

**RHFL/SE/18/2018-19**

**August 31, 2018**

National Stock Exchange of India Limited,  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (E)  
Mumbai-400 051  
NSE Symbol: REPCOHOME

BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai- 400001  
BSE Security Code: 535322

Kind Attn: Listing Department

Respected Sir,

**Sub: Notice of 18<sup>th</sup> Annual General Meeting**

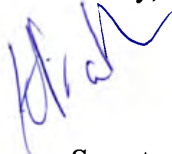
Pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, the Notice of the 18<sup>th</sup> Annual General Meeting of the members of the Company scheduled to be held on 25<sup>th</sup> September 2018 at 11 A.M, at Bharatiya Vidya Bhavan ,# 18, 20, East Mada Street, Mylapore, Chennai 600004 containing the business to be transacted there at, is attached herewith. The notice of 18<sup>th</sup> Annual General Meeting is being dispatched to the Shareholders simultaneously.

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are mentioned in the said Notice. The cut-off date to be eligible to vote is 18<sup>th</sup> September 2018. The voting period would commence on 22<sup>nd</sup> September 2018 at 9.00 am and ends on 24<sup>th</sup> September 2018 at 5.00 pm. During this period, eligible members may cast their votes through electronic means in the manner specified in the Notice.

This is submitted for your information and record.

Thanking You,

Yours Faithfully,



Company Secretary

## 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 Fax: (044) – 42106651; E-mail: cs@repcohome.com

Website: www.repcohome.com

### NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 18th Annual General Meeting of the members of Repco Home Finance Limited will be held on September 25, 2018 at 11.00 A.M, at Bharatiya Vidya Bhavan (Bhavan's Dr. Preetha Reddy Auditorium - Main Hall) 18, 20, East Mada Street, Mylapore, Chennai 600 004, to transact the following business:

#### ORDINARY BUSINESS

##### 1. Adoption of accounts

To receive, consider and adopt:

(a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018 and the Reports of the Board of Directors and Statutory Auditors thereon.

(b) The Audited Consolidated Financial Statements for the Financial Year ended March 31, 2018, together with the Report of Statutory Auditors thereon.

##### 2. Declaration of dividend

To declare dividend on equity shares of the company for the financial year ended March 31, 2018.

##### 3. Re-appointment of Smt. R.S. Isabella

To appoint a Director in place of Smt. R.S. Isabella, (DIN 06871120), who retires by rotation and being eligible, offers herself for re-appointment.

#### SPECIAL BUSINESS

##### 4. Appointment of Shri. Dinesh Ponraj Oliver, I.A.S as a Director liable to retire by rotation:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:

RESOLVED THAT Shri. Dinesh Ponraj Oliver, I.A.S (DIN 05297355) who was appointed as an Additional Director of the Company on 13 November 2017 pursuant to Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this annual general meeting and in respect of whom a notice has been received by a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as Director liable to retire by rotation."

##### 5. Appointment of Shri. K. Sridhar as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, consent of the members be and is hereby given to the appointment of Shri.K. Sridhar, (DIN 02758646), appointed as Additional Director with effect from September 21, 2017 and holds office upto the ensuing Annual General Meeting in terms of Section 161 of the Companies Act, 2013 and being qualified for appointment as Independent Director and in respect of whom the

Company has received a notice in writing from a member proposing his candidature for the office of Independent Director to hold office for five consecutive years for a term from September 21, 2017 up to September 20, 2022."

6. 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.

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

"RESOLVED that subject to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (Issue and Listing of Debt Securities) Rules, 2008, Directions/ Guidelines issued by the National Housing Bank/Regulators or any other statutory authorities from time to time, including any amendment, modification, variation or re-enactment thereof, the approval of the Members of the Company is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) and the Board is authorized to offer or invite/issue subscription for Redeemable Non-Convertible Debentures (NCDs) upto an amount of Rs.4000 crore and Commercial Paper upto an amount of Rs.1000 crore only, on private placement basis, in one or more tranches, during the period of one year commencing from the date of this meeting until the conclusion of the next Annual General Meeting."

"RESOLVED FURTHER that the Board of Directors of the Company are hereby authorised to take

decision(s) about the timing of the issue(s) of such securities including the above said Non-Convertible Debentures, number of tranche(s), number of securities to be issued under each such tranche, tenure, coupon rate(s), pricing of the issue, date(s) of opening and closing of the offers/invitations for subscription of such securities, securities for the issue, if any, deemed date(s) of allotment, exercise 'PUT' and 'CALL' option, redemption and all other terms and conditions relating to the issue of the said securities on private placement basis or delegate the above powers to committee(s) of the Board or such other Committee(s) duly constituted for the purpose."

"RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary in relation thereto."

"RESOLVED FURTHER that these borrowings will be within the overall borrowing limit of Rs 15000 Crores as approved by the members vide postal ballot dated December 26, 2015 and also subject to the NHB prescribed ceiling of borrowings as prescribed in the Directions /Guidelines of National Housing Bank."

"RESOLVED FURTHER that the Board is hereby authorised to delegate all or any of the powers herein conferred to any director(s)/Committees and/or officers(s) of the Company, to give effect to the resolution(s)."

By the order of the Board

Place: Chennai  
Date: 13 August 2018

**K. Prabhu**  
Company Secretary

**NOTE:-**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy/ proxies to attend and vote instead of him/her. Such a proxy/ proxies need not be a member of the company.**

**A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business set out in the notice wherever applicable, is attached herewith.
3. Pursuant to the provisions of Section 91 of the Companies Act, 2013, and Regulations 42, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive) for determining the entitlement of the shareholders to the payment of dividend.
4. Subject to provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board, if declared at the meeting, will be dispatched/remitted on or before October 25, 2018 (30 days of AGM Date)
5. Members are requested to encash their dividend warrants as Dividend remaining unclaimed for seven years are required to be transferred to the Investor Education and Protection Fund, established by the Central Government under Section 124(6) of the Companies Act 2013. Once unclaimed dividends are transferred to this fund, members will not be entitled to claim these dividends from the company.
6. Member who have not received or encashed their dividend warrants for the financial years 2012-

13, 2013-14 , 2014-15 , 2015-16 and 2016-17 are requested to write to the Company, mentioning the relevant Folio number or DP ID and Client ID, for issuance of duplicate/revalidated dividend warrants.

7. Members holding shares in physical form are requested to notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at Repco Home Finance Ltd, Third Floor, Alexander Square, Old No.34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032 or to the Registrar & Transfer Agent. Members holding shares in electronic form are requested to notify the changes in the above particulars directly to their Depository Participants (DP).
8. In accordance with the provisions of Section 101 of the Companies Act 2013, Rule 18 of the Companies (Management and Administration) Rules, 2014 and Regulation 36 of SEBI (LODR) Regulations, 2015, this notice and the Annual Report of the Company are being sent to those members whose email address are available with the Company (in respect of shares held in electronic form) and made available to the Company by the Depositories.  
  
The Company requests those members who have not registered their email address, to register the same with their DP in case shares are held in electric form and to the Company in case shares are held in physical form  
  
Members who register their names with the Company or the Registrar and Share Transfer Agent would receive their notice(s)/document(s) through email instead of physical copy.
9. The annual report of the Company circulated to the members of the Company, and is also available on the Company's website at [www.repcohome.com](http://www.repcohome.com).
10. Members desirous of getting any information about the accounts of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
11. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered/

Corporate Office of the Company between 10.30 a.m. and 12.30 p.m. on all working days from the date hereof upto the date of the Meeting.

12. For security reasons and for proper conduct of AGM, entry to the place of AGM will be regulated by the Attendance slip, which is annexed to this notice. The Members/proxies are requested to bring their attendance slip duly completed and hand it over at the entrance of the venue. The route map to the AGM venue is also annexed to this notice.

### 13. E-Voting

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- b) The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
- c) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- d) The Company has engaged the services of M/s. Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.
- e) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. September 18, 2018
- f) The Company has appointed Shri. G. Ramachandran of M/s. G Ramachandran &

Associates, Company Secretaries (Membership No - FCS No.9687) as Scrutinizer to scrutinize the voting at AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.

- g) The remote e-voting facility will be available during the following period:
  - Commencement of remote e-voting: From 9.00 a.m. (IST) on September 22, 2018
  - End of remote e-voting: Up to 5.00 p.m. (IST) on September 24, 2018
  - The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by CDSL upon expiry of aforesaid period.
- h) The instructions for shareholders voting electronically are as under:
  - (i) The voting period begins on September 22, 2018 at 9.00 a.m and ends on September 24, 2018 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 18 ,2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on Shareholders.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

|                                                     | <b>For Members holding shares in Demat Form and Physical Form</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>PAN</b>                                          | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| <b>Dividend Bank Details OR Date of Birth (DOB)</b> | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>                                                                                                                                                                                                                                                                                        |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to the Scrutinizer through e-mail [gr@gramscfirm.com](mailto:gr@gramscfirm.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login

and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.repcohome.com. The results shall simultaneously be communicated to National Stock Exchange of India Limited and BSE Limited.

#### **INFORMATION AS REQUIRED UNDER REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING APPOINTED/RE-APPOINTED:**

##### **(i) Smt. R.S. Isabella (DIN 06871120)**

Smt. R.S. Isabella is a Non-Executive & Non Independent Director of our Company and is currently the Executive Director officiating as Managing Director in Charge of Repco Bank in addition to being the Managing Director-Repco Micro Finance Limited. She holds a Bachelors' Degree in Commerce and a Masters' Degree in Bank Management (MBM) and a Masters' Degree in Business Administration (MBA). She is also a Certified Associate of Indian Institute of Bankers. She has a rich experience in banking for more than 2 decades. She has been on the Board since 8 November 2016.

Disclosure of relationships between Directors inter-se: Nil

Other Directorships:

- Repco Bank (Multi State Co-operative Society)
- Repco Micro Finance Limited
- Repco Foundation for Micro Credit

Shareholding in the Company: 10

Remuneration : Nil

##### **(ii) Shri. Dinesh Ponraj Oliver, I.A.S (DIN 05297355)**

Shri. Dinesh Ponraj Oliver, I.A.S is a Non-Executive & Non Independent Director of our Company. He is currently the Director of Rehabilitation, Government of Tamil Nadu. He has 14 years of service in the field of public administration. He has been on the Board since 13 November 2017.

Disclosure of relationships between Directors inter-se: NIL

Other Directorships:

- Tamilnadu Textile Corporation Limited
- Arasu Rubber Corporation Limited
- Repco Bank (Multi State Co-operative Society)

Shareholding in the Company: NIL

Remuneration: NIL

##### **(iii) Shri. K. Sridhar (DIN- 02758646)**

Shri. K. Sridhar is a Non-Executive and Independent Director of our Company. He has about 38 years experience in the Insurance Industry. He has held the positions of Insurance Ombudsman and Managing Director of LIC of India from December 2004 to January 2006. He has also held the position of Director/CVO of General Insurance Corporation and New India Assurance Company Limited respectively. He has been a Director on the Board of our Company since September 21, 2017.

Disclosure of relationships between Directors inter-se: NIL

Shareholding in the Company: NIL

Remuneration: Sitting fees for Board/Committee Meetings-Rs.25,000 per meeting

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:**

##### **Item No.4**

The Board of Directors of the Company had appointed Shri. Dinesh Ponraj Oliver, I.A.S as an Additional Director of the Company with effect from 13 November 2017. In accordance with the provisions of Section 161 of the Companies Act, 2013. Shri. Dinesh Ponraj Oliver, I.A.S shall hold office up to the date of the forthcoming

annual general meeting and is eligible to be appointed as a Director.

Your Directors recommend the passing of the resolution proposed at Item No.4 of the Notice.

None of the Directors other than Shri. Dinesh Ponraj Oliver or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

#### **Item No.5**

The Board of Directors of the Company had appointed Shri. K. Sridhar, as an Additional Director of the Company with effect from 21 September 2017. In accordance with the provisions of Section 161 of the Companies Act, 2013. Shri. K. Sridhar shall hold office up to the date of the forthcoming annual general meeting and is eligible to be appointed as a Director.

Your Directors recommend the passing of the resolution proposed at Item No.5 of the Notice.

None of the Directors other than Shri. K. Sridhar or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

#### **Item No.6**

In terms of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013, a Company may, subject to the provisions of that section, make an offer or invitation for subscription of securities including non-convertible debentures, commercial papers or any other debt securities by way of private placement.

Further, in terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to securities has been previously approved by the shareholders of the Company by a Special Resolution, for each of the offers or invitations. In case of an offer or invitation for subscription to the Non-Convertible Debentures (NCD), it shall be sufficient if the Company passes a previous Special Resolution only once in a year for all the offers or invitation for such debentures during the year.

Keeping in view the increasing volume of business of the Company, the need to diversify the sources of funding and the cost of each of the sources and subject to the provisions of Section 42 of Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and all other applicable provisions, if any, of the said Act, Directions/Guidelines by the Regulators or any other statutory authorities issued from time to time, your Company intends to offer or invite subscription to Non-convertible Debentures upto an amount of Rs 4000 Crore (Rupees Four thousand Crore only) and Commercial paper upto an amount of Rs 1000 Crore (Rupees Thousand Crore only) on private placement basis for a period of one year from the conclusion of this Meeting until the conclusion of the next Annual General Meeting in one or more tranches, subject to the condition that the amount accepted in the form of the said Non-Convertible Debentures and Commercial paper together with the existing borrowings and future borrowings would be within the limits specified by the members under section 180(1) (c) of "the Act".

The terms of issue of the above Non-Convertible Debentures would depend upon the requirement of the funds, time of issue, market conditions and alternative sources of funds available to the Company and would be decided by the company in consultation with the merchant bankers / arrangers, if any appointed by the Company for the purpose. All the required details/ disclosures relating to the issue would be made available in the respective information memorandum.

In order to issue Non-Convertible Debentures by way of an offer or invitation for subscription on private placement and in terms of the above mentioned provisions of "the Act" and rules, subject to Directions/ Guidelines by the Regulators or any other statutory authorities issued from time to time, the prior consent of the members is sought by way of a Special Resolution. Your Directors recommend the passing of the resolution proposed at Item No.6 of the Notice.

None of the Directors or any key managerial personnel or the relatives of the directors or key managerial personnel are in any way concerned or interested, financially or otherwise, in the said resolution.

By the order of the Board

Date: 13 August 2018

Place: Chennai

**K. Prabhu**

Company Secretary