



# Repco Micro Finance Ltd.

Promoted by Repco Bank

(Formerly Repco MSME Finance & Development Limited)

Regd. Off. : Repco Tower, No.33, North Usman Road, T.Nagar, Chennai-600 017.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 10<sup>th</sup> Annual General Meeting of Repco Micro Finance Limited will be held at "No. 634 , 2<sup>nd</sup> Floor, Karumuttu Centre, Anna Salai, Nandanam, Chennai-600035 on September 28, 2017 at 11.00 A.M to transact the following business:-

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended 31<sup>st</sup> March, 2017, the Reports of Directors and Auditor's thereon.
2. To declare dividend on the equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2017.
3. To appoint a director in place of Mr.P. Mahalingam, who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of Auditors.

To consider and if thought fit , to pass with or without modification(s), the following resolution as ordinary resolution, pursuant to section 139 to 142 of the Companies Act, 2013 read with Companies (Audit and Auditors ) rules, 2014:

"RESOLVED THAT pursuant to the provisions of the section 139 and other applicable provisions, if any of the Companies Act, 2013 and the rules framed there under, as amended from time to time, M/s. P.K.Vijayaraghavan & Company, be and hereby appointed as Auditors of the Company from the conclusion of this annual general meeting till the conclusion of 15<sup>th</sup> Annual General Meeting at such plus applicable and re-imbusement of out of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf"

**SPECIAL BUSINESS****5.Appointment of Mr. Gadiparthi Sudhakar as Independent Director of the Company.****To consider and if thought fit, to pass the following resolution as an Ordinary Resolution**

“RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 (including any statutory modification(s) or enactment(s) thereof for the time being in force), Mr.Gadiparthi Sudhakar (DIN:03552775) who was appointed as an Additional Director in the capacity of Independent Director of the company by the board of Directors effective from August 30, 2017 and who holds office till the date of this Annual General meeting in terms of section 161 of the Companies Act, 2013 and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Gadipathi Sudhakar (DIN: 03552775), as a candidate for the office of director of the company , be and is hereby appointed as an Independent Director for a period up to 30<sup>th</sup> September, 2020 with effect from August 30, 2017 and the term shall not be subject to retirement by rotation.

By order of the Board,

For Repco Micro Finance Limited,

Sd/-

**Smt. R.S Isabella**  
( Managing Director )

Date: 04.09.2017

Place: Chennai.

**NOTES:-**

- a) An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to Special Business to be transacted at the Meeting under Item No. 5 is annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.
- c) The dividend, after declaration, will be paid to those members of the Company, whose names stand on the register of members on May, 30, 2017.
- d) Shareholders desiring any information as regards the accounts are required to write to the company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

**Item No. 5.**

Mr.Gadiparthi Sudhakar(DIN :03552775) was appointed as an Additional (Independent) Director of the Company with effect from August 30, 2017 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr.Gadiparthi Sudhakar holds office up to the date of this Annual General Meeting but is eligible for the appointment as a Director. The Company has received a Notice from him in writing along with requisite deposit under Section 160 of the Act, proposing his candidature for the office of Director.

Mr.Gadiparthi Sudhakar has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

The Board recommends the passing of the Ordinary Resolution as set out in the Item no. 5 of the Notice for the appointment of Mr.Gadiparthi Sudhakar as Independent Director, not liable to retire by rotation

Except Mr.Gadiparthi Sudhakar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.5

**Brief profile of Mr.Gadiparthi Sudhakar:**

Mr. Gadiparthi Sudhakar, aged 61 is holding M.Sc and CAIIB. He is having more than 30 years of managerial experience as a Bank Manager in most of the busy branches of Indian Bank . He was General Manager and zonal head of New Delhi the largest Zone of the Indian Bank covering Delhi, Madhya Pradesh and Rajasthan states with 110 branches and with a total business of Rs. 30,000 Crores , performed exemplarily by reaching all business targets.

As the Zonal Head of Coimbatore covering 84 branches, he has handled one of the important zone of Tamil Nadu with large number of high scaled borrowers having facilities sanctioned by the Corporate Office.

By order of the Board,

For, Repco Micro Finance Limited,

Sd/-

**Smt. R.S Isabella**  
**(Managing Director)**

Date: 04.09.2017

Place: Chennai

**REPCO MICRO FINANCE LIMITED**

**CIN - U74900TN2007PLCO64126**

**Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai 600 017**

**Ph: (044) - 24310212 .E-mail :cs@repcomicrofin.co.in,**

**Website: www.repcomicrofin.co.in**

**ATTENDANCE SLIP: 10<sup>th</sup> ANNUAL GENERAL MEETING**

I/We hereby record my/our presence at the 10th Annual General Meeting of the Company held on Saturday, September 28, 2017 at 11.00 A.M, at Corporate Office: No 634, 2<sup>nd</sup> Floor, Karumuttu Centre, Anna Salai, Chennai- 600 017.

Name of the Shareholder:

Name of the Proxy or Company Representative:

Signature of Shareholder(s) .....

Proxy or Company's Representative

Notes:

1. A Proxy attending on behalf of Shareholder(s) should write the name of the Shareholder(s) from whom he holds Proxy.
2. Members are requested to bring their copy of the Annual Report to the Meeting as additional Copies of the same will not be made available at the Meeting.

Reg. Folio No.....

No. of shares held.....

## PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

### TENTH ANNUAL GENERAL MEETING

Name of the member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email id: \_\_\_\_\_

Folio No.: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

2. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him/her

As my / our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Tenth Annual General Meeting of the Company, to be held on Saturday, September 28, 2017 at 11.00 A.M. at No. 634, 2<sup>nd</sup> Floor Karumuttu Centre, Anna Salai, Chennai and any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description of Resolution	For	Against
<b>Ordinary Business</b>			
1	To receive, consider and adopt the Audited Financial Statement of the company for the Financial Year ended 31 <sup>st</sup> March, 2017, the Reports of Directors and Auditor's thereon.		
2	To declare dividend on Equity Shares for the FY 2016-17		
3	To appoint a Director in the place of Mr. P. Mahalingam, who retires by rotation and eligible, offer himself for re-appointment.		

4	Appointment of Auditors		
5.	Appointment of Mr.Gadiparthi Sudhakar as Independent Director		

Signed this..... Day of ....., 2017

Signature of Shareholder: \_\_\_\_\_ Affix Revenue Stamp

\_\_\_\_\_

Signature of First Proxy holder

\_\_\_\_\_

Signature of Second Proxy holder

\_\_\_\_\_

**NOTE:**

**1. THIS FORM OF PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED AND DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**