



**REPCO HOME FINANCE LIMITED.**

(Promoted by Repco Bank-Govt. of India Enterprise)

CIN : L65922TN2000PLC044655

**RHFL/SE/46/2018-19**

**February 22, 2019**

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

Sir,

**Sub: Postal Ballot Notice**

Ref: Our letter Ref No. RHFL/SE/42/2018-19 dated February 13, 2019, intimating the proposed postal ballot process with Calendar of Events

We hereby inform you that the Company is conducting a postal ballot for seeking the approval of the members of the Company on the resolutions as set out in the Postal Ballot Notice. In this regard, pursuant to Regulation 30 read with Para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice along with the Postal Ballot form. The notice is being dispatched to the members of the Company whose names appear in the register of members on February 08, 2019 (Cut-off date). The dispatch of notice will be completed by February 22, 2019.

The Postal Ballot notice is being sent through electronic mode to the Members whose email ids are registered with the Depository participants or the Registrar & Transfer Agent. For the remaining Members, the Postal Ballot notice is being sent by registered post. The Postal Ballot Notice is also available on the Company's website ([www.repcohome.com](http://www.repcohome.com)).

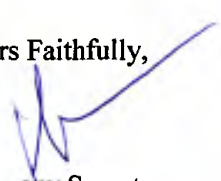
In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members, with the facility to exercise their vote by electronic means provided by M/s. Karvy Fintech Private Limited ("Karvy"). The voting period will commence on February 25, 2019 at 10.00 Hrs (IST) and ends on March 26, 2019 at 17.00 Hrs (IST).

The Company has appointed Mr. G.Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. The results of the Postal Ballot will be announced on or before March 28, 2019.

This is submitted for your information and records.

Thanking You,

Yours Faithfully,

  
Company Secretary

**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](mailto:co@repcohome.com), [www.repcohome.com](http://www.repcohome.com)

**Registered Office :** 'REPCO TOWER', No : 33, North Usman Road, T.Nagar, Chennai - 600 017. Phone : 044-28340715 / 4037 / 2845



## 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](http://www.repcohome.com)

### POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“the Rules”), and other applicable laws and regulations that the resolutions appended are proposed to be passed by way of Postal Ballot/E-voting. The Explanatory Statement pertaining to the resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

The Company has appointed Mr. G.Ramachandran of M/s.G Ramachandran & Associates, Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner in accordance with the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014.

In compliance with applicable clauses of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternate for its shareholders which would enable them to cast their votes electronically, instead of physical postal ballot forms. Further the Company has engaged the services of Karvy Fintech Private Limited (“Karvy”) for the purpose of providing e-voting facility to all its Members.

Only members entitled to vote have to fill in the postal ballot form and sent it to the Scrutinizer or vote under the e-voting facility offered by the Company. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and duly completed postal ballot form should reach the Scrutinizer on or before 17.00 Hrs (IST) on March 26, 2019. In respect of shareholders opting for e-voting mode should cast their votes online from 10.00 Hrs (IST) on 25 February 2019 till 17.00 Hrs (IST) on March 26, 2019 as per e-voting instruction provided with Postal Ballot Form. E-voting shall not be allowed beyond 17.00 Hrs (IST) on March 26, 2019.

The Scrutinizer will submit his report to the Chairman of the Company on or before March 28, 2019. The result of postal ballot (including e-voting) shall be declared on or before March 28, 2019 and communicated to the Stock Exchanges (BSE Limited and the National Stock Exchange of India Limited) and it shall also be displayed on the Company's website [www.repcohome.com](http://www.repcohome.com).

