

**15<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 12 SEPTEMBER 2015**

**Declaration of Results of E-voting and Poll**

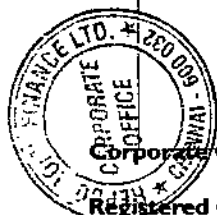
Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, Repco Home Finance Limited ("the Company") had provided e-voting facility to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 14<sup>th</sup> Annual General Meeting (AGM). The e-voting was open from 9:00 A.M. on 9<sup>th</sup> September 2015 and ended at 5:00 P.M. on 11<sup>th</sup> September 2015.

Further in line with the provisions of the Companies Act 2013, voting by show of hands was not allowed at the AGM since the Company had offered e-voting facility to the members. Therefore at the 15<sup>th</sup> AGM, voting was conducted by means of poll.

The Board of Directors had appointed Shri.G.Ramachandran, Practising Company Secretary as the scrutinizer for e-voting and poll. The Scrutinizer has carried out the scrutiny of all the electronic votes received till 5:00 P.M. on 11<sup>th</sup> September 2015 and on the poll at the 14<sup>th</sup> AGM and submitted his reports on 12 September 2015. The Reports of Scrutinizer are attached herewith.

The Consolidated results as per the Scrutinizer's above mentioned reports are as follows:

SNo	Item	Type of Resolution	No of votes in favour	% of votes in favour	No of votes against	% of votes against
1	Consideration and adoption of audited financial statements for the year ended March 31, 2015 together with the Reports of Directors and Auditors	Ordinary	44516264	100	-	-



Corporate Office : 3rd Floor, Alexander Square, New No: 2 (Old No: 34 & 35), Sardar Patel Road, Guindy, Chennai - 600032.  
 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 - 600017. Phone : 044-28340715 / 4037 / 2845



2	Declaration of dividend for the year ended March 31, 2015.	Ordinary	44516264	100	-	-
3	Re-appointment of Shri. B.Anand, I.A.S, Director retiring by rotation	Ordinary	43730899	98.23	785365	1.76
4	Appointment of Auditors.	Ordinary	42644844	95.80	1871420	4.20
5	Appointment of Smt. Sanjeevane Kuty, I.A.S as a Director, liable to retire by rotation	Ordinary	43853784	98.51	662480	1.48
6	Appointment of Shri. L.Munishwar Ganesan as a Director, liable to retire by rotation	Ordinary	43853784	98.51	662480	1.48
7	Appointment of Shri.Dilip Kumar, I.A.S as a Director, liable to retire by rotation	Ordinary	43853787	98.51	662477	1.48
8	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	33147249	74.46	11369015	25.47
9	Offer or invitation for subscription for Non-Convertible Debentures (NCD) and Commercial Paper aggregating to Rs.1.500 Crore and Rs.500 Crore respectively on private	Special	43161319	96.96	1354945	3.04

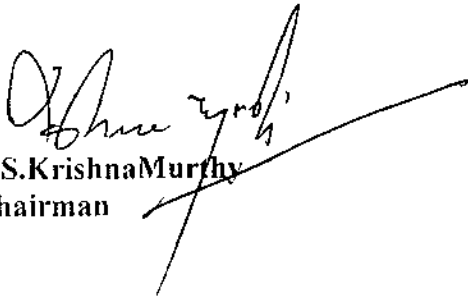


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	placement					
10	Approval for Related Party Transactions	Special	4087276	22.69	13927927	77.31

Based on the Reports of the Scrutinizer, all the resolutions as set out in the Notice of the 15<sup>th</sup> AGM except Item No.8 and Item No.10 have been duly approved by the members with requisite majority.

**For Repco Home Finance Limited**



**T.S.KrishnaMurthy**  
Chairman

Date: 14.09.2015

Encl: As above



**Disclosure of Voting Results in respect of the 15<sup>th</sup> Annual General Meeting of Repco Home Finance Limited, held on 12 September 2015 at 11.00 A.M as per Clause 35A of the listing agreement**

1. Date of the AGM: **September 12, 2015**

2. Total number of shareholders on record date : **16559**  
(E-voting cut-off date - 05 September 2015)

Book Closure Date: 05 September 2015 to 12 September 2015 (Both Days Inclusive)

3. No. of Shareholders present in the meeting either in person or through proxy: 214

Shareholders	Present In Person	Present Through Proxy	Total	Shares	% To Capital
Promoter And Promoter Group ()	1	0	1	23230606	37.25
Public	199	14	213	1926473	3.09
Total	200	14	214	25157079	40.34

4. No. of Shareholders attended the meeting through Video Conferencing: No video conferencing facility was made available.

5. Agenda-wise details:

Item No	Details of the Agenda	Resolution required (Ordinary /Special)	Mode of voting (Show of hands/Poll/ Postal ballot/E-voting)	Remarks
<b>Ordinary Business</b>				
1	Consideration and adoption of audited financial statements for the year ended March 31, 2015 together with the Reports of Directors and Auditors	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
2	Declaration of dividend for the year ended March 31, 2015.	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
3	Re-appointment of Shri. B.Anand, I.A.S. Director retiring by rotation	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
4	Appointment of Auditors.	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.



Special Business				
5	Appointment of Smt. Sanjeevane Kuttu, I.A.S as a Director, liable to retire by rotation	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
6	Appointment of Shri. L.Munishwar Ganesan as a Director, liable to retire by rotation	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
7	Appointment of Shri.Dilip Kumar, I.A.S as a Director, liable to retire by rotation	Ordinary	Poll & E-voting	The resolution was passed with requisite majority.
8	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	Poll & E-voting	The resolution was not passed due to lack of requisite majority.
9	Offer or invitation for subscription for Non-Convertible Debentures (NCD) and Commercial Paper aggregating to Rs.1,500 Crore and Rs.500 Crore respectively on private placement	Special	Poll & E-voting	The resolution was passed with requisite majority.
10	Approval for Related Party Transactions	Special	Poll & E-voting	The resolution was not passed due to lack of requisite majority.

In case of Poll/Postal ballot/E-voting: Poll & E-voting

**1. Consideration and adoption of audited financial statements for the year ended March 31, 2015 together with the Reports of Directors and Auditors (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	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	23230606	100	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	21182671	0	100	0
Public-Others	10276119	102987	1.00	102987	0	100	0
Total	62368897	44516264	71.38	44516264	0	100	0



**2. Declaration of dividend for the year ended March 31, 2015 (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	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	23230606	100	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	21182671	0	100	0
Public-Others	10276119	102987	1.00	102987	0	100	0
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>44516264</b>	<b>0</b>	<b>100</b>	<b>0</b>

**3. Re-appointment of Shri. B.Anand, I.A.S, Director retiring by rotation (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	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	23230606	100	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	20397309	785362	96.29	3.71
Public-Others	10276119	102987	1.00	102984	3	99.99	0.00
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>43730899</b>	<b>785365</b>	<b>98.24</b>	<b>1.76</b>

**4. Appointment of Auditors. (Ordinary Resolution)**

Promoter/Public	No. of shares held (1)	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	23230606	100	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	19311251	1871420	91.17	8.83
Public-Others	10276119	102987	1.00	102987		100	
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>42644844</b>	<b>1871420</b>	<b>95.80</b>	<b>4.20</b>



**5. Appointment of Smt. Sanjeevane Kutty, I.A.S as a Director, liable to retire by rotation (Ordinary Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*10 0	% of Votes against on votes polled (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	23230606	23230606	100	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.40	20520194	662477	96.87	3.13
Public-Others	10276119	102987	1.00	102984	3	99.99	0.00
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>43853784</b>	<b>662480</b>	<b>98.51</b>	<b>1.49</b>

**6. Appointment of Shri. L.Munishwar Ganesan as a Director, liable to retire by rotation (Ordinary Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*10 0	% of Votes against on votes polled (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	23230606	23230606	100.00	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	20520194	662477	96.87	3.13
Public-Others	10276119	102987	1.00	102984	3	99.99	0.00
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>43853784</b>	<b>662480</b>	<b>98.51</b>	<b>1.49</b>



**7. Appointment of Shri.Dilip Kumar, I.A.S as a Director, liable to retire by rotation (Ordinary Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*10 0	% of Votes against on votes polled (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	23230606	23230606	100.00	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	20520194	662477	96.87	3.13
Public-Others	10276119	102987	1.00	102987	0	100.00	0
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>43853787</b>	<b>662477</b>	<b>98.51</b>	<b>1.49</b>

