



**REPCO HOME FINANCE LIMITED**

**TRANSCRIPT OF 20<sup>TH</sup> ANNUAL GENERAL MEETING  
HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020**

**Mr. T.S. Krishnamurthy:** Very good morning to all of you, today, September 30, 2020, we have our annual general meeting. I welcome the members of the Board to the Annual General Meeting, I also welcome the shareholders of the company to this meeting. Since the requisite quorum being present as required by section 103 of the Companies Act, 2013, I as chairman put the meeting to order. We can commence our meeting right now. I inform that all the directors are present at the AGM including Chairperson of the Audit committee, Nomination & Remuneration committee and Stakeholders Relationship committee. I further inform that representatives of Statutory Auditors and Secretarial Auditors are also invited to the meeting and are participating through video conference. I inform that this meeting is held through video conferencing provided by the Mrs. Kfin Technologies Private Limited, in accordance with the circulars issued by the Ministry of Corporate Affairs and Security & Exchange Board of India. I would like to inform the shareholders that the register as required under the Companies Act, 2013 is made available for inspection for members during the AGM. I would also like to inform that since the AGM is being held through video conference facility, appointment of proxies by members is not applicable and hence the proxy register is not available for inspection. I inform the members that pursuant to the provisions of section 108 to the Companies Act, 2013 read with rule 20 the Company's (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015, the company has extended the E-voting facility provided by Mrs Kfin Technologies Private Limited to all the members of the company who are holding equity shares as on the cut off date i.e. 23<sup>rd</sup> September 2020 in respective businesses transacted at this annual general meeting. The E- voting commenced at 9:00 a.m. on September 27, 2020 and ended on 5:00 p.m. on September 29, 2020 and Mr. G. Ramachandran, practicing company secretary has been appointed as the scrutinizing for the E- voting process. I would like to inform that the members who have not casted their vote through remote E- voting may cast their vote after conclusion of the AGM and the E-voting platform provided by Mrs. Kfin Technologies Private Limited will be open for 15 minutes. Now with the permission of the members, I take the notice convening the Annual General Meeting, Audited financial statements and Directors report thereon as read. I also like to state that there are no qualifications, comments or observations in the auditor's report and with the permission of the members, it may be taken as read. Clarification of queries raised by the registered speakers will be taken right now, who is the first person, who is going to speak. Does anybody want to ask question?

**Mr. Abhishek:** Yes sir I am there sir, this is Abhishek, shareholder.

**Mr. T.S. Krishnamurthy:** Yes, Mr. Abhishek, please go ahead.

**Mr. Abhishek :** Just a second, camera is not enabled, webcam is not enabled. I am just starting the camera.

**Moderator:** Abhishek

**Mr. Abhishek:** Yes, yes . I can start sir, this is Abhishek, shareholder of the company my DP ID IN301637 and client ID is 41359155. Sir first of all, I congratulate the management on the eve of annual general body meeting, trust all is well with you and your family. In this challenging situation, our company deserves much more respect than the current market cap after completing more than a decade of successful operations, profitability and dividend history and becoming one of the strongest brands in our respective segments. Sir I would like to know what is the impact of COVID and subsequent lockdown, where no industry is untouched, is there any sacking of employees, higher salary cut in percentage if any, during

the pandemic situation and what is the view of our management going forward sustainability as a profit will become challenge in the coming quarters and I would request the management to try to increase the working capital to sales ratio, ROA etc. Nothing much to ask sir, our company is doing very well and correction is there in the market but management has stood forward to reward the minority shareholders with an excellent dividend of 2.50 paisa per share, so the Company has taken the opportunity to reward the minority shareholders during the pandemic situation. So when during a situation when all the shareholders are totally dependent on a dividend income management has come forward to reward, I would really thank the management on behalf of all the entire shareholders fertility and so nothing much to ask sir I wish the company and the Board of Directors a great success and prosperity in the coming future. Our company secretary is also very humble person and he has also ensured that all the participants to join in the annual general body meeting but unfortunately due to a load of AGMs, today, more than 150-200 AGMs being conducted on the 30<sup>th</sup> September, most of the shareholders are not able to join so I represent all the shareholders and my humble request to the management to please do not to consider the annual general body meeting on 30<sup>th</sup> September, try to have it in the first week of September so that we can have more number of participants. Nothing, no other request, sir. I Once again, thank the management and I thank the company for having declared a good dividend and I wish you a great success and prosperity in the coming future. Thank you for giving the opportunity sir. Our company has a very good corporate governance and investor consistency is also very good in our company. Thank you.

**Mr. T.S. Krishnamurthy:** Thank you very much, Mr. Abhishek for the laudatory statements about the performance of the company in the midst of very difficult circumstances. I will now request Mr. Karunakaran, our Chief Financial Officer to give you a word on the impact of the covid .

**Mr. T.Karunakaran:** Yes Mr. Abhishek first of all I would like to thank you for congratulating us and thank you for your well wishes, Yes we have a detailed disclosure in annual report , broadly to say yes this covid situation affected our business we have seen some deterrent in asset quality also. We are slowly coming back to normal situation now we are doing 52% to 55 percent of our business what we done in pre covid stage. I strongly believe in this another minimum of one to one and half years it will come back to normal situations. Basically, in this scenario, we have taken a lot of steps to cut administrative cost and the other cost to improve our profitability. We negotiated with our landlords to reduce the rental expenditure and we have also negotiated with our service providers to reduce our administrative expenses. On your question about sacking of staff, we have not sacked anybody during Covid, but we have cut down our manpower recruitment to reduce our admin salary cost and administrative cost.

**Mr. T.S. Krishnamurthy:** Any other question from any other shareholder. Ok add the next speaker.

**Mr. R.Varadarajan:** Hello, hello. Yeah,

**Moderator:** Mr. Varadarajan R., can you please unmute yourself and ask the question. Thank you .

**Mr.R.Varadarajan:** Hello. Good morning, everybody. I'm Varadarajan. DP ID number IN30051321913184, respected Chairman, dear board members, my dear shareholders, dear top management team, Good morning to everybody and let me first congratulate the company for coming out with good numbers excellent numbers and certain parameters namely return on assets, return on equity, our spread, interest spread, net interest margin all those things, the company traditionally maintained such good fundamentals and the company continues to maintain and the shareholders very happy about it but

there are also certain areas of concern, we may have to now focus on the growth as well as the NPA, my sincere request to the management and the board is to come out with a novel schemes which is out of box and bring down some good schemes which suits our customers to attract them, because even under this pandemic situation, sincerely feel opportunities are excellent and the marketing department should be strengthened. We may even revisit our compensation policy to the employees so, that they are incentivized sufficiently to bring up the growth. Regarding NPA, I would like to request that we should come out with some bold schemes of one time settlement to bring the chronic defaulters to come to the table and settle so that we need not carry this past NPA's i.e. stage-3 accounts So, if we are able to focus on these two things and improve on it, I can definitely say that we will be number one housing finance company in the industry because we have the capabilities and our staff members are very dedicated and they will certainly deliver the goods. Thank you for the opportunity given to me. I once again congratulate all of you and wish you all the very best, thank you.

**Mr. T.S. Krishnamurthy:** Thank you very much Mr. Varadarajan for your kind words, we do agree that there are certain areas where we believe we need to improve and we are certainly focusing our attention of these, particularly on the NPA and future growth of the company, [\*\*\*not clear\*\*\*]. Regarding your suggestion on one time settlement, I certainly agree that focused attention is required on OTS cases wherein reasonable demands are accepted. We will certainly improve our performance in the years to come. Next person please.

**Moderator:** Thank you sir now I invite A. Rajagopalan, sir Rajagopalan sir has not joined.

**Mr.T.S. Krishnamurthy:** Yes

**Moderator:** With this we have completed the pre registered speakers list over to you sir thank you.

**Mr.T.S. Krishnamurthy:** You have any particular questions to ask. We will certainly answer them. You have any particular question to ask besides that? ok if you don't have, we will close that and give our replies to issues raised by shareholders. Mr. T.Karunakaran will give the position if any clarification is needed then I will join.

**Mr.T.Karunakaran:** Thank you sir for the opportunity, on the question of how many repatriates are working in our company, we inform that right now 134 repatriates are working in this institution. On another question about concession given to our repatriates, we inform that as per the NHB directions we should not give any concessional interest rates to repatriates. As per the regulations we should not give. We don't have any special interest rates to any repatriates. To a question on how many repatriates got benefited, so far one crore has been contributed to Repatriate Welfare Trust. [\*\*\*not clear\*\*\*]. To a question on whether there is any criminal cases pending against the Company Directors, we inform that directors appointment are done after they satisfy the fit & proper criteria prescribed by National Housing Bank and we have received the disclosures from the Directors. With respect to the sitting fees to Mr.Munishwar Ganesan, Director, we are strictly following the rules and regulations as prescribed under the Companies Act, 2013 and we have not deviated anywhere.

**Mr.T. S. Krishnamurthy:** I would like to add for the benefit of the members that in committee and Board meetings sitting fees are made in accordance with provisions of Companies Act, 2013 and SEBI Regulations and there is no deviation from the law. Another point that I would like to clarify is that Repco

Bank is an independent institution established by Government and Repco Home Finance Limited is a Listed Company promoted by Repco Bank which is governed by the regulations of SEBI and Ministry of Corporate Affairs. We have complied with all those regulations and we clearly put across all the shareholders that we will abide by the directions and regulations of SEBI, NHB, MCA and as long as we do that and so long as the auditor clears the performance of the company without any comment, it is difficult to go into the question of who should a member in a committee and not. We will certainly keep in mind the points raised by some of the shareholders whenever we re-constitution the committees of the Board. Next person please.

**Moderator:** Mr.Tiruvengadam speaker has joined without the audio, so with this we are done with the pre registered speaker sir. Thank you.

**Mr.T.S. Krishnamurthy:** Is there any person joining us? Just checking if the person is coming on the line or not. Kindly bare with us. I think there is no response from any other person [\*\*\*not clear\*\*\*]

**Mr.Tiruvengadam:** Hello

**Mr.T.S. Krishnamurthy:** Yes please go ahead .

**Mr.Tiruvengadam :** Sir I am Tiruvengadam.

**Mr. T.S. Krishnamurthy:**Yes please go ahead.

**Mr. Tiruvengadam:** Can you able to hear me sir? Chairman sir good morning, sir I have given a list of questions to you. I have forwarded to MD also. I want answer for those questions chairman sir.

**Mr.T.S. Krishnamurthy:** Yes if you have only those questions then we can answer straight away about the statement here, if you have any other questions in other matter, we will take one by one questions you mentioned.

**Mr. Tiruvengadam :** Yes yes I am the promoter director, my registered folio number is 6, I am signatory to the memorandum of the company even now we can see the memorandum, this company was promoted for rehabilitation purpose with special emphasis to repatriates as defined by Government of India. As a creator of this company, the promoter director and signatory to the memorandum, this company was developed, establishment as a subsidiary of Repco Bank, main object of the company is rehabilitation. Now, this company has diverted its activities. Since the company is still under rehabilitation division, Ministry of Home Affairs, Government of India and the Director of rehabilitation is a Director and the purpose still continues to be rehabilitation but whereas it is totally deviated, I request the honorable Chairman to kindly revisit the object class for which it was created. I am the one of the shareholders with registered folio no.6 and for having raising all those issues, I have been victimized. Kindly revisit the entire purpose of starting this company.

**Mr. T. S Krishnamurthy:** Thank you very much.

**Mr. Tiruvengadam:** This Yeah, I understand. Yeah.

**Mr. T.S. Krishnamurthy:** The queries raised by you, certainly will be answered and Mr. Karunakaran, Chief Financial Officer will clarify and if need I will also clarify some of queries.

**Mr. Tiruvengadam:** And the Director of Rehabilitation will endorse my views. He is the only government director, continue to be on the board of the company, even Government of India directors are not being nominated now. I don't know what is the reason for that. This organization shall continue to work for the repatriates of Burma, Sri Lanka and maybe it is the first time in the history of Indian capital market that the company has filed a defamation case against me for having raised these issues. We are paying court fee. Kindly revisit honorable Chairman sir because you see a lot in your past history of the government service and all you are the chief election officer, you know everything, kindly I request you to revisit, why I should be victimized for having raised these issues. Being a member of the company and promoting director I raised all these issue.

**Mr. T.S. Krishnamurthy:** Please please listen to me, firstly this is not a forum to ventilate individual grievances

**Mr. Tiruvengadam:** No this is not individual grievance

**Mr. T.S. Krishnamurthy:** Don't interrupt, let me complete the sentence. Repco home finance has not victimized you at all. For any of the action taken against you by any other institute, we are not responsible for it. As far as Repco home finance is concerned, as a shareholders and promoter director you can certainly ask questions relating to annual general meeting, which we will take up right now and answer to them. Please hold on and listen, thank you.

**Mr. Tiruvengadam:** Thanks

**Mr. T.Karunakaran:** You asked about reservation policy for our company, let me clarify that Repco home finance limited Company is not government company, right now we don't have any reservation policy. You asked about CSR policy and appointment of independent director and other things, all the policies are available in our website, you can download from our website. On your independent query about fees paid to our Independent Director, let me confirm that the fees paid is as per the approval of the board and the fee structure is not based on number of working days or something like that, it is purely based on the number of meetings attended by the directors. One more question you asked relationship of our Independent director with Managing director and Executives, as per the records available with us, they are not related to the Managing Director or any Executive of the Company.

**Mr. T.S. Krishnamurthy:** As far as CBI case is concerned, no direction has been given to take disciplinary action against anybody. If CBI has given any direction to Repco Bank, then it is not the concern of Repco Home Finance Limited. With regard to issue on appointment retired officials from Syndicate Bank as Key Management Personnel is concerned, there is no retired person from Syndicate Bank is appointed as KMP.

**Mr. Tiruvengadam:** Mr.Nadanasabapathy is from Syndicate Bank

**Mr. T.S. Krishnamurthy:** Mr. Tiruvengadam let me complete, then you raise your queries. With regard to nomination of Directors by Government of India, we will certainly appoint if GOI nominate the

directors. Also, we had earlier requested them about nomination of officials of Government of India for which there was no reply from government. As far as CSR policy is concerned, we have a CSR committee which decides and approves proposals in accordance with the Companies Act, 2013 and there is no deviation from any of the requirements under the Act. As far as appointment of directors is concerned, there is no provision for appointment of directors from a particular committee or religion and the Board composition is as per SEBI guidelines.

**Mr. Tiruvengadam:** Thank you for patiently answering me, it is great honour for me. Anyhow let me continue with the my demand of asking for the repatriate because of them only I survived for 25 years and I will continue to claim for the right sir with your blessings and the greeting honorable Chairman sir

**Mr. T.S. Krishnamurthy:** You are most welcome for your suggestion. We are doing our best for the benefit of repatriates both in terms of CSR activities and appointment of some in our system. We have never let down the repatriates and always try to do as much as possible for repatriates' welfare and the Company has this as a priority item.

**Mr. Tiruvengadam:** Thank you Thank you, try to give an appointment to meet you sometimes.

**Mr. T.S.Krishnamurthy:** This is not a part of the event.

**Mr. Tiruvengadam:** Thank you very much, much obliged.

**Mr. T.S.Krishnamurthy:** Thank you. I request Mr. Ramachandran to conduct the E-voting at the AGM in an orderly manner and submit the scrutinizer report on or before 2<sup>nd</sup> October 2020, so that we shall submit the combined result of the remote E-voting and E- voting at the AGM within 48 hours. The result will be informed to NSE, BSE) and will also be placed on the website of the Company and M/s. KFin Technologies Private Limited.

We may take the following items of business as per the AGM notice

1. Adoption of accounts
2. Declaration of dividend
3. Re-appointment of Shri.L.Munishwar Ganesan
4. Offer or invite subscription for Non-Convertible Debentures (NCD) and Commercial Paper (CP) aggregating to Rs. 4000 Crore and Rs.1000 Crore respectively on private placement.

I take this AGM as closed and once again thank the shareholders and thank the directors of the company for being present to the AGM, Thank you very much. Shall we take it as closed, yeah, thank you.