto10th August, 2028.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from

1st January, 2022, the approval of the shareholders is required to be taken for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 appointment of Mrs. Aparna Sudip Kumar as an Independent Director requires approval of members of the Company by passing a special resolution.

Your Directors recommend the passing of the resolution proposed at Item No.8 of the Notice. Except Mrs. Aparna Sudip Kumar and/ or her relatives, none of the directors, key managerial personnel, or the relatives of the directors or key managerial personnel are directly or indirectly, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board at its meeting held on 11th August, 2026, appointed Mr. Bakthavatsalu Kannan (DIN: 11885253) as an Additional Director in the category of Whole-time Director classified as Key Managerial Personnel and Senior Management Personnel of the Company for a period of 2 years effective from 24th August, 2026 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited, subject to the approval of the shareholders. His office will be liable to retire by rotation. In this regard, the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013. Also, the Company has received requisite declarations from Mr. Bakthavatsalu Kannan. It may noted that Mr. Bakthavatsalu Kannan, General Manager has been deputed from Repco Bank to Repco Home Finance Limited.

Mr. Bakthavatsalu Kannan is not disqualified and debarred from being appointed as Whole-time director, in terms of Sections 164 and 196 of the Companies Act, 2013 or by order of SEBI or any other such authority and he has given his consent to act as Whole-time director of the Company. He has also confirmed that he meets the fit & proper criteria as per Reserve Bank of India (Housing Finance Companies) Directions, 2025 read with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. Also, the Company has received requisite declarations from Mr. Bakthavatsalu Kannan.

Mr. Bakthavatsalu Kannan fulfils the conditions specified under the Companies Act, 2013 read with rules made thereunder and the SEBI Listing Regulations for his appointment as a Whole-time Director of the Company.

Considering the qualifications, experience and expertise, the Nomination and Remuneration Committee recommended the appointment of Mr. Bakthavatsalu Kannan as a Whole-time Director on the Board of the Company. Based on the recommendation of NRC, the Board approved the appointment of Mr. Bakthavatsalu Kannan as a Whole-time Director subject to approval of shareholders.

Brief Profile:

Mr. Bakthavatsalu Kannan is the General Manager of Repco Bank (Promoter of the Company). He holds Bachelor's degrees in Physics, a Master's degree in Social Work, a Diploma in Information Systems Audit, an Honours Diploma in Computer Applications and is a Certified Associate of the Indian Institute of Bankers. He has over 31 years of experience in banking sector.

Term

The appointment as Whole-time Director (Executive & Non-Independent Director) is for a period of 2 years effective from 24th August, 2026 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited.

Emoluments

- Annual Total Fixed Pay: Rs. 54.83 Lakhs per annum (includes Rs.45.97 Lakhs - Salary & Allowances etc reimbursed to Repco Bank, Rs.5.80 Lakhs - Allowance of Repco Bank paid directly to him and Rs.3.06 Lakhs - Special remuneration)
- Performance incentive/variable pay: Rs.11 Lakhs per annum.
- Perquisites and allowances eligible in RHFL Rs. 9.48 Lakhs per annum (Includes Lease Accommodation in lieu of HRA, Telephone & Landline Charges, Eye Check Up & Spectacle Reimbursement, Master Health Check up, Car & Petrol Expenses etc)
- Total remuneration: Rs.75.30 Lakhs per annum
- Upper ceiling of remuneration: Rs. 85 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.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the shareholders is required to be taken for the appointment of a person on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The resolution seeks the approval of the members in terms of Sections 149, 152, 196, 197, 203 read with Schedule V and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws for the appointment of Mr. Bakthavatsalu Kannan (DIN: 11885253) as Whole-time director for a period of 2 years effective from 24th August, 2026 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited.

Your Directors recommend the passing of the resolution proposed at Item No.9 of the Notice as Ordinary Resolution. It may noted that 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) and Mr. Paiyur Kuppuraman Vaidyanathan is a Whole-time director in the Company who serves as Chief General Manager of Repco Bank (Promoter of the Company) is presently on deputation to Repco Home Finance Limited. Except for Mr. Bakthavatsalu Kannan and/or his relatives, 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 except mentioned above, financially or otherwise, in the said resolution.

Item No. 10

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 11th April, 2025 to 10th 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)

Subsequently, in the 25th Annual General Meeting held on 22nd August 2025, the shareholders approved an 8% increase in the fixed pay, resulting in increase from Rs. 50 Lakhs to Rs. 54 Lakhs per annum while the upper limits for the other remuneration components such Variable Pay and Perquisites & Allowances remained unchanged. Accordingly, the overall maximum remuneration was revised from Rs.80 Lakhs to Rs. 84 Lakhs per annum, effective 1st May 2025.