**8. 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 Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	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)]*10 0
Promoter and Promoter Group	23230606	23230606	100.00	23230606	0	100	0
Public - Institutional holders	28862172	21182671	73.39	9813656	11369015	46.33	53.67
Public-Others	10276119	102987	1.00	102987	0	100.00	0
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>33147249</b>	<b>11369015</b>	<b>74.46</b>	<b>25.54</b>





**9. Offer or invitation for subscription for Non-Convertible Debentures (NCD) and Commercial Paper aggregating to Rs.1,500 Crore and Rs.500 Crore respectively on private placement (Special Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*1 00	% of Votes against on votes polled (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	23230606	23230606	100.00	23230606	0	100	0
Public – Institutional holders	28862172	21182671	73.39	19827726	1354945	93.60	6.40
Public-Others	10276119	102987	1.00	102987	0	100.00	0
<b>Total</b>	<b>62368897</b>	<b>44516264</b>	<b>71.38</b>	<b>43161319</b>	<b>1354945</b>	<b>96.96</b>	<b>3.04</b>

**10. Approval for Related Party Transactions (Special Resolution)**

Promoter/Pu blic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*1 00	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*1 00	% of Votes against on votes polled (7)= [(5)/(2)]*10 0
Promoter and Promoter Group	23230606	0	0	0	0	0	0
Public – Institutional holders	28862172	17943491	62.17	4015567	13927924	22.38	77.62
Public-Others	10276119	71712	0.70	71709	3	99.99	0.00
<b>Total</b>	<b>62368897</b>	<b>18015203</b>	<b>28.88</b>	<b>4087276</b>	<b>13927927</b>	<b>22.69</b>	<b>77.31</b>





**G RAMACHANDRAN & ASSOCIATES**  
COMPANY SECRETARIES

**SCRUTINIZER'S REPORT**

To.

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

Sir.

Sub: Scrutinizer's Report (Combined) on e-voting and Poll on the agenda items transacted at the Fifteenth Annual General Meeting (AGM) of the Company held on Saturday, 12<sup>th</sup> September 2015 at 11:00 A.M., at Sri Dakshinamurthy Auditorium PS Higher Secondary School, No. 215, Ramakrishna Mutt Road, Mylapore, Chennai - 600004.

We, M/s. 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 have been appointed as a scrutinizer by the Board of Directors of M/s. Repco Home Finance Limited ("the Company") for the purpose of scrutinizing the e-voting and poll process on the below mentioned resolutions at the Fifteenth Annual General Meeting held on Saturday, 12<sup>th</sup> September 2015 at 11.00 A.M. at Sri Dakshinamurthy Auditorium PS Higher Secondary School, No. 215, Ramakrishna Mutt Road, Mylapore, Chennai - 600004 hereby submit my report as under:



a.	Pursuant to Section 101, 109, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notice convening the meeting 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 17 <sup>th</sup> August 2015 & 18 <sup>th</sup> August 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 voting through electronic means was published in "Mint" an English newspaper on 19 <sup>th</sup> August 2015 and "The Hindu (in Tamil publication)" a vernacular newspaper on 19 <sup>th</sup> August 2015.
c.	The e-voting period commenced on 9 <sup>th</sup> September 2015 at 9.30 A.M. and ended on the close of 11 <sup>th</sup> September 5.00 P.M. Immediately after the cutoff time, the e-voting facility was blocked for remote e-voting.
d.	Accordingly, the electronic votes cast were taken into account up to the end of this voting period. On 12 <sup>th</sup> September 2015 at 01.13 P.M., i.e. immediately after the conclusion of the Poll Process at the AGM, the remote e-voting system was unblocked in the presence of 2 (Two) witnesses the Karvy's portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on 12 <sup>th</sup> September 2015.
f.	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.  As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution.

At the Annual General Meeting held at the Scheduled time, date and venue the Chairman announced a poll, as per the provisions of Companies Act, 2013 and Listing Agreement.



