



**Muthoot Finance**

**Muthoot Finance Limited**

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Opposite Saritha Theatre Complex, Kochi, Kerala, India - 682018  
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www.muthootfinance.com, CIN: L65910KL1997PLC011300

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 19th 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 Thursday, 29th September 2016 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, 2016 including audited Balance Sheet as at 31st March, 2016 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 ratify the appointment of M/s. Rangamani & Co., Chartered Accountants (Firm Registration No.: 003050S) as Statutory Auditors of the Company and fix their remuneration and to pass the following resolution thereof:

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. Rangamani & Co., Chartered Accountants, (Firm Registration No.: 003050S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 20th Annual General Meeting of the Company, at such remuneration as may be fixed by the Board of Directors, in addition to out of pocket expenses as may be incurred by them during the course of the Audit."

3. To appoint a Director in place of Mr. M G George Muthoot (holding DIN: 00018201), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

4. 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.

**SPECIAL BUSINESS:**

5. To re-appoint Mr. John Kuttukaran Paul (holding DIN: 00016513) as Independent Director and in this regard to consider and if thought fit, to pass, 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, Mr. John Kuttukaran Paul (holding DIN: 00016513), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

6. To re-appoint Mr. George Joseph (holding DIN: 00253754) as Independent Director and in this regard to consider and if thought fit, to pass, 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, Mr. George Joseph (holding DIN: 00253754), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

7. To re-appoint Mr. Kariath George John (holding DIN: 00951332) as Independent Director and in this regard to consider and if thought fit, to pass, 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, Mr. Kariath George John (holding DIN: 00951332), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years continuing till the third Annual General Meeting from the date of appointment."

8. To re-appoint Mr. John Mathew Kattapurath (holding DIN: 00371128) as Independent Director and in this regard to consider and if thought fit, to pass, 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, Mr. John Mathew Kattapurath (holding DIN: 00371128), in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of one year continuing till the next Annual General Meeting from the date of appointment."

9. To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement and in this regard to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of Companies Act, 1956 to the extent applicable and Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 as amended from time to time and in accordance with SEBI (Issue and Listing of Debt Securities) Regulations, 2008 wherever applicable, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series/ tranches, on the basis of private placement, on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall also include any committee thereof) may, from time to time, determine and consider proper and most beneficial to the Company including as to the timing of the issue, issue size, utilization of the issue proceeds and all matters connected with or incidental thereto etc. for the period commencing from the date of this meeting hereof until the conclusion of the 20th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company 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 the above mentioned resolution including delegations of all or any of the powers herein conferred to any Directors, and/or Director(s) or officer(s) of the Company, to give effect to the resolutions."

By Order of Board of Directors  
For Muthoot Finance Limited

Place: Kochi  
Date: 23.08.2016

Sd/-  
Maxin James  
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. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. 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.
7. 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.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2016 to 29.09.2016 (both days inclusive). Transfers received during book closure will be considered only after reopening of the Register of Members.
10. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 30, 2015 (date of last Annual General Meeting) on the website of the Company ([www.muthooftfinance.com](http://www.muthooftfinance.com)), as also on the website of the Ministry of Corporate Affairs. 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](mailto: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, 2016 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 to [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in) or [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
17. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company ([www.muthooftfinance.com](http://www.muthooftfinance.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.muthooftfinance.com](http://www.muthooftfinance.com)). The physical copies of the aforesaid Annual Report will be made available on request. The Annual Report for the Financial Year 2015-16 will be sent to the members separately.
19. The Company is providing E-voting facility through Central Depository Services (India) Limited (CDSL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 19th Annual General Meeting dated September 29, 2016 (the AGM Notice). The Company has appointed Mr. C. V. Madhusudhanan, B.Sc., B.L., FCS, Company Secretary in Practice as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/beneficial 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 26.09.2016 at 9.00 AM and ends on 28.09.2016 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Stickers.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <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 160830007 for Muthoot Finance Limited to enable you 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 login 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 on or after 30th June 2016. 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 [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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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

Name: Mr. Rakesh Dalvi  
 Designation: Deputy Manager  
 Address: 16th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400001  
 e-mail ID: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
 Phone number: 18002005533