Based on Mr. Thangappan Karunakaran's performance evaluation as Managing Director & CEO, the Nomination and Remuneration Committee (NRC) recommended to the Board, an increase in the fixed pay and variable pay component by 12.96% and 52.38% respectively w.e.f 1st June, 2026. The Board of Directors, at its meeting held on 21st May 2026 approved an 12.96% and 52.38% increase in the fixed pay and variable pay component, resulting in increase in Annual Fixed Pay from Rs. 54 Lakhs to Rs. 61 Lakhs per annum and Variable Pay from Rs. 21 Lakhs to Rs.32 Lakhs per annum, with effect from 1st June, 2026, subject to the approval of the shareholders. It may be noted that there are no change in Perquisites & Allowances which remain at Rs. 9 Lakhs per annum.

Based on the proposed revision, the revised emoluments of Mr. Thangappan Karunakaran with effect from 1st June 2026 will be as mentioned below:

- Fixed Pay: Rs.61 Lakhs per annum
- Performance Incentive/Variable Pay: Upto Rs.32 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. 102 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 revision in remuneration of Mr. Thangappan Karunakaran, Managing Director & CEO, with effect from 1st June, 2026.

Your Directors recommend the passing of the resolution proposed at Item No. 10 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:

Name of the Director	**Mr. Esthaki Santhanam**
Director Identification Number	01483217
Age	62 years
Nationality	Indian
Qualification	Bachelor's Degree in Commerce
Brief Profile & Nature of expertise in specific functional areas	Mr. Esthaki Santhanam is a Non-executive and Non-Independent Director of our Company. He holds a Bachelor's degree in Commerce. He is the Chairman of Repatriates Cooperative Finance and Development Bank Limited (Promoter of the Company). He has been a Director on the Board of our Company since 12th August, 2022
No. of shares held in the Company	Nil
Terms and conditions of appointment/ reappointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013
Remuneration last drawn by such person, if applicable	Remuneration [Sitting Fees (Board and Sub-Committees) and Other Engagement fees] received during financial year 2025-26 was Rs. 47,30,000/- Currently, he is eligible for sitting fees for attending the meetings of shareholders, Board and Committees of the Board (presently Rs. 90,000/- per meeting). Apart from Sitting Fees, he is eligible to receive other engagement fees of Rs. 75,000/- per engageement as approved by the Board.
Remuneration sought to be paid	His present remuneration shall remain unchanged unless any increment or increased pay is approved by the Board based on recommendation by the NRC.
Date of first appointment on Board	12th August, 2022
Membership of Committees of Repco Home Finance Limited	• Chairman of Stakeholders Relationship Committee • Chairman of Management Committee • Member of Audit Committee • Member of Nomination and Remuneration Committee • Member of Risk Management Committee • Member of CSR Committee • Member of IT Strategy Committee • Member of Securities Allotment Committee • Member of Compensation Committee • Member of Disciplinary Committee
Directorships held in other companies	• Repatriates Co-operative Finance & Development Bank Limited (Repco Bank) • Repco Foundation for Micro Credit
Membership / Chairmanship of committees in other companies	**Repco Bank** • Chairman of Executive/Management Committee, NPA Monitoring (External) Committee, Asset Recovery Performance Committee • Member of Audit & Ethics Committee
Details of Board Meetings attended by the Director during the year	Please refer to Corporate Governance Report
Relationship with Directors and KMPs	Mr. Esthaki Santhanam is not related to any of the Directors or KMP of the company
Listed entities from which the person has resigned in the past three years	Nil

Name of the Director	Mrs. Aparna Sudip Kumar
Director Identification Number	07667316
Age	58 years
Nationality	Indian
Qualification	BSc Electronics Honours, PGDCA, PGPMAX (MBA)
Brief Profile	Mrs. Aparna Sudip Kumar holds a Bachelor of Science (Honours) in Electronics, a Post Graduate Diploma in Computer Applications and a Post Graduate Programme for Senior Executives (PGP MAX–MBA) from Indian School of Business (ISB). She has over 30 years of experience in Information Technology with leadership roles in multinational IT consulting and banking sectors. She has worked as Chief Information Officer for both Multinational Bank and PSU Bank.
Nature of expertise in specific functional areas and skills and capabilities required for the role and justification for choosing the appointees for appointment as Independent Directors	Experience in Information Technology with leadership roles in multinational IT consulting and banking sectors
No. of shares held in the Company	Nil
Terms and conditions of appointment/ reappointment	For a period of two years effective from 11th August 2026, upto 10th August 2028 and she will be not liable to retire by rotation.
Remuneration last drawn by such person, if applicable	Nil
Remuneration sought to be paid	She will receive sitting fees for attending the Board Meetings, Committee Meetings and General Meetings (currently Rs.90,000/- per meeting). She is also eligible for other engagement fees (currently Rs.75,000/- per engagement). Her present remuneration shall remain unchanged unless any revision is approved by the Board based on recommendation by the NRC.
Date of first appointment on Board	11th August, 2026
Membership of Committees of Repco Home Finance Limited	Nil
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil
Details of Board Meetings attended by the Director during the year	Nil
Relationship with Directors and KMPs	Mrs. Aparna Sudip Kumar is not related to any of the Directors of the company
Listed entities from which the person has resigned in the past three years	Nil

