



MCSL/SEC/17-18/137

15<sup>th</sup> September, 2017

**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code - 511766**

**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051  
**Trading Symbol - MUTHOOTCAP**

Dear Sir,

**Sub: Notice of Postal Ballot and Form**

**Ref: MCSL/SEC/17-18/133 dated 14<sup>th</sup> September, 2017**

Further to our above referred letter, please find enclosed the copy of Postal Ballot Notice and Form which will be circulated to the Members of the Company.

Kindly take the same on your records.

Thanking you,

Yours Faithfully,

**For Muthoot Capital Services Limited**

  
**Syam Kumar R.**  
**Company Secretary & Head - Governance**

**Encl:** as above.



## **MUTHOOT CAPITAL SERVICES LIMITED**

(CIN: L67120KL1994PLC007726)

Regd. Office: 3<sup>rd</sup> Floor, Muthoot Towers, M.G. Road, Kochi - 682 035

Tel: +91 484 6619600 / 6613450, Fax: +91 484 2381261

Web: [www.muthootcap.com](http://www.muthootcap.com), Email: [mail@muthootcap.com](mailto:mail@muthootcap.com)

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### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

**NOTICE** is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) (including any statutory modifications or re-enactments thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the resolutions appended below is proposed to the Members of the Company to be passed as Special Resolutions by way of Postal Ballot/E-voting. The Company is desirous of seeking your consent for the proposal as contained in the Resolution given hereinafter. The explanatory statement pertaining to the aforesaid resolutions setting out the material facts and reasons thereof is annexed hereto along with a Postal Ballot Form (the “Form”) for your consideration.

#### **SPECIAL BUSINESS:**

##### **1. FURTHER ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 62 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India (SEBI) Act, 1992 and the rules and regulations made thereunder including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”), the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed (the “Stock Exchanges”), the provisions of the Foreign Exchange Management Act, 1999, as amended (“FEMA”), including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended, and in accordance with the rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies, Kerala & Lakshadweep (the “ROC”), the Stock Exchanges,

and/or any other competent authorities and subject to any required approvals, consents, permissions and/or sanctions from any statutory or regulatory authority and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter called the “Board” which term shall be deemed to include any Committee which the Board has constituted or may hereinafter constitute to exercise its powers including the power conferred by this Resolution) to create, issue, offer and allot, either in India or in the course of international offering(s) in one or more foreign markets, Equity Shares of the Company with a face value of Rs. 10.00 each (Rupees Ten only) (the “Securities”), in one or more tranches through a private offering on preferential allotment basis pursuant to a Qualified Institutions Placement (“QIP”) (in accordance with Chapter VIII of SEBI (ICDR) Regulations), by the issue of a placement document to Qualified Institutional Buyers (as defined in the SEBI (ICDR) Regulations) (“QIBs”) in accordance with Chapter VIII of SEBI (ICDR) Regulations for an amount not exceeding in aggregate of Rs. 200.00 crores (Rupees Two Hundred crores only), inclusive of such premium as may be fixed on such Securities at such time or times, in such a manner and on such terms and conditions including at such price or prices, at a discount or premium to market price or prices (as permitted under the applicable law) etc., as may be deemed appropriate by the Board in its absolute discretion, all subject to applicable laws, considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or other advisor(s) for such issue. The number and/or price of Securities shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

**RESOLVED FURTHER THAT** the allotment of Securities shall be completed within 12 (twelve) months from the date of passing of this Resolution or such other time as may be permitted under the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations as may be amended from time to time, provided that the Board may, in accordance with applicable laws, offer a discount of not more than 5% (five percent) or such percentage as permitted under the applicable laws, on such price determined in accordance with the pricing formula provided under Chapter VIII of SEBI (ICDR) Regulations as may be amended from time to time.

**RESOLVED FURTHER THAT** the “relevant date” for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of such shares, subject to any relevant provisions of applicable laws, rules, regulations, etc. as amended, from time to time.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company, pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company, pursuant to the QIP shall be listed on the Stock Exchanges, where the existing Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board or a Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things including but not limited to finalization and approval of the preliminary as well as final placement document(s), determining the form and manner of the issue, number of Securities to be allotted, issue price, face value, discounts permitted under the applicable law (now or hereafter), premium amount on issue/conversion of the Securities, if any, rate of interest, execution of various agreements, deeds, instruments and other documents, including the private placement offer letter, creation of mortgage/charge

in accordance with the provisions of the Act in respect of any Securities as may be required either on *pari passu* basis or otherwise, as it may in its absolute discretion deem fit, necessary, proper or desirable, and to give instructions or directions and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and utilization of the issue proceeds and to accept and to give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by SEBI, the ROC or other authorities, Merchant Bankers, Lead managers, legal advisors, depository, custodian, registrar, stabilizing agent, trustee, escrow agent or such other agents/agencies involved in or concerned with the issue of Securities and as the Board or Committee thereof may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this Resolution may be exercised by the Board or Committee thereof as the Board has constituted or may constitute in this behalf, to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, and all actions taken by the Board or any Committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

**RESOLVED FURTHER THAT** the Board or Committee thereof be and is hereby authorized to engage/appoint lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, trustees, bankers, advisors and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and to seek the listing of such Securities on the Stock Exchange(s).

**RESOLVED FURTHER THAT** subject to the applicable laws, