

## **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 Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and in accordance with guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for conducting postal ballot process through e-voting vide the General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated 19<sup>th</sup> September, 2024 and any other relevant circulars and notifications issued by the Ministry of Corporate Affairs (herein collectively referred to as 'MCA Circulars'), Secretarial Standard-2 on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), and other applicable provisions of the Act, Rules, Circulars and Notifications issued thereunder (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time), that the resolution as set out in this Notice is proposed to be passed by the Members of the Company by means of Postal Ballot by way of remote e-voting process.

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, 12<sup>th</sup> September, 2025. 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> | Thursday, 18 <sup>th</sup> September, 2025 at 9:00 AM (IST) |
| <b>End of e-voting</b>          | Friday, 17 <sup>th</sup> October, 2025 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 Company Secretary & Compliance Officer of the Company 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 DR. GORREPATI VENKATAIAH (DIN: 11234332) AS NON-EXECUTIVE & INDEPENDENT DIRECTOR FOR A PERIOD OF THREE (3) YEARS EFFECTIVE FROM 7<sup>TH</sup> AUGUST, 2025**

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

**“RESOLVED THAT** Dr. Gorrepati Venkataiah (DIN:11234332) who was appointed as an Additional Director of the Company with effect from 7<sup>th</sup> August, 2025, 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 in the category of Non-Executive and Independent Director.

**FURTHER RESOLVED THAT** pursuant to the provisions of Sections 149,152 read with Schedule IV to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable rules made thereunder, Regulation 16(1)(b), 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), and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, the approval of the shareholders be and is hereby accorded for appointment of Dr. Gorrepati Venkataiah (DIN: 11234332) as Non-Executive and Independent Director of the Company, who meets the criteria for independence as prescribed in Section 149(6) of the Companies Act, 2013, and rules made thereunder for a period of three (3) consecutive years with effect from 7<sup>th</sup> August, 2025 upto 6<sup>th</sup> 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.”

**Date:** 16<sup>th</sup> September, 2025

**Place:** Chennai

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

**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)

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

## 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, 12<sup>th</sup> September, 2025 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, 12<sup>th</sup> September, 2025 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). Members holding shares in physical mode are hereby notified that pursuant to applicable SEBI circular(s), all holders of physical shares can update/ register their contact details including the details of e-mail addresses by submitting Form ISR-1 along with self-attested supporting proofs with KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The form can be downloaded from the website of KFintech <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> and from the website of the Company at <https://www.repcohome.com/corporate-governance>. Shareholders holding shares in electronic form and who have not updated their PAN and KYC are requested to submit the details to their Depository Participant(s). In case of queries, Members are requested to write to KFintech at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call their Toll Free number 1800 309 4001.
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, 12<sup>th</sup> September, 2025 (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., 17<sup>th</sup> October, 2025. 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 Thursday, 18<sup>th</sup> September, 2025 at 9:00 AM. (IST) and shall end on Friday, 17<sup>th</sup> October, 2025 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. As authorized by the Board, the Scrutinizer will submit his report, after the completion of scrutiny, to the Company Secretary & Compliance Officer of the Company. 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). 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.
13. 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., 17<sup>th</sup> October, 2025 in terms of Secretarial Standard-2 on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India.
14. Members may send their queries related to items included in the Postal Ballot Notice or any other matter concerning the Company on the email id 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.
15. 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. The said form is 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.
16. 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.
17. The Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs (MCA), has initiated a 100-Day Campaign titled "Saksham Niveshak" from 28<sup>th</sup> July 2025 to 6<sup>th</sup> November 2025, aimed at reaching out to shareholders whose dividends remain unpaid or unclaimed. It is important for shareholders to update their KYC details viz, PAN, email address, contact number, address, bank details, nomination and specimen signature etc., in order to ensure timely receipt of the dividends declared by the Company directly to bank accounts and preventing transfer of such dividends and shares to IEPFA. We urge all the shareholders to take advantage of this opportunity and submit the necessary



documents before 6<sup>th</sup> November 2025 to avoid any future transfer of unclaimed dividends to the IEPFA.

## **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.**

| <b>Type of member</b>  | <b>Login Method</b>   |
|--|---|
| <b>Individual members holding securities in demat mode with NSDL</b> | <p>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. 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>2. <b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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.</li> </ol> |

|   |  |
|---|--|
|   | <p>iv. Click on company name i.e. ‘Repco Home Finance Limited’ or ESP i.e. KFin.</p> <p>v. Members will be re-directed to KFin’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 ESP name i.e KFin 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><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <p>    </p> |
| <p><b>Individual members holding securities in demat mode with CDSL</b></p> | <p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <p>i. 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>.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</p> <p><b>2. User not registered for Easi/ Easiest</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> for registering.</p>  |



|   |   |
|---|---|
|   | <ul style="list-style-type: none"> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.</li> <li>iv. 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 KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> |
| <b>Individual members login through their demat accounts / Website of Depository Participant(s)</b> | <ul style="list-style-type: none"> <li>i. 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>ii. Once logged-in, members will be able to view e-voting option.</li> <li>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.</li> <li>iv. Click on options available against Repco Home Finance Limited or KFintech.</li> <li>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.</li> </ul>   |

**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

| <b>Login Type</b>                | <b>Helpdesk details</b>   |
|----------------------------------|---|
| <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 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://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) 8994, 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 KFin 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. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. 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 authorised to vote on their behalf. The documents should be emailed to [gr@gramscsfirm.com](mailto:gr@gramscsfirm.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,  
Gachibowli, 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 Dr. Gorrepati Venkataiah (DIN: 11234332) as Non-Executive & Independent Director for a period of three (3) years effective from 7<sup>th</sup> August, 2025**

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board at its meeting held on 7<sup>th</sup> August, 2025, appointed Dr. Gorrepati Venkataiah (DIN: 11234332) as an Additional Director in the category of Non-Executive & Independent Director for a period of 3 consecutive years from 7<sup>th</sup> August, 2025 upto 6<sup>th</sup> 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 Dr. Gorrepati Venkataiah.

Dr. Gorrepati Venkataiah 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 he has given his consent to act as Non-Executive & Independent 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.

Dr. Gorrepati Venkataiah fulfils the conditions specified under the Companies Act, 2013 read with rules made thereunder and the SEBI Listing Regulations for his appointment as a Non-Executive & Independent Director of the Company.

After assessing the qualifications, experience and unique skillset of expertise in insurance along with a law degree, the Nomination and Remuneration Committee recommended the appointment of Dr. Gorrepati Venkataiah as an Independent Director on the Board of the Company. Considering the recommendation of NRC, the Board approved the appointment of Dr. Gorrepati Venkataiah as an Independent Director. It has been determined that Dr. Gorrepati Venkataiah meets all the criteria for independence and that he is independent to the management of the Company.

Pursuant to Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Dr. Gorrepati Venkataiah has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

**Brief Profile:**

Dr. Gorrepati Venkataiah holds a Bachelor's degree in Laws and Bachelor's degree in Veterinary Science. He is a Licentiate and Fellow member of Insurance Institute of India. He has around 3 years of banking experience and 29 years of experience in the field of insurance.

The Company has received the following declarations from Dr. Gorrepati Venkataiah:-

- 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.

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 Dr. Gorrepati Venkataiah (DIN: 11234332) as Non-Executive & Independent Director for a period of three years from 7<sup>th</sup> August, 2025 upto 6<sup>th</sup> August, 2028.

As per Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1<sup>st</sup> 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 Dr. Gorrepati Venkataiah as an Independent Director requires approval of members of the Company by passing a special resolution.

The resolution, if approved, shall be deemed to have been passed on the last date specified for the e-voting, i.e., 17<sup>th</sup> October, 2025.

Your Directors recommend the passing of the resolution proposed at Item No.1 of the Notice. Except Dr. Gorrepati Venkataiah 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:** 16<sup>th</sup> September, 2025

**Place:** Chennai

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

**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)

**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>  | Dr. Gorrepati Venkataiah  |
| <b>Category</b>  | Non-Executive & Independent Director  |
| <b>Director Identification Number</b>  | 11234332  |
| <b>Age</b>   | 71 years 3 months   |
| <b>Nationality</b>   | Indian  |
| <b>Qualification</b>   | B.VSc, B.L, Fellow member of Insurance Institute of India.  |
| <b>Brief profile, nature of expertise in specific functional areas and skills and capabilities required for the role</b> | Dr. Gorrepati Venkataiah holds a Bachelor's degree in Laws and Bachelor's degree in Veterinary Science. He is a Licentiate and Fellow member of Insurance Institute of India. He has around 3 years of banking experience and 29 years of experience in the field of insurance.   |
| <b>No. of shares held in the Company</b>   | Nil   |
| <b>Terms and conditions of appointment/reappointment</b>   | For a period of three consecutive years effective from 7 <sup>th</sup> August, 2025 upto 6 <sup>th</sup> August, 2028, and he will be not liable to retire by rotation.<br><br>He will receive sitting fees for attending the Board Meetings, Committee Meetings and General Meetings. He is also eligible for other engagement fees. 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>   | Dr. Gorrepati Venkataiah was paid sitting fees of Rs.1,80,000/- for attending one Board Meeting and 25 <sup>th</sup> Annual General Meeting.  |
| <b>Remuneration sought to be paid</b>  | He will receive sitting fees for attending the Board Meetings, Committee Meetings and General Meetings (currently Rs.90,000/- per meeting). He is also eligible for other engagement fees (currently Rs.75,000/- per engagement). His present remuneration shall remain unchanged unless any revision is approved by the Board based on recommendation by the NRC.  |
| <b>Date of first appointment on Board</b>  | 7 <sup>th</sup> August, 2025  |
| <b>Membership of Committees of Repco Home Finance Limited</b>  | <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> <li>• Stakeholders' Relationship Committee</li> <li>• CSR Committee</li> <li>• Management Committee</li> <li>• IT Strategy Committee</li> </ul>   |



|   |  |
|---|--|
| <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>         | Attended one Board meeting held on 22 <sup>nd</sup> August, 2025 (FY 2025-26)  |
| <b>Relationship with Directors and KMPs</b>                                       | Dr. Gorrepati Venkataiah is not related to any of the Directors of the company |
| <b>Listed entities from which the person has resigned in the past three years</b> | Nil  |