

**RHFL/SE/90/2025-26**
**12<sup>th</sup> January, 2026**

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

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001

Dear Sir/Madam,

**Sub: Intimation regarding Notice of Postal Ballot seeking approval of the Members of Repco Home Finance Limited**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Postal Ballot Notice dated 12<sup>th</sup> January, 2026 ("Notice") together with the Explanatory Statement for seeking approval of Members of the Company by way of remote e-voting process only, for the following resolution as set out in the aforementioned Notice.

S.No	Type of Resolution	Description of Resolution
1	Ordinary Resolution	Appointment of Mr. Paiyur Kuppuraman Vaidyanathan (DIN: 11234342) as Whole-Time Director

The Postal Ballot Notice is being sent only through electronic mode to those Members whose name appeared in the Register of Members received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered with the Company or KFin Technologies Limited (RTA) or Depository Participant(s) as on Friday, 9<sup>th</sup> January, 2026 ('Cut-Off Date'). The Company has engaged the services of KFin Technologies Limited ('KFintech') for providing the e-voting facility to the members.

The e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	Wednesday, 14 <sup>th</sup> January, 2026 at 9:00 AM (IST)
<b>End of e-voting</b>	Thursday, 12 <sup>th</sup> February, 2026 at 5:00 PM (IST)

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

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

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





**REPCO HOME FINANCE LIMITED.**

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

The results of e-voting will be declared within two working days from the end of the e-voting period and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com) and KFinTech's website <https://evoting.kfintech.com>. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

The copy of the said Postal Ballot Notice is also being uploaded on the website of the Company i.e. [www.repcohome.com](http://www.repcohome.com) and on the website of KFinTech at <https://evoting.kfintech.com>.

This disclosure will also be made available on the website of the Company, [www.repcohome.com](http://www.repcohome.com).

Kindly take the above intimation on record.

Thanking You,  
Yours Faithfully,  
For Repco Home Finance Limited

Ankush Tiwari  
Company Secretary & Compliance Officer

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

Phone : 044-42106650 Fax : 044 - 42106651 E-mail : [co@repcohome.com](mailto:co@repcohome.com), [www.repcohome.com](http://www.repcohome.com)

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



**REPCO HOME FINANCE LIMITED**

**CIN- L65922TN2000PLC044655**

**Registered Office:** Repco Tower, No. 33, North Usman Road,  
T. Nagar, Chennai-600 017

**Corporate Office:** Third Floor, Alexander Square, Old No.34 & 35,  
New No.2, Sardar Patel Road, Guindy, Chennai – 600032

**Ph:** (044) - 42106650; **E-mail:** [cs@repcohome.com](mailto:cs@repcohome.com) ; **Website:** [www.repcohome.com](http://www.repcohome.com)

**POSTAL BALLOT NOTICE**

*[Notice issued to members pursuant to Section 110 of the Companies Act, 2013, read with relevant rules made thereunder]*

**Dear Members,**

**NOTICE** is hereby given to the Members of Repco Home Finance Limited ('the Company'), pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), read with the Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, read with the General Circulars No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022, 9/2023 dated 25<sup>th</sup> September, 2023, 09/2024 dated 19<sup>th</sup> September, 2024 and 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs ("**MCA**") ("collectively referred as "**MCA Circulars**"), to transact the Special Businesses, set out in this Notice, as Ordinary Resolution, for passing by means of Postal Ballot through voting by electronic means only ("**remote E-voting** or "**E-Voting**").

The proposed resolution and explanatory statement setting out all material facts relating thereto, as required in terms of Section 102 of the Act read with the Rules made thereunder and the MCA Circulars, are appended below to this Notice.

In accordance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to remote e-voting ("e-voting") i.e. by casting votes electronically instead of submitting postal ballot forms. Members are requested to refer to the instructions for remote e-voting given in the Notes to this Postal Ballot Notice for the process and manner in which remote e-voting is to be carried out.

In terms of applicable law, the Postal Ballot Notice (the "Notice") is being sent only by email to all those members whose names appear in the Register of Members received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered with the Company or KFin Technologies Limited (RTA) or the Depository Participant(s) as of Friday, 9<sup>th</sup> January, 2026. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes

electronically and for this purpose, the Company has engaged the services of KFin Technologies Limited ('Kfin/KFintech') as the agency to provide e-voting facility. Please note that members can vote only through the remote e-voting process.

The remote e-voting facility will be available during the following period:

<b>Commencement of e-voting</b>	Wednesday, 14 <sup>th</sup> January, 2026 at 9:00 AM (IST)
<b>End of e-voting</b>	Thursday, 12 <sup>th</sup> February, 2026 at 5:00 PM (IST)

The Company has appointed Mr. G. Ramachandran (FCS No.9687, CoP No.3056) of M/s. G. Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Chairman of the Board or any other person as authorized by the Chairman, after completion of the scrutiny of the e-voting process. The results shall be declared within two working days of completion of e-voting period and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com) and e-voting website of KFintech <https://evoting.kfintech.com>. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.

### **SPECIAL BUSINESS:**

#### **ITEM NO.1: APPOINTMENT OF MR. PAIYUR KUPPURAMAN VAIDYANATHAN (DIN: 11234342) AS WHOLE-TIME DIRECTOR**

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

**“RESOLVED THAT** Mr. Paiyur Kuppuraman Vaidyanathan (DIN: 11234342) who was appointed as an Additional Director of the Company, by the Board of Directors, in terms of Section 161 of the Companies Act, 2013 ('Act') read with the applicable clause of Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder, 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 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and as amended from time to time), based on the recommendation of Nomination & Remuneration Committee and the Board of Directors of the Company and based on approval of Reserve Bank of India (RBI), the approval of the shareholders be and is hereby accorded for appointment of Mr. Paiyur Kuppuraman Vaidyanathan (DIN: 11234342) as Whole-time Director, classified as Key Managerial Personnel of the Company (Executive & Non-Independent), liable to retire by rotation, for a period of two (2) Years effective from the date of approval of RBI i.e. 19<sup>th</sup> December, 2025 or co-terminus with his deputation from Repco

Bank to Repco Home Finance Limited with effect from the date of approval of RBI, with an annual CTC of Rs.70.41 Lakhs per annum comprising of fixed pay of Rs.53.89 Lakhs per annum, Perquisites and Allowances upto Rs.5.51 Lakhs and Performance Incentive/Variable Pay upto Rs.11 Lakhs per annum subject to upper ceiling of total remuneration of Rs.80 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.”

**Date:** 12<sup>th</sup> January, 2026

**Place:** Chennai

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

Sd/-

**Ankush Tiwari**

**Company Secretary & Compliance Officer**

**M.No. A38879**

**Registered Office:** Repco Tower, No.33,  
North Usman Road, T. Nagar, Chennai-600017

**Corporate Office:** Third Floor, Alexander Square,  
Old No.34 & 35, New No.2, Sardar Patel Road,  
Guindy, Chennai – 600032