### SPECIAL BUSINESS

**Item No.1 –Appointment of Shri.Yashpal Gupta (DIN: 00033484) as Managing Director and Chief Executive Officer for a period of Three (3) Years from January 3, 2019 to January 2, 2022**

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the appointment of Shri. Yashpal Gupta (DIN: 00033484), as Managing Director & Chief Executive Officer for a period of three (3) years with effect

from January 3, 2019 to January 2, 2022, on the terms and conditions as specified in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 annexed to this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Item No.2 – Continuation of Directorship of Shri.T.S.KrishnaMurthy (DIN: 00279767) for the remaining period of the current term expiring on September 10, 2019 and second term starting from September 11, 2019 for 3 consecutive years notwithstanding that he has attained the age of 75 Years**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the members be and is hereby accorded for continuation of Directorship of Shri.T.S.KrishnaMurthy (DIN: 00279767), Non-Executive and Independent Director for the remaining tenure of his appointment which ends on September 10, 2019 as well as for the second term of his engagement starting from September 11, 2019 for 3 consecutive years,notwithstanding that he has attained the age of 75 years.”

**Item No.3– Continuation of Directorship of Shri.G.R.Sundaravadivel (DIN: 00353590) for the remaining period of the current term expiring on September 10, 2019 and second term starting from September 11, 2019 for 3 consecutive years notwithstanding that he has attained the age of 75 Years**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the members be and is hereby accorded for continuation of Directorship of Shri.G.R.Sundaravadivel (DIN: 00353590), Non-Executive and Independent Director for the remaining tenure of his appointment which ends on September 10, 2019 as well as for the second term of his engagement starting from September 11, 2019 for 3 consecutive years,notwithstanding that he has attained the age of 75 years.”

**Item No.4– Continuation of Directorship of Shri.V. Nadanasabapathy (DIN: 03140725) for the remaining period of the current term expiring on September 10, 2019 on attaining 75 years on July 12, 2019 , and second term starting from September 11, 2019 for 3 consecutive years**

To consider and, if thought fit, to pass, the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and any other applicable act(s)/ rule(s)/ regulation(s) including the Companies Act, 2013 and rules made thereunder, approval of the members be and is hereby accorded for continuation of Directorship of Shri.V. Nadanasabapathy(DIN: 03140725), Non-Executive and Independent Director for the remaining tenure of his appointment till September 10, 2019 on attaining 75 years on July 12, 2019 , as well as for the second term of his engagement starting from September 11, 2019 for 3 consecutive years.”

By the order of the Board

Place: Chennai  
Date: February 13, 2019

K.Prabhu  
Company Secretary

## Notes

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on February 08, 2019. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on February 08, 2019 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [cs@repcohome.com](mailto:cs@repcohome.com).
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 08, 2019. The e-voting period commences on February 25, 2019 (10.00 Hrs IST) and ends on March 26, 2019 (17.00 Hrs IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 08, 2019, may cast their vote electronically.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder along with applicable provisions of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by KARVY. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his/her vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed in the Self stamped envelope to the Scrutinizer at the address mentioned below, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17.00 Hrs IST) on March 26, 2019.

**The Scrutinizer**  
**Repc Home Finance Limited**  
**Karvy Selenium Tower B, Plot 31-32,**  
**Gachibowli, Financial District,**  
**Nanakramguda, Hyderabad –500032**

If any postal ballot form is received after 17:00 Hours IST on March 26, 2019, it will be considered that no reply from the Member has been received.

11. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman of the Company duly authorized, on or before March 28, 2019 and will also be displayed on the website of the Company ([www.repcohome.com](http://www.repcohome.com)), besides being communicated to the Stock Exchanges on the said date.

12. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the company for receipt of duly completed postal ballot forms or e-voting. i.e. March 26, 2019.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till March 26, 2019.
14. Voting through electronic means (E-Voting)  
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 e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Karvy Fintech Private Limited (“Karvy”) for the purpose of providing e-voting facility to all its Members.

The instructions for e-voting are as follows:

- A. In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company / Depository Participants (s)]:
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN number followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the “EVENT” i.e., Repco Home Finance Limited.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR / AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR / AGAINST” taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolutions, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [gr@gramcsfirm.com](mailto:gr@gramcsfirm.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com).

- B. In case of Members receiving physical copy of Notice [for members whose email IDs are not registered with the Company / Depository Participants (s)]
- (i) E-Voting **Event Number** – (EVEN), User ID and Password is provided with the postal ballot notice.
- (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The Board, upon the recommendations of the Nomination and Remuneration Committee, at its meeting held on January 03, 2019, appointed Shri.Yashpal Gupta as the Managing Director & Chief Executive Officer for a period of three years with effect from January 03, 2019 to January 02, 2022, subject to approval of the Members.

