



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

Pursuant to the clause 49(II)(E) of the Listing Agreement as amended by SEBI vide its circulars dated 17 April 2014 and 15 September 2014, the Code of Conduct (Repco Home Finance Limited code of conduct for the Board of Directors and senior management) has been framed by the Company to maintain the highest standards of Corporate Governance.

This code has been approved by the Board in its meeting held on 08 November 2014.

APPLICABILITY OF THE CODE

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

For this purpose, the term “senior management” will mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

CONTENTS OF CODE:

1. HONESTY & INTEGRITY

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

2. CONFLICT OF INTEREST

The Directors and Senior Management of the Company will not engage in any business, relationship or activity, which may be in conflict of interest of the Company. They can avoid conducting business with a relative or any other person or any firm, Company, association in

which the relative or other person is associated in any significant role. They cannot have any association with the firm or Company, which is involved in similar kind of business without the prior approval of the Board of Directors.

3.COMPLIANCE

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

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

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

4.CONFIDENTIALITY OF INFORMATION

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 All Board Members and Senior Management, therefore, will maintain the confidentiality of all confidential unpublished information about business and affairs of the Company.

INSIDER TRADING:

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

5.PROTECTION OF ASSETS

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

6.GIFTS & DONATIONS

Not to receive or offer, directly or indirectly, any gifts, donations, remuneration, hospitality etc which are intended to obtain business favors or decisions for the conduct of business. However any hospitality in the normal course of business could be accepted. Nominal gifts of

commemorative nature, for special events may be accepted provided the value of the same does not exceed Rs.5000.

7.LOANS TO DIRECTORS

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

8.PERIODIC REVIEW AND DECLARATION OF COMPLIANCE

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

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

9.DUTIES OF INDEPENDENT DIRECTORS

The independent directors will—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

DECLARATION

To,
The Company Secretary,
Repc Home Finance Limited
Third Floor, Alexander Square,
Old No.34 & 35, New No.2,
Sardar Patel road,
Guindy, Chennai – 600032

Dear Sir,

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

Signature

Name:

Designation:

Place:

Date:

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