**Ph:** (044) – 42106650

**E-mail:** [cs@repcohome.com](mailto:cs@repcohome.com)

**Website:** [www.repcohome.com](http://www.repcohome.com)

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with the rules framed thereunder pertaining to the said resolution, setting out the material facts and reasons thereof, is appended hereto and forms part of this Postal Ballot Notice ('Notice'). Details of the Director whose appointment is proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting ('SS-2') is also appended hereto as Annexure-A.
2. This Notice will also be available on the website of the Company at [www.repcohome.com](http://www.repcohome.com), websites of the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin Technologies Limited ("KFintech") at <https://evoting.kfintech.com>.
3. In compliance with provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with circular of SEBI on e-voting facility provided by Listed Entities dated 9<sup>th</sup> December, 2020, MCA Circulars, Secretarial Standards on General Meeting ('SS-2') and any amendments thereto, the Company is pleased to provide remote e-voting facility to its members to exercise their votes electronically and vote on the resolution through remote e-voting facility provided by KFintech. The instructions for e-voting are provided as part of this Notice, which the members are requested to read carefully before casting their vote.
4. In accordance with the MCA Circulars, this Notice is being sent only by electronic mode only to those Members whose names appear in the Register of Members as of Friday, 9<sup>th</sup> January, 2026 received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose e-mail addresses are registered with the Company or KFintech ('RTA') or the Depository Participant(s). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in accordance with the requirements specified under the MCA Circulars.
5. Members are requested to provide their assent (FOR) or dissent (AGAINST) or ABSTAIN through e-voting only. Members whose names appear on the Register of Members as of the Cut-Off Date i.e. Friday, 9<sup>th</sup> January, 2026 will only be considered eligible for the purpose of e-voting. A person who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purpose only.
6. Any Member(s) who did not receive the Notice may either send an email to [cs@repcohome.com](mailto:cs@repcohome.com) or write to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) to receive the notice.
7. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-off date. It is however, clarified that all Members of the Company as of the Cut Off Date i.e. Friday, 9<sup>th</sup> January, 2026 (including those Members who may not have received this Notice due to non-registration of their e-



mail addresses with the Company/ Depositories) shall be entitled to vote in relation to the aforementioned resolution in accordance with the process specified in this Notice.

8. A Member cannot exercise their vote by proxy on Postal Ballot.
9. Relevant documents referred to in this Postal Ballot Notice and the Statement shall be available for inspection by the members at corporate office of the Company on any working days from the date of circulation of this Notice upto the date of closure of e-voting i.e. Thursday, 12<sup>th</sup> February, 2026. Members seeking to inspect such documents are requested to send an email to [cs@repcohome.com](mailto:cs@repcohome.com) mentioning their name, folio no./client ID and DP ID and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
10. The remote e-voting shall commence on Wednesday, 14<sup>th</sup> January, 2026 at 9:00 AM (IST) and shall end on Thursday, 12<sup>th</sup> February, 2026 at 5:00 PM (IST). During this period, Members of the Company holding equity shares as of the cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by KFintech for voting thereafter.
11. The Company has appointed Mr. G. Ramachandran of M/s. G. Ramachandran & Associates, Company Secretaries, (FCS No. 9687, CoP No. 3056) having their office at Syndicate Residency, F-10, Dr.Thomas Road 1<sup>st</sup> Street, Off. South Boag Road, T. Nagar, Chennai-600017, to act as the Scrutinizer for conducting the postal ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
12. The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Board or any other person as authorized by the Chairman. The results of e-voting will be announced within 2 working days from the last date of e-voting, and will be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com) and KFintech's website at <https://evoting.kfintech.com>.
13. The same will also be communicated to the Stock Exchanges where the shares of the Company are listed namely i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
14. Resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members. The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, i.e. Thursday, 12<sup>th</sup> February, 2026 in terms of Secretarial Standard-2 on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India.
15. Members may send their queries related to item included in the Postal Ballot Notice or any other matter concerning the Company on the email id to [cs@repcohome.com](mailto:cs@repcohome.com), from their registered email address, mentioning their name, folio number/DP ID, Client ID, as applicable, mobile number and copy of PAN card. The Company shall appropriately reply to queries.

16. As per the provisions of section 72 of the Act, the facility for making nominations is available to the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit a request for the same in Form ISR-3 or Form SH-14, as the case may be. Members are also 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 by submitting the relevant ISR forms. The said forms are available on the website of the Company at <https://www.repcohome.com/corporate-governance> and on the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) in case the shares are held in physical form, quoting their folio no(s)/Depository Participant ID & Client ID.
17. Pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May 2024, all holders of physical securities are mandatorily required to submit PAN, Nomination, Contact details, Bank Account details and Specimen signature for their corresponding folio numbers.

## **INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:**

The instructions and other information relating to e-voting are as under:

1. Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.