Name of the Director	Mr. Bakthavatsalu Kannan
Director Identification Number	11885253
Age	57 Years
Nationality	Indian
Qualification	BSc (Physics), MSW, CAIIB, DISA, HDCM
Brief Profile	Mr. Bakthavatsalu Kannan is the General Manager of Repco Bank (Promoter of the Company) on deputation to Repco Home Finance Limited. He holds Bachelor's degrees in Physics, a Master's degree in Social Work, a Diploma in Information Systems Audit, an Honours Diploma in Computer Applications and is a Certified Associate of the Indian Institute of Bankers. He has over 31 years of experience in banking sector.
Nature of expertise in specific functional areas and skills and capabilities required for the role	31 years of experience in banking sectors
No. of shares held in the Company	88 shares
Terms and conditions of appointment/ reappointment	For a period of 2 years effective from 24th August, 2026 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited and shall be liable to retire by rotation.
Remuneration last drawn by such person, if applicable	Nil
Remuneration sought to be paid	• Annual Total Fixed Pay: Rs. 54.83 Lakhs per annum (includes Rs.45.97 Lakhs -Salary & Allowances etc reimbursed to Repco Bank, Rs.5.80 Lakhs- Allowance of Repco Bank paid directly to him and Rs.3.06 Lakhs - Special remuneration) • Performance incentive/variable pay: Rs.11 Lakhs per annum. • Perquisites and allowances eligible in RHFL Rs. 9.48 Lakhs per annum (Includes Lease Accommodation in lieu of HRA, Telephone & Landline Charges, Eye Check Up & Spectacle Reimbursement, Master Health Check up, Car & Petrol Expenses etc) • Total remuneration: Rs.75.30 Lakhs per annum • Upper ceiling of remuneration: Rs. 85 Lakhs per annum
Date of first appointment on Board	Effective from 24th August, 2026
Membership of Committees of Repco Home Finance Limited	Nil
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil
Details of Board Meetings attended by the Director during the year	Nil
Relationship with Directors and KMPs	Mr. Bakthavatsalu Kannan is not related to any of the Directors of the company. It may be noted that Mr. C.Thangaraju and Mr. E.Santhanam serve as directors on the Boards of both Repco Bank and Repco Home Finance Limited and Mr. Paiyur Kuppuraman Vaidyanathan, Chief General Manager, Repco Bank, is a Wholetime Director in Repco Home Finance Limited
Listed entities from which the person has resigned in the past three years	Nil

Name of the Director	Mr. Thangappan Karunakaran
Director Identification Number	09280701
Age	57 years
Nationality	Indian
Qualification	Bachelor's Degree in Science
Brief Profile	Mr. Thangappan Karunakaran holds a Bachelor's Degree in Science. He has approximately 35 years of experience in housing finance. He was the Chief Financial Officer of the company from 13th May, 2014 to 14th February, 2022. Further, he served as the Whole-Time Director & Chief Operating Officer of the Company from 1st September, 2021 to 22nd August, 2022 and as Chief Operating Officer till 11th April 2025 prior to his appointment as Managing Director & CEO. He has been associated with our Company since 18th August, 2004. Prior to joining our Company, he worked for a period of 13 years with Ind Bank Housing Limited.
Nature of expertise in specific functional areas	Finance & Accounts, Credit, Human Resources, Admin, Legal, Offsite and Central deposit repository
No. of shares held in the Company	1501 shares
Terms and conditions of appointment/ reappointment	For a period of three years effective from 11th April 2025, and he will not be liable to retire by rotation
Remuneration last drawn by such person, if applicable	Salary: Rs. 53,90,825 Perquisites and Allowances: Rs. 6,58,143 Performance Incentive: Rs.11,96,777
Remuneration sought to be paid	• Fixed Pay: Rs.61 Lakhs per annum • Performance Incentive/Variable Pay: Upto Rs.32 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. 102 Lakhs per annum
Date of first appointment on Board	01-09-2021
Membership of Committees of Repco Home Finance Limited	• Management Committee • Risk Management Committee • CSR Committee • Securities Allotment Committee • IT Strategy Committee
Directorships held in other companies	Nil
Membership/Chairmanship of committees in other companies	Nil
Details of Board Meetings attended by the Director during the year	Please refer to Corporate Governance Report
Relationship with Directors and KMPs	Mr. Thangappan Karunakaran is not related to any of the Directors of the company
Listed entities from which the person has resigned in the past three years	Nil

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
Website: www.repcohome.com

By order of the Board
For **Repco Home Finance Limited**
Sd/-
Ankush Tiwari
Company Secretary & Compliance Officer
M.No. A38879

Date: 11th August 2026
Place : Chennai