

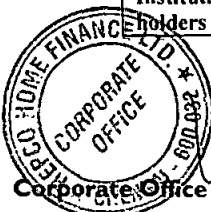
Disclosure of Voting Results in respect of the Postal Ballot of Repco Home Finance Limited

1. Date of commencement of voting for Postal ballot: November 26, 2015
2. Total number of shareholders on record date : 16793
(Cut-off date for E-voting/Postal ballot - November 20, 2015)
3. Date of commencement of E-voting/Postal ballot: November 26, 2015
4. Date of conclusion of E-voting/Postal ballot: December 26, 2015
5. No of Shareholders voted through E-voting/Postal ballot: 180
6. Agenda- wise disclosure:

Item No (i) - Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc.

Resolution required (Ordinary/Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	No

Category	No. of shares held (1)	Mode of Voting	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23230606	E-Voting	23230606	100	23230606	0	100	0
		Postal Ballot	-	-	-	-	-	-
		Total	23230606	100	23230606	0	100	0
Public - Institutional holders	29495303	E-Voting	20709097	70.21	10703695	10005402	51.69	48.31
		Postal Ballot	2206504	7.48	2206504	0	100	0
		Total	22915601	77.69	12910199	10005402	56.34	43.66



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

Public-Non Institutions Total	9642988	E-Voting	41367	0.43	41302	65	99.84	0.16	
		Postal Ballot	-	-	-	-	-	-	-
		Total	41367	0.43	41302	65	99.84	0.16	
Total	62368897	Grand Total	46187574	74.06	36182107	10005467	78.33	21.67	

Item No (ii) - Approval for Related Party Transactions

Resolution required (Ordinary/Special)	Special
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

Category	No. of shares held (1)	Mode of Voting	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	23230606	E-Voting	0	0	0	0	0	0
		Postal Ballot	0	0	0	0	0	0
		Total	0	0	0	0	0	0
Public – Institutional holders	29495303	E-Voting	20709097	70.21	10602222	10106875	51.20	48.80
		Postal Ballot	2206504	7.48	2206504	0	100	0
		Total	22915601	77.69	12808726	10106875	55.90	44.10
Public-Non Institutions Total	9642988	E-Voting	41357	0.43	41207	150	99.64	0.36
		Postal Ballot	0	0	0	0	0	0
		Total	41357	0.43	41207	150	99.64	0.36
Total	62368897	Grand Total	22956958	36.80	12849933	10107025	55.97	44.03



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



G RAMACHANDRAN & ASSOCIATES
COMPANY SECRETARIES
Report of Scrutinizer (s)

[Pursuant to rule Section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,

Chairman
REPCO Home Finance Limited
CIN# L65922TN2000PLC044655
'REPCO TOWER'
No. 33 North Usman Road,
T.Nagar,
Chennai – 600017

Sub: Postal Ballot under Section 110 of the Companies Act, 2013 and Rules made thereunder.

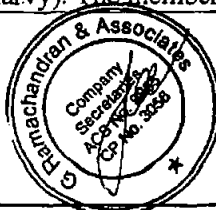
Dear Sir,

We, G Ramachandran & Associates, Company Secretaries, having office at F-10 Syndicate Residency, No. 3, Dr. Thomas First Street, Off South Boag, Road, T.Nagar, Chennai – 600017, were appointed as scrutinizer by the Board of Directors of M/s. REPCO Home Finance Limited (“the Company”) for the purpose of the Postal Ballot (including e-voting) which concluded at 5.00 PM on Saturday the 26th December 2015 on the following resolutions:

S. N.	Section / Listing Agreement	Resolutions	Nature of Resolution
1	Sec. 180 (1) (a)	Authorisation to the Board of Directors to mortgage, create charge on all or any of the assets of the Company and further issue covenants for negative pledges/lien etc.	Special
2	Clause 49	Approval for Related Party Transactions	Special

We submit our Report here under:

a.	Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) and Rule 22 of the Companies (Management & Administration) Rules, 2014, the notice, ballot papers and other relevant papers including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by registered post on the 24 th November 2015 and subsequently, the Notice, convening was also placed on the website of the Company and that of the agency, i.e., Karvy Computer Share Private Limited (Karvy). The members of the Company were given an option
----	--



	to vote electronically on e-voting platform, provided by the Karvy Computer Share Private Limited.
b.	The Public Advertisement with respect to dispatch of notices and conducting of Postal Ballot including e-voting through electronic means was published in "Mint" an English newspaper on 25 th November 2015 and "The Hindu" (in Tamil publication)" a vernacular newspaper on 25 th November 2015.
c.	The Postal Ballot / e-voting period commenced at 9.00 A.M. on 26 th November 2015 at and ended at 5.00 P.M. on 26 th December 2015 Immediately after the cutoff time, the e-voting facility was blocked at 5.10 P.M. Immediately thereafter the Postal Ballot forms were scrutinized. Both the e-voting and Postal Ballot were counted.
d.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution.
e.	A register has been maintained electronically to record the assent or dissent, received, mentioning particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares.

The Polling pattern is here under:

Resol ution	Mode	Ballots received	Total Shares	Favour		Against	
				Ballots	Votes	Ballots	Votes
1	ELEC	156	4,41,34,470	108	3,39,75,603	47	1,00,05,467
	PHYL	24	22,06,829	23	22,06,504	0	0
	TOTAL	180	4,63,41,299	131	3,61,82,107	47	1,00,05,467
2	ELEC	156	4,41,34,470	103	1,06,43,429	50	1,01,07,025
	PHYL	24	22,06,829	23	22,06,504	0	0
	TOTAL	180	4,63,41,299	126	1,28,49,933	50	1,01,07,025

Resolution	Mode	Invalid or Abstained	
		Ballots	Votes
1	ELEC	1	1,53,400
	PHYL	1	325
	TOTAL	2	1,53,725
2	ELEC	3	2,33,84,016
	PHYL	1	325
	TOTAL	4	2,33,84,341



1. The result of the Poll is as under:
A. In terms of Number of Ballots:

Item No. in Notice	No. of Members who cast their votes by E- Voting & Poll		Total Valid Votes
	Votes in Favour	Votes Against	
Item No. 1	131	47	178
Item No. 2	126	50	176

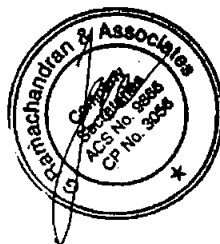
B. In terms of Number of Shares

Item No. in Notice	Number of Votes Favour (in number of shares)	Number of Votes Against (in number of shares)	Total Valid Votes (in number of shares)	Assent %	Dissent %	Passed as Ordinary / Special Resolution
Item No. 1	3,61,82,107	1,00,05,467	4,61,87,574	78.33%	21.67%	Passed As a Special Resolution
Item No. 2	1,28,49,933	1,01,07,025	2,29,56,958	55.97%	44.03%	Not passed as a Special Resolution due to lack of requisite majority

2. An analysis of Invalid / abstained voting is hereunder:

Resolution	Mode of voting	Reasons	No. of shares
1	Electronic	Abstained	1,53,400/-
	Physical	Invalid	325/-
	Total		1,53,725/-
2	Electronic	Abstained	2,33,84,016/-
	Physical	Invalid	325/-
	Total		2,33,84,341/-


3. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



4. The Poll papers and all other relevant records were sealed and handed over to the Company Secretary/Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully,
For **G Ramachandran & Associates**
Company Secretaries



G Ramachandran
Proprietor
ACS 9865 CoP 3056



Place: Chennai

Date: 28th December 2015