

RHFL/BOD/ 01/2025-26

Date: 7th August, 2025

Mr. G.Venkataiah (DIN:11234332),
No 142, Porur Garden Phase-1,
15th, Street, Vanagaram-600095

Sir,

Sub: Appointment as Additional Director in the category of Non-Executive and Independent Director of Repco Home Finance Limited

In terms of Section 149(4) read with Schedule IV of the Companies Act, 2013, we are pleased to inform you that the Board of Directors of Repco Home Finance Limited ("Company") in its meeting held on 7th August, 2025 appointed you as an Additional Director in the capacity of Non-Executive & Independent Director of the Company with effect from 7th August, 2025, subject to the approval of the Shareholders. The following are the terms and conditions of your appointment:

- i. Your term as Non-Executive & Independent Director will be for a period of three consecutive years effective from 7th August, 2025 upto 6th August, 2028.
- ii. In compliance with provisions of Section 149(13) of the Companies Act, 2013, your directorship is not subject to retirement by rotation.
- iii. You are governed by the guidelines of professional conduct, roles, functions, duties etc. of the Independent Directors provided under Schedule IV of the Companies Act, 2013, during your tenure in the Company as an Independent Director (the copy of Schedule IV is enclosed as Annexure-I)
- iv. You will be inducted into the sub-committees of the Board as and when decided by the Board.
- v. You will be paid remuneration by way of sitting fees for attending the Board/Committee meetings and General Meeting of the Company. Currently, the sitting fees for attending a Board/Committee meeting and General Meeting are Rs.90,000/-. You are also eligible for other engagement fees (currently Rs.75,000/- per engagement). Apart from this, you will not be entitled to any other remuneration as Independent Director of the Company. The present sitting fees shall remain unchanged unless any revision is approved by the Board based on recommendation by the NRC.

You shall endeavor to provide the necessary disclosures under all applicable laws and adhere to the code of conduct (the copy of code of conduct is enclosed as Annexure-II) formulated by the Company.



The Company has in place a Directors' and Officers' liability insurance and it is intended that the Company will assume and maintain the same for the full term of your appointment.

It is accepted and acknowledged that you may have business interests other than those of the Company. In this regard, you shall give timely disclosure of interest as required under Section 184 of the Companies Act, 2013. In the event that your circumstances seem likely to change and which give rise to a conflict of interest or, when applicable circumstances that might lead the Board to revise its judgment that you are independent, the same may be disclosed to the Company.

This letter of appointment is governed by and will be interpreted in accordance with Indian law and your engagement shall be subject to the jurisdiction of the Indian courts.

In accordance with the provision of Clause IV sub-clause 6 of Schedule IV under the Companies Act, 2013, the Company will be arranging to display the terms and conditions of your appointment on the Company's website.

Thanking you.

Yours faithfully,

For Repco Home Finance Limited



Ankush Tiwari
Company Secretary & Compliance Officer



Annexure-I

SCHEDULE IV [See section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct: An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions: The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties: The independent directors shall:

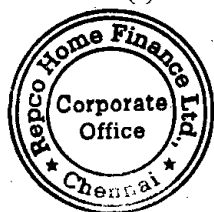
- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;



- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent Directors shall be independent of the company management; while selecting independent Directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent Directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its Directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and



(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

(5) The terms and conditions of appointment of independent Directors shall be open for inspection at the registered office of the company by any member during normal business hours.

(6) The terms and conditions of appointment of independent Directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

(1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

(2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be..

(3) Where the company fulfils the requirement of independent Directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

(1) The independent Directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent Directors and members of management;

(2) All the independent Directors of the company shall strive to be present at such meeting;

(3) The meeting shall:

(a) review the performance of non-independent Directors and the Board as a whole;

(b) review the performance of the Chairperson of the company, taking into account the views of executive Directors and non-executive Directors;

(c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

(1) The performance evaluation of independent Directors shall be done by the entire Board of Directors, excluding the director being evaluated.

(2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

[Note: The provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Government and such requirements are complied with by the Government companies."]



Annexure-II

REPCO HOME FINANCE LIMITED CODE OF CONDUCT FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Pursuant to Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Code of Conduct (RepcO Home Finance Limited code of conduct for the Board of Directors and senior management) has been framed by the Company to maintain the highest standards of Corporate Governance.

APPLICABILITY OF THE CODE

This code applies to all the directors and senior management of the Company.

For this purpose, the term “senior management” shall mean the officers and personnel of the company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

CONTENTS OF CODE:

1. HONESTY & INTEGRITY

All Directors and Senior Management will perform their activities with honesty, integrity and fairness. They will act in the best interests of the Company and fulfill their obligations. There will not be any discrimination based on race, sex, religion, caste etc.

2. CONFLICT OF INTEREST

The Directors and Senior Management of the Company will not engage in any business, relationship or activity, which may be in conflict of interest of the Company. They can avoid conducting business with a relative or any other person or any firm, Company, association in which the relative or other person is associated in any significant role. They cannot have any association with the firm or Company, which is involved in similar kind of business without the prior approval of the Board of Directors.

3. COMPLIANCE

Ensure to comply with all applicable laws, rules and regulations of the Company.

The directors must ensure to attend the Board meetings regularly and seek leave of absence whenever required.

Any violation of this code will be reported to the Company Secretary.



4. CONFIDENTIALITY OF INFORMATION

Any information concerning the Company's business, its customers, suppliers etc., which is not in the public domain and to which the director and Senior Management has access or possesses such information, must be considered confidential. All Board Members and Senior Management, therefore, will maintain the confidentiality of all confidential unpublished information about business and affairs of the Company.

INSIDER TRADING:

The Directors and the senior management will comply with the Code for Prevention of Insider Trading in dealing with Securities of the Company.

5. PROTECTION OF ASSETS

Protect the Company's assets, labour and information from any unauthorized use and may not use these for personal use, unless approved by the Board.

6. GIFTS & DONATIONS

Not to receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality etc which are intended to obtain business favors or decisions for the conduct of business. However any hospitality in the normal course of business could be accepted. Nominal gifts of commemorative nature, for special events may be accepted provided the value of the same does not exceed Rs.5000.

7. LOANS TO DIRECTORS

The Company will not extend loans to the Directors of the Company. This does not apply to the giving of any loan to Managing Directors or Wholetime Director as a part of the conditions of service extended by the company to all its employees or pursuant to any scheme approved by the members by a special resolution.

8. PERIODIC REVIEW AND DECLARATION OF COMPLIANCE

This code will be amended, subject to the approval of the Board of Directors of the Company. The Board will review this code once in every year.

Every Director and Senior Management personnel should give annual declaration for the financial year within 15 days of close of the financial year to the effect that he has complied with code of conduct including code for prevention of insider trading.



9. DUTIES OF INDEPENDENT DIRECTORS

The independent directors will—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.



DECLARATION

To,
The Board of Directors,
Repco Home Finance Limited
Third Floor, Alexander Square,
Old No.34 & 35, New No.2,
Sardar Patel road, Guindy,
Chennai – 600032

Dear Sir,

I, Mr./Mrs. (designation) do hereby acknowledge and confirm that during the financial yearto the best of my knowledge and belief, I have not violated any of the provisions of this Code or any of the policies of the Company or legal/regulatory requirements, as may be applicable to my responsibility.

Signature:

Name:

Designation:

Place:

Date:

Note:

1. Kindly sign and return this declaration on or before April 15
2. This declaration shall be valid for the Financial Year

