

Muthoot Finance Limited

Registered & Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682 018 (T): +91-484-2394712, Fax: +91-484-239 6506; Email: csmuthoot@muthootgroup.com

Website: www.muthootfinance.com, CIN: L65910KL1997PLC011300

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 21st Annual General Meeting of the members of Muthoot Finance Limited will be held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682 016 on Saturday, 29th September, 2018 at 10.30 a.m. to conduct the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Financial Statements (Standalone and Consolidated) of the Company for the Financial Year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss and Cash flow Statement for the Financial Year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a Director in place of Mr. George Alexander Muthoot (holding DIN: 00016787), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
- 3. To appoint a Director in place of Mr. George Thomas Muthoot (holding DIN: 00018281), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

By Order of Board of Directors For **Muthoot Finance Limited**

Place : Kochi Maxin James
Date : 14.08.2018 Company Secretary

NOTES:

- 1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. However only such members (including members represented by their proxies) who have not exercised their vote by electronic means as described herein will be permitted to vote at the meeting.
- 2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. No Proxies will be entertained in respect of those members who cast their votes by electronic means. However, such members can attend the AGM in person.
- 3. The instrument appointing proxy should be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the Meeting
- 4. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
- 5. In case of Joint holders attending the Meeting, only such joint holder who is the first in order of names will be entitled to vote.
- 6. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) along with other requirements in order to attend and vote (if not voted earlier) on behalf of such members at the Annual General Meeting.
- 7. All required documents are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
- 8. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2018 to 29.09.2018 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
- 9. Section 124 and other applicable provisions of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") as amended from time to time, mandates that the dividend that has remained unpaid/unclaimed for a period of seven years be transferred to the Investor Education and Protection Fund (the Fund), established by the Central Government along with other amounts as required to be credited to the fund ("other unclaimed amounts") under Section 125 of the Companies Act, 2013. In view of the said provisions, the Company has transferred the Fund as required under section 125 of the Companies Act, 2013, for which no claim lies against the Company. There is no unclaimed dividend which was transferrable to IEPF Account during the year. The Company has also uploaded the details of unpaid and unclaimed dividend amounts and other unclaimed amount lying with the Company as on September 20, 2017 (date of last Annual General Meeting) on the website of the Company (www.muthootfinance.com), and is also available at the website of the IEPF Authority (www.iepf.gov.in). Further according to the Rules, the shares in respect of which dividends has not been paid or claimed by the shareholders for a period of seven consecutive years or more shall also be transferred to the said fund/ dealt with as per the procedure to be prescribed by the Appropriate Authority.
- 10. Members may please note that there is a facility for nomination, in the prescribed form, available at request from Company or Registrar and Transfer Agent of the Company, of any person to whom shares in the Company held by such Member shall vest in the event of his / her death.
- 11. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company /Depository Participants as the case may be. Members who are holding shares in DEMAT are requested to keep their Bank Account Details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form by sending a request to Registrar and Transfer Agent by quoting their Folio No., PAN along with cancelled Cheque or other acceptable Bank Account proof.
- 12. Members who have not registered their e-mail addresses so far are requested to update their e-mail address with their DP for members holding shares in DEMAT and those members who are holding physical shares with Registrar of the Company i.e. M/s Link Intime India Pvt. Ltd, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641028, Email: coimbatore@linkintime.co.in, for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
- 13. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are provided as annexure to this notice.
- 14. In compliance with the provisions of Section 108 of the Act, read with Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the Annual General Meeting. The cut-off date for recognizing voting rights of members to vote by electronic means as well as at the General Meeting is September 22, 2018 in terms of Companies (Management and Administration) Amendment Rules, 2015 (cut-off date).
- 15. The facility for voting will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

- 16. Any person who acquires shares of the company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the Company as on the cut-off date may obtain credentials by sending a request at coimbatore@linkintime.co.in or evoting@nsdl.co.in
- 17. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company (www.muthootfinance.com) within two (2) days of completion of voting if any at the Annual General Meeting and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
- 18. The Annual Report of the Company circulated to the members of the Company, will be made available on the website of the Company (www.muthootfinance.com). The physical copies of the aforesaid Annual Report will be made available on request. The Annual Report for the Financial Year 2017-18 will be sent to the members separately.
- 19. The Company is providing E-voting facility through National Securities Depository Limited (NSDL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 21st Annual General Meeting dated September 29, 2018 (the AGM Notice). The Company has appointed Mr. C. V. Madhusudhanan, B.Sc., B.L., FCS, Partner or failing him Dr. K. S. Ravichandran, M.Com, LLB., FCS., Ph.D, Managing Partner, KSR & Co. Company Secretaries LLP, Coimbatore as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/bene-ficial owners shall be reckoned on the equity shares held by them on cut-off date.
- 20. The instructions for members for voting electronically are as under:-
 - (i) The voting period begins on 26.09.2018 at 9.00 AM and ends on 28.09.2018 at 5.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (22.09.2018) may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - (ii) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- 3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12******* then your user ID is 12********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- 5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- 1. After successful login at Step 1,you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@ksrandco.in with a copy marked to evoting@nsdl.co.in.]
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