### **2. INFORMATION AND INSTRUCTIONS FOR E-VOTING BY INDIVIDUAL SHAREHOLDERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE**





As per the circular of SEBI on e-voting facility provided by Listed Entities, dated 9<sup>th</sup> December, 2020, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

#### **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
<b>Individual members holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1. For OTP based login: <ol style="list-style-type: none"> <li>i. You can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a></li> <li>ii. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP.</li> </ol> </li> </ol>



	<p>iii. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</p> <p><b>2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <p>i. Visit the e-services website of NSDL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on company name i.e. ‘Repco Home Finance Limited’ or e-voting service provider name i.e. KFintech..</p> <p>v. Members will be re-directed to KFintech’s website for casting their vote during the remote e-voting period.</p> <p><b>3. Those not registered under IDeAS:</b></p> <p>i. Visit <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a>.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p> <p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name i.e Repco Home Finance Limited or e-voting service provider name i.e KFintech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
--	--

	<p>NSDL Mobile App is available on</p> <p>  App Store            Google Play         </p> <p>   </p>
Individual members holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li><b>Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Click on New System Myeasi.</li> <li>Login to Myeasi option under quick login.</li> <li>Login with the registered user ID and password.</li> <li>Members will be able to view the e-voting Menu.</li> <li>The menu will have links of KFintech e-voting portal and will be redirected to the e-voting page of KFintech to cast their vote without any further authentication.</li> </ol> </li> <li><b>User not registered for Easi/ Easiest</b> <ol style="list-style-type: none"> <li>Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</li> <li>Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ol> </li> <li><b>Alternatively, by directly accessing the e-voting website of CDSL</b> <ol style="list-style-type: none"> <li>Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>Provide demat account number and PAN.</li> <li>System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.</li> <li>After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. ‘Repco Home Finance Limited’ or select KFintech.</li> <li>Members will be re-directed to the e-voting page of KFintech to cast their vote without any further authentication.</li> </ol> </li> </ol>
Individual members login through their demat accounts / Website of Depository Participant(s)	<ol style="list-style-type: none"> <li>Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.</li> <li>Once logged-in, members will be able to view e-voting option.</li> <li>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.</li> <li>Click on options available against Repco Home Finance Limited or KFintech.</li> </ol>

	v. Members will be redirected to e-voting website of KFintech for casting their vote during the remote e-voting period without any further authentication.
--	--

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

Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through NSDL / CDSL

Login Type	Helpdesk details
<b>Securities held with NSDL</b>	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 102 0990 and 1800 22 4430
<b>Securities held with CDSL</b>	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

## **B. Information and Instructions for e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote
- iii. After entering these details appropriately, click on “LOGIN”
- iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘Repco Home Finance Limited’ and click on “Submit”.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR”

or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- x. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.

#### **General Guidelines for Members:**

- 1. Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signatures of the duly authorised signatory(ies) who are authorized to vote on their behalf. The documents should be emailed to [gr@gramcsfirm.com](mailto:gr@gramcsfirm.com) with a copy marked to [cs@repcohome.com](mailto:cs@repcohome.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line “Repco Home Finance Limited”.
- 2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of <https://evoting.kfintech.com/public/Faq.aspx>
- 3. In case of any query, clarification(s) and/or grievance(s), in respect of voting by electronic means, members may contact the following:

Mr. Mohammed Shanoor  
KFin Technologies Limited  
Selenium Tower B, Plot 31-32,  
Financial District, Nanakramguda,  
Hyderabad 500 032  
Toll-free Nos.: 1800-309-4001  
(from 9:00 A.M IST to 6:00 P.M IST on all working days)  
E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)

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

The following statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item No. 1: Appointment of Mr. Paiyur Kuppuraman Vaidyanathan (DIN: 11234342) as Whole-Time Director**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board at its meeting held on 7<sup>th</sup> August, 2025, appointed Mr. Paiyur Kuppuraman Vaidyanathan (DIN: 11234342) 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 consecutive years effective from the date of approval of RBI or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited, subject to the approval of the shareholders and Reserve Bank of India (RBI). His office will be liable to retire by rotation. Mr. Paiyur Kuppuraman Vaidyanathan is currently associated with Repco Home Finance Limited (“Company”) as its Chief Development Officer on deputation from Repco Bank (Promoter of the Company). 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.

Further, as per Regulation 45.3 of the Master Direction - Non-Banking Financial Company - Housing Finance Company (Reserve Bank) Directions, 2021, the proposed appointment resulted in a change of more than 30% of the Board (excluding Independent Directors), necessitating prior approval from RBI. Accordingly, the Company had made an application to the RBI for seeking the approval for the appointment of Mr. Paiyur Kuppuraman Vaidyanathan as a Whole-time director. The RBI, vide its letter dated 19<sup>th</sup> December 2025, informed that they have no objection to the appointment of Mr. Paiyur Kuppuraman Vaidyanathan as Whole-time Director (Executive & Non-Independent Director) of the Company. Accordingly, the appointment of Mr. Paiyur Kuppuraman Vaidyanathan as Whole-time Director ((Executive & Non-Independent Director) of the Company shall be effective from 19<sup>th</sup> December 2025. He will continue to act as Chief Development Officer of the company.

Mr. Paiyur Kuppuraman Vaidyanathan 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 Master Direction, Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 read with Reserve Bank of India (Non-Banking Financial Companies - Governance) Directions, 2025. Also, the Company has received requisite declarations from Mr. Paiyur Kuppuraman Vaidyanathan.

Mr. Paiyur Kuppuraman Vaidyanathan 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. Paiyur Kuppuraman Vaidyanathan as a Whole-time Director on the Board of the Company. Based on the recommendation of NRC,

the Board approved the appointment of Mr. Paiyur Kuppuraman Vaidyanathan as a Whole-time Director subject to approval of RBI and shareholders.

The Company has received the following declarations from Mr. Paiyur Kuppuraman Vaidyanathan:-

- i. Consent in writing to act as director in Form DIR-2 pursuant to Section 152(5) of the Companies Act, 2013 and Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- ii. Intimation in Form DIR-8 as per Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under 164(2) of the Companies Act, 2013;
- iii. Notice of interest in Form MBP-1 in terms of section 184(1) of the Companies Act, 2013;
- iv. Declaration of fit & proper criteria of the Directors as per Master Direction, Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 and all other relevant disclosures.

### **Brief Profile:**

Mr. Paiyur Kuppuraman Vaidyanathan, Chief General Manager of Repco Bank (Promoter of the Company) is currently holding the position of Chief Development Officer in Repco Home Finance Limited on deputation. He holds a Bachelors' Degree in Science, Master's Degree in Public Administration, Post Graduate Diploma in Computer Applications, Diploma in AML & KYC and is a Certified Associate of Indian Institute of Bankers. Previously, he was appointed as Chief Vigilance Officer (CVO) of Repco Bank by Ministry of Home Affairs, Government of India and held the post of CVO from the year June, 2016 to September, 2020. He has 30+ years of experience in banking. He has been associated with our Company since 29<sup>th</sup> November, 2023 as Chief Development Officer.

### **• Term**

The appointment as Whole-time Director (Executive & Non-Independent Director) is for a period of 2 consecutive years effective from 19<sup>th</sup> December, 2025 or co-terminus with his deputation from Repco Bank (Promoter of the Company) to Repco Home Finance Limited. He will continue to act as Chief Development Officer of the company.

### **• Emoluments**

- Fixed Pay: Rs.53.89 Lakhs per annum
- Performance incentive/variable pay: upto Rs.11 Lakhs per annum and will be paid based on performance and as may be decided by the NRC as per the Company policy.
- Perquisites and allowances: upto Rs.5.51 Lakhs per annum
- Total remuneration: Rs.70.41 Lakhs per annum
- Upper ceiling of remuneration: Rs.80 Lakhs per annum

Currently Mr. Paiyur Kuppuraman Vaidyanathan is an employee of Repco Bank (promoter of the Company) and he is on deputation from Repco Bank. The Company is reimbursing the Salary of Mr. Paiyur Kuppuraman Vaidyanathan to Repco Bank and performance incentives, perquisites, and other allowances are being directly paid to him.



**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. Paiyur Kuppuraman Vaidyanathan (DIN:11234342) as Whole-time director for a period of two consecutive years effective from 19<sup>th</sup> December, 2025 or co-terminus with his deputation from Repco Bank to Repco Home Finance Limited.

The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, i.e. Thursday, 12<sup>th</sup> February, 2026.

Your Directors recommend the passing of the resolution proposed at Item No.1 of the Notice. 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. Except Mr. Paiyur Kuppuraman Vaidyanathan and/or his 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.

**Date:** 12<sup>th</sup> January, 2026

**Place:** Chennai

**Registered Office:** Repco Tower, No.33, North Usman Road, T. Nagar, Chennai-600 017

**Corporate Office:** Third Floor, Alexander Square, Old No.34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032

**Ph:** (044) – 42106650

**E-mail:** [cs@repcohome.com](mailto:cs@repcohome.com)

**Website:** [www.repcohome.com](http://www.repcohome.com)

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

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

## Annexure-A

**Information as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India in respect of Director being appointed/re-appointed:**

<b>Name of the Director</b>	Mr. Paiyur Kuppuraman Vaidyanathan
<b>Category</b>	Whole-Time Director
<b>Director Identification Number</b>	11234342
<b>Date of birth</b>	25/06/1968
<b>Age</b>	57 years 6 months
<b>Nationality</b>	Indian
<b>Qualification</b>	B.Sc, MA (Public Administration), PGDCA, Diploma in AML & KYC, CAIIB
<b>Brief profile</b>	Mr. Paiyur Kuppuraman Vaidyanathan, Chief General Manager of Repco Bank (Promoter of the Company) is currently holding the position of Chief Development Officer in Repco Home Finance Limited on deputation. He holds a bachelor's degree in science, master's degree in public administration, Post Graduate Diploma in Computer Applications, Diploma in AML & KYC and is a Certified Associate of Indian Institute of Bankers. Previously, he was appointed as Chief Vigilance Officer (CVO) of Repco Bank by Ministry of Home Affairs, Government of India and held the post of CVO from the year June 2016 to September 2020. He has 30+ years of experience in banking. He has been associated with our Company since 29 <sup>th</sup> November 2023 as Chief Development Officer.
<b>Nature of expertise in specific functional areas</b>	Branch Management, Credit, Operations, Customer Service Departments and managing Non-performing assets.
<b>Shareholding including beneficial ownership in the Company</b>	Nil
<b>Terms and conditions of appointment/reappointment</b>	For a period of 2 consecutive years effective from 19 <sup>th</sup> December, 2025 or co-terminus with his deputation from Repco Bank (Promoter of the Company) to Repco Home Finance Limited and liable to retire by rotation. Other terms and conditions are as per the details provided in the resolution proposed to be passed through postal ballot.
<b>Remuneration last drawn by such person, if applicable</b>	<b>From 01<sup>st</sup> April, 2025 to 31<sup>st</sup> December, 2025:</b> <ul style="list-style-type: none"> <li>• Fixed Pay: Rs. 46,80,762.8</li> <li>• Performance Incentive/Variable Pay: Rs.7,75,119.30</li> <li>• Perquisites and Allowances: 2,97,155.74</li> </ul>

	• Total remuneration: Rs. 57,53,037.84
<b>Remuneration sought to be paid</b>	Please refer to the Explanatory Statement to the Postal Ballot Notice
<b>Date of first appointment on Board</b>	The appointment is effective from 19 <sup>th</sup> December, 2025.
<b>Membership of Committees of Repco Home Finance Limited</b>	Nil
<b>Directorships held in other companies</b>	Nil
<b>Membership/Chairmanship of committees in other companies</b>	Nil
<b>Details of Board Meetings attended by the Director during the year</b>	Nil
<b>Relationship with Directors and KMPs</b>	<p>Mr. Paiyur Kuppuraman Vaidyanathan is not related to any other Director and/or any other Key Managerial Personnel (KMP) of the Company.</p> <p>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.</p>
<b>Listed entities from which the person has resigned in the past three years</b>	Nil