As per Companies Act, 2013 (Management & Administration) Rules, 2014 the polling paper in Form MGT-12 were distributed to the Shareholders who were present at the Annual General Meeting and not voted through remote e-voting.

- a. After the time fixed for closing of the poll by the chairman 1(one) ballot box kept for polling was locked in our presence with due identification mark placed by us.
- b. The shareholders casted their votes and dropped the polling papers in the ballot box which were kept at the venue.
- c. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized.
- d. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the company.
- e. A poll paper, which was incomplete has been treated as invalid and kept separately.

The resolutions for which this Annual General Meeting of the Shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1.	To receive, consider and adopt the Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended as on that date together with the report of Directors and Auditors thereon.	Ordinary
2.	To declare dividend on equity shares of the company for the financial year ended March 31, 2015.	Ordinary
3.	Re-appointment of Shri. B.Anand, I.A.S.	Ordinary
4.	To appoint M/s. R.Subramaniam and Company, Chartered Accountants, Chennai as Statutory of the Company.	Ordinary
5.	Appointment of Smt. Sanjeevaneer Kutty, I.A.S. as a Director, liable to retire by rotation.	Ordinary
6.	Appointment of Shri. L.Munishwar Ganesan as a Director, liable to retire by rotation.	Ordinary
7.	Appointment of Shri. DilipKumar, I.A.S. as a Director, liable to retire by rotation	Ordinary
8.	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
9.	Offer or invite subscription for Non-Convertible Debentures (NCDs) and Commercial Paper aggregating to Rs.1,500 Crore and Rs.500 Crore respectively on private placement.	Special
10.	Approval for Related Party Transactions with Repco Bank, the Promoter of the Company	Special



As requested by management we submit herewith our combined report results of remote e-voting together with that of the Poll as under:

Note: One of the Shareholder holding 3,91,676 equity shares exercised voting for 2,73,966 equity shares only. Therefore 1,17,710 equity shares shall be treated as abstained for all the items.

A.

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	164	0	164
Item No. 2	164	0	164
Item No. 3	157	7	164
Item No. 4	150	14	164
Item No. 5	161	3	164
Item No. 6	161	3	164
Item No. 7	162	2	164
Item No. 8	121	43	164
Item No. 9	153	11	164
Item No. 10	70	65	135



B.

Item No. in Notice	Number of Votes in 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	44,516,264	0	44,516,264	100.0000%	0.0000%	Passed As an Ordinary Resolution
Item No. 2	44,516,264	0	44,516,264	100.0000%	0.0000%	Passed As an Ordinary Resolution
Item No. 3	43,730,899	785,365	44,516,264	98.2358%	1.7642%	Passed As an Ordinary Resolution
Item No. 4	42,644,844	1,871,420	44,516,264	95.7961%	4.2039%	Passed As an Ordinary Resolution
Item No. 5	43,853,784	662,480	44,516,264	98.5118%	1.4882%	Passed As an Ordinary Resolution
Item No. 6	43,853,784	662,480	44,516,264	98.5118%	1.4882%	Passed As an Ordinary Resolution
Item No. 7	43,853,787	662,477	44,516,264	98.5118%	1.4882%	Passed As an Ordinary Resolution
Item No. 8	33,147,249	11,369,015	44,516,264	74.4610%	25.5390%	Not passed as a Special Resolution due to lack of requisite majority
Item No. 9	43,161,319	1,354,945	44,516,264	96.9563%	3.0437%	Passed As a Special Resolution
Item No. 10	4,087,276	13,927,927	18,015,203	22.6879%	77.3121%	Not passed as a Special Resolution due to lack of requisite majority



4. Details of Invalid votes in Poll:

Sl. No.	Total No. of Members in person (or by Proxy) whose votes were declared Invalid	No. of shares held	Reasons for Invalid vote in Poll
1.	1	60	Neither exercised "For" nor "Against" in any of the Resolutions.
<b>Total</b>	<b>1</b>	<b>60</b>	

5. 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.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you

Yours Faithfully  
For G RAMACHANDRAN & ASSOCIATES  
Company Secretaries



G. RAMACHANDRAN  
Proprietor  
Scrutinizer  
ACS No.9865 CoP. No.3056

Date: 12-09-2015  
Place: Chennai