The following person shall be responsible to address grievances concerned with facility for remote e-voting:

Name : Ms. Pallavi Mhatre Designation : Assistant Manager

Address : 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013

E-mail ID : evoting@nsdl.co.in

Phone number : 1800 222 990/ 91 22 2499 4200/ 91 22 24994545

ADDITIONAL INFORMATION OF DIRECTORS FOR APPOINTMENT/ RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. George Alexander Muthoot

DIN	00016787					
Date of Birth	16 September, 1955					
Nationality	Indian					
Date of First Appointment on the Board	20 November, 2006					
Qualifications	Chartered Accountant					
Brief Profile	George Alexander Muthoot is a Chartered Accountant who qualified with first rank in Kerala and was ranked 20th overall in India, in 1978. He has a bachelor degree in commerce from Kerala University where he was a rank holder and gold medalist. He was also awarded the Times of India group Business Excellence Award in customised Financia Services in March 2009. He was also awarded the CA Business Leader Award under Financial Services Sector from the Institute of Chartered Accountants of India for 2013. He served as the Chairman of the Kerala Non-banking Finance Companies Welfare Association from 2004 to 2007. He has over three decades of experience in managing businesses operating in the field of financial services.					
Directorship in other Indian Companies	1. Muthoot Infopark Private Limited 2. Muthoot Forex Limited 3. M.G.M Muthoot Medical Centre Private Limited 4. Muthoot Insurance Brokers Private Limited 5. Muthoot Vehicle & Asset Finance Limited 6. Muthoot Broadcasting Private Limited 7. Marari Beach Resorts Private Limited 8. Adams Properties Private Limited 9. Muthoot Securities Limited	10. Muthoot Commodities Limited 11. Muthoot Marketing Services Private Limited 12. Muthoot M George Institute of Technology 13. Muthoot Homefin (India) Limited 14. Muthoot Anchor House Hotels Private Limited 15. Muthoot Health Care Private Limited 16. Geobros Properties and Realtors Private Limited 17. Muthoot M George Real Estate Private Limited				
Chairmanship/ Membership of Audit Committee and Stakeholder's Relationship Committee of the Board of Directors of other Indian Compa- nies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Muthoot Securities Limited Muthoot Vehicle & Asset Finance Limited					
Terms and conditions of appointment or re-appointment	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within above said period of appointment as Managing Director and hence there is no change in terms and condition of appointment.					
Details of remuneration sought to be paid	Mr. George Alexander Muthoot was appointed as Managing Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Alexander Muthoot on retirement by rotation is within above said period of appointment as Managing Director and remuneration will be paid as specified in the said resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.					
Details of remuneration last drawn by such person (Financial Year 2017-18)	Rs. 1,042 Lakhs					
Relationship with other Directors and Key Managerial Personnel	Except Mr. George Alexander Muthoot being appointee and Mr. M G George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob Muthoot and Mr. Alexander M George being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are related.					
Number of Meetings of the Board attended during the Financial Year 2017-18						
Shareholding in the Company	4,36,30,900 equity shares					