The Company has received from Shri.Yashpal Gupta (i) Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013, and (iii) Notice of interest in Form MBP-1 in terms of section 184 (1), and (iv)Declaration of fit & proper criteria of the Directors as per Housing Finance Companies – Corporate Governance (National Housing Bank) Directions, 2016.

The terms and conditions of his appointment are as follows:

- Term  
For three years from January 03, 2019 to January 02, 2022
- Emoluments
  - Salary in the form of Basic and DA per annum not exceeding Rs.50 lakhs
  - Perquisites and Allowances per annum not exceeding Rs.20 lakhs
  - Performance Incentive per annum not exceeding Rs. 15 lakhs

The perquisites and allowances, as aforesaid, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

The Company's contribution to provident fund, superannuation or annuity fund, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for the purpose of computation of the overall ceiling of remuneration.

The overall remuneration payable every year to the Managing Director by way of salary, perquisites and allowances, incentive / bonus / performance linked incentive, remuneration based on net profits, etc. shall not exceed in the aggregate five percent of the net profits of the Company as computed in the manner laid down in Section 198 of the Act or any statutory modification(s) or re-enactment(s) thereof. In the event of loss or inadequacy of profits, the company shall pay the minimum remuneration as specified under Schedule V to the Companies Act, 2013.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) for the appointment of Shri.Yashpal Gupta as the Managing Director & Chief Executive Officer for a period of three years with effect from January 03, 2019 to January 02, 2022.

No director, key managerial personnel or their relatives, except Shri.Yashpal Gupta, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 1 for the approval of members.

### **Item No.2**

Shri.T.S.KrishnaMurthy (DIN: 00279767), aged about 78 years is the Chairman and a Non-Executive Independent Director of the Company.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 (“Amended Listing Regulations”), no Listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect. Shri.T.S.KrishnaMurthy, Non-Executive and Independent Director was appointed on September 11, 2014 for a period of 5 years. His first term as Independent Director shall expire on September 10, 2019.

His continuation till the expiry of his first term and appointment for second term of three years starting from September 11, 2019 is required to be approved by members in order to comply with the requirement of Regulation 17(1A) of the Amended Listing Regulations.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that in view of the vast experience and expertise of Shri.T.S.KrishnaMurthy, his continued association with the Company would be of immense benefit and this will enable the Board to discharge its functions and duties effectively.

On recommendation of Nomination and Remuneration Committee, the Board is seeking the members' approval by way of Special Resolution for continuation of his first term as well as second term from September 11, 2019 for 3 consecutive years even after attaining age of 75 years.

No director, key managerial personnel or their relatives, except Shri.T.S.KrishnaMurthy, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of members.

### **Item No.3**

Shri.G.R.Sundaravadivel (DIN: 00353590), aged about 77 years is a Non-Executive Independent Director of the Company.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 (“Amended Listing Regulations”), no Listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, with effect from April 01, 2019 who has attained the age of 75 Years unless a Special Resolution is passed to that effect. Shri.G.R.Sundaravadivel, Non-Executive and Independent Director was appointed on September 11, 2014 for a period of 5 years. His first term as Independent Director shall expire on September 10, 2019.

His continuation till the expiry of his first term and appointment for second term of three years starting from September 11, 2019 is required to be approved by members in order to comply with the requirement of Regulation 17(1A) of the Amended Listing Regulations.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that in view of the vast experience and expertise of Shri.G.R.Sundaravadivel, his continued association with the company would be of immense benefit to the Company.

On recommendation of Nomination and Remuneration Committee, the Board is seeking the members' approval by way of Special Resolution for continuation of his first term as well as second term from September 11, 2019 for 3 consecutive years even after attaining age of 75 years.

No director, key managerial personnel or their relatives, except Shri.G.R.Sundaravadivel, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of members.

#### Item No.4

Shri.V. Nadasabapathy(DIN: 03140725), aged about 74 years is a Non-Executive Independent Director of the Company.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on 9 May, 2018 (“Amended Listing Regulations”), no Listed Entity shall appoint a person or continue the Directorship of a person as Non-Executive Director, on attaining the age of 75 Years unless a Special Resolution is passed to that effect.

Shri.V. Nadasabapathy, Non-Executive and Independent Director was appointed on September 11, 2014 for a period of 5 years. His first term as Independent Director shall expire on September 10, 2019. He will be attaining the age of 75 years on July 12, 2019 and his continuation from that date and his appointment for second term of three years starting from September 11, 2019 is required to be approved by members in order to comply with the requirement of Regulation 17(1A) of the Amended Listing Regulations.

The Board of Directors and the Nomination & Remuneration Committee are of the opinion that in view of the vast experience and expertise of Shri.V. Nadasabapathy, his continued association with the company would be of immense benefit to the Company.

On recommendation of Nomination and Remuneration Committee, the Board is seeking the members' approval by way of Special Resolution for continuation of his first term till September 10, 2019 as well as second term from September 11, 2019 for 3 consecutive years even after attaining age of 75 years.

No director, key managerial personnel or their relatives, except Shri.V. Nadasabapathy, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 4 for the approval of members.

By the order of the Board

Place: Chennai  
Date: February 13, 2019

K.Prabhu  
Company Secretary

#### **Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards**

##### **1. Name :Shri.Yashpal Gupta**

Age: 51

Profile: Shri.Yashpal Gupta is Managing Director of our Company. He holds a Bachelors' Degree in engineering. He is a Chartered Financial Analyst and gold medalist in Management Accounting (IMA, USA). He has completed Post Graduate Programme in Management for Senior Executives from ISB Hyderabad. He is also a certified associate of the Indian Institute of Bankers. He has 26 years of expertise in the area of Banking. Prior to joining our Company he was associated with IDBI Bank as a Chief General Manager.

Other Directorships: Nil

Shareholding in the Company: Nil

Disclosure of Relationships between Director inter-se :Nil

**2. Name : Shri.T.S.KrishnaMurthy**

Age : 78

Profile:Shri.T.S.KrishnaMurthy is the Chairman and a Non-Executive and Independent Director of our Company. He holds a bachelor's degrees in economics from University of Mysore and in law from the University of Madras. He also holds a master's degree in fiscal studies from the University of Bath, U.K. He has more than 50 years of work experience. He served as the Chief Commissioner of Income Tax, Secretary to the Government of India - Department of Company Affairs, Additional Secretary – Department of Expenditure, Ministry of Finance. He has also served as the Chief Election Commissioner of India

Other Directorships:

- Shriram Life Insurance Company Limited
- DSP Trustee Private Limited
- SBL Private Limited
- The Hindu Educational Organisation
- Central Depository Services (India) Limited
- CDSL Commodity Repository Limited
- CDSL Ventures Limited

Shareholding in the Company: 265 Equity shares of Rs.10 each

Disclosure of Relationships between Director inter-se :Nil

**3. Name : Shri.G.R.Sundaravadivel**

Age:77

Profile:Shri.G.R.Sundaravadivel is a Non-Executive and Independent Director of our Company. He holds a master's degree in Commerce from the University of Madras and is also a certified associate of the Indian Institute of Bankers. He also holds bachelor's degree in General Law from the University of Mysore. He has 37 years of work experience at various nationalised banks, including 13 years in senior management positions at nationalised banks. He was associated with Indian Bank for around 33 years and as a whole-time director of United Bank of India for around four years. In the past, he has also served as a director on the board of the Oriental Bank of Commerce, Punjab National Bank and Andhra Bank.

Other Directorships:

- Indbank Merchant Banking Services Limited

Shareholding in the Company: Nil

Disclosure of Relationships between Director inter-se :Nil

**4. Name : Shri.V.Nadanasabapathy**

Age : 74

Profile:Shri. V. Nadanasabapathy, is a Non-Executive and Independent Director of our Company. He holds a bachelor's degree in Science (Agriculture) from Annamalai University and is a Certified Associate of the Indian Institute of Bankers. He has around 38 years of experience cumulatively, out of which around 35 years were in the banking sector. He retired as Deputy General Manager at Syndicate Bank and was associated with the bank for a period of 35 years during which he was the Chairman of North Malabar Gramin Bank for a period of three years.

Other Directorships :Nil

Shareholding in the Company :Nil

Disclosure of Relationships between Director inter-se :Nil

# 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



## POSTAL BALLOT FORM

Serial No. :

1. Name(s) & Registered Address of the sole :  
/ first named Member

2. Name(s) of the Joint-Holder(s), if any :

3. Registered Folio Number / DP ID No / :  
Client ID No.\*\*  
(Applicable to investors holding Shares in  
dematerialized form)

4. Number of Share(s) held :

I / We hereby exercise my / our vote in respect of the Resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent or dissent to the said resolution by placing a tick (P) mark in the appropriate box below:

S.No	Resolutions Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Ordinary Resolution - Appointment of Shri.Yashpal Gupta (DIN: 00033484) as Managing Director and Chief Executive Officer for a period of Three (3) Years from January 3, 2019 to January 2, 2022			
2.	Special Resolution - Continuation of Directorship of Shri.T.S.KrishnaMurthy (DIN: 00279767) for the remaining period of the current term expiring on September 10, 2019 and second term starting from September 11, 2019 for 3 consecutive years notwithstanding that he has attained the age of 75 Years			
3.	Special Resolution - Continuation of Directorship of Shri.G.R.Sundaravadivel (DIN: 00353590) for the remaining period of the current term expiring on September 10, 2019 and second term starting from September 11, 2019 for 3 consecutive years notwithstanding that he has attained the age of 75 Years			
4.	Special Resolution -- Continuation of Directorship of Shri.V. Nadasabapathy (DIN: 03140725) for the remaining period of the current term expiring on September 10, 2019 on attaining 75 years on July 12, 2019 , and second term starting from September 11, 2019 for 3 consecutive years			

Place :

Date :

\_\_\_\_\_  
Signature of the Member

## **INSTRUCTIONS**

1. Members may fill up the Postal Ballot Form and return the Form duly completed to The Scrutinizer, Repco Home Finance Limited at Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad -500032, so as to reach on or before 17.00 Hrs (IST) on March 26, 2019. The Ballot Form received thereafter will strictly be treated as if not received.
2. The Company will not be responsible if the envelope containing the Postal Ballot Form is lost in transit.
3. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. In the event member casts his votes through both the processes i.e. E-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.
5. The right of voting by Ballot Form shall not be exercised by a proxy.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company (i.e. M/s Karvy Fintech Pvt. Ltd.). Members are requested to keep the same updated.
7. There will be only one Ballot Form for every Folio/DP ID/CLIENT ID irrespective of the number of joint members.
8. In case of joint holders, the Ballot Form should be signed by the first named shareholder and in his/her absence by the next named shareholders. Ballot Form signed by a joint holder shall be treated valid if signed as per records available with the Company and the Company shall not entertain any objection on such Ballot Form signed by other joint holders.
9. Where the Ballot Form has been signed by an authorized representative of the Body Corporate/Trust/Society, etc. a certified copy of the relevant authorization/Board resolution to vote should accompany the Ballot Form.
10. Instructions for e-voting procedure are available in the Postal Ballot Notice and are also placed on the website of the Company, [www.repcohome.com](http://www.repcohome.com) and <https://evoting.karvy.com>. For further details members are requested to refer the same.
11. In case of any query, you may refer Help & FAQ section of <https://evoting.karvy.com> (Karvy Website) or call KFPL on 44655000 & Toll Free No.1800 3454 001.
12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date February 08, 2019.
13. The e-voting period commences on February 25, 2019 (10.00 Hrs IST) and ends on March 26, 2019 (17.00 Hrs IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on February 08, 2019, may cast their vote electronically.
14. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she / it shall not be allowed to change it subsequently.