2. Mr. George Thomas Muthoot

DIN	00018281						
Date of Birth	25 December 1950						
Nationality	Indian						
Date of First Appointment on the Board	16 August 2005						
Qualifications	Undergraduate						
Brief Profile	managing business operations in the field of financia	Mr. George Thomas Muthoot is a businessman by profession. He has over three decades of experience in managing business operations in the field of financial services. He has received the 'Sustainable Leadership Award 2014' by the CSR Congress in the individual category.					
Directorship in other Indian Companies	 Muthoot Leisure and Hospitality Services Private Limited M G M Muthoot Medical Centre Private Limited Muthoot Holiday Homes and Resorts Private Limited Muthoot Vehicle & Asset Finance Limited Muthoot Broadcasting Private Limited Muthoot M George Chits India Limited Muthoot Infopark Private Limited 	8. Marari Beach Resorts Private Limited 9. Adams Properties Private Limited 10. Muthoot M George Institute of Technology 11. Muthoot Homefin (India) Limited 12. Muthoot Anchor House Hotels Private Limited 13. Geobros Properties and Realtors Private Limited 14. Muthoot Synergy Fund Limited 15. Muthoot Health Care Private Limited 16. Muthoot M. George Real Estate Private Limited					
Chairmanship/ Membership of Audit Committee and Stakehold- er's Relationship Committee of the Board of Directors of other Indian Companies of which he is a Director as required under Regulation 26(1) of SEBI (LODR) Regulations, 2015	Nil						
Terms and conditions of appointment or re-appointment	Mr. George Thomas Muthoot was appointed as Whole- time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at the Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within above said period of appointment as Whole- Time Director and hence there is no change in terms and condition of appointment.						
Details of remuneration sought to be paid	Mr. George Thomas Muthoot was appointed as Whole- time Director w.e.f April 01, 2015 on terms and conditions as approved by shareholders of the Company by an ordinary resolution at the Annual General Meeting dated September 25, 2014 for a period of five years and liable to retire by rotation. Present re-appointment of Mr. George Thomas Muthoot on retirement by rotation is within above said period of appointment as Whole- Time Director and remuneration will be paid as specified in the said resolution and subject to recommendations of Nomination and Remuneration Committee of Board of Directors.						
Details of remuneration last drawn by such person (Financial Year 2017-18)	Rs. 1,042 Lakhs						
Relationship with other Directors and Key Managerial Personnel	Except Mr. George Thomas Muthoot being appointee and Mr. M G George Muthoot, Mr. George Jacob Muthoot, Mr. George Alexander Muthoot and Mr. Alexander M George being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are related.						
Number of Meetings of the Board attended during the Financial Year 2017-18							
Shareholding in the Company	4,36,30,900 equity shares						

PROXY FORM

Form No. MGT -11

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

Muthoot Finance Limited

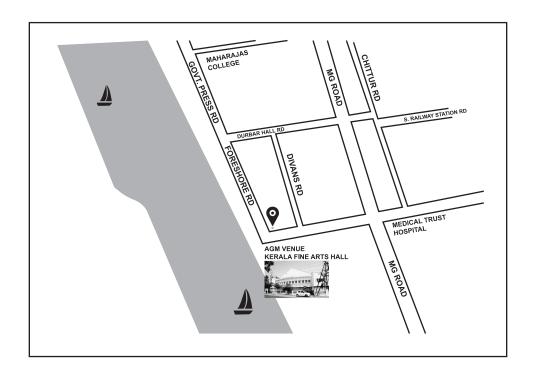
Regd. & Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682018 (T): +91-484-2394712, Fax: +91-484-2396506; Email: csmuthoot@muthootgroup.com www.muthootfinance.com, CIN: L65910KL1997PLC011300

Register	f the membered Address o/DP ID and G	:			
		being the member(s), holdingbeing the member(s), holding		Shares of the above	
Addr	ess :	Signature:, or failing hir			
Addr	ess :	Signature:, or failing hir			
Addr	ess :	Signature:, or failing hir			
be held	at Kerala Fin	attend and vote for me/us on my/our behalf at the Twenty First Annu e Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala - nd at any adjournment thereof in respect of such resolutions as are in	- 682 016, on Satı		
	SI. No.	Resolutions	Optional*		
			Assent	Dissent	
	1.	To adopt Financial Results for the year ended 31st March, 2018			
	2.	To re-appoint Mr. George Alexander Muthoot who retires by rotation and being eligible offers himself for re-appointment			
	3.	To re-appoint Mr. George Thomas Muthoot who retires by rotation and being eligible offers himself for re-appointment			
J	thisre of Shareho	day of of 2018 Older Signature of Proxy holder(s)		Affix Re.1 Revenue Stamp	

Notes:

- *1. Please put a X in the Box in the appropriate column against the respective resolutions. If you leave the 'Assent' or 'Dissent" column blank against any or all the resolutions, your Proxy will be entitled to vote in manner as he/she thinks appropriate.
- 2. 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 48 hours before the commencement of the meeting.

Route Map to AGM Venue





Muthoot Finance Limited

Regd. & Corporate Office: 2nd Floor, Muthoot Chambers, Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682018 (T): +91-484-2394712, Fax: +91-484-2396506; Email: csmuthoot@muthootgroup.com www.muthootfinance.com, CIN: L65910KL1997PLC011300

ATTENDANCE SLIP

P	lease comp	lete t	his attenc	lance sli	p and	hand	it o	ver at	: the	entrance	of th	e meeting	hal	I.

Name and Address of the member:

Folio No./ DEMAT A/c No. :

I/We hereby record my/our presence at the Twenty First Annual General Meeting of the Company to be held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682 016, at 10.30 a.m. on Saturday, 29th September, 2018.

Signature of the member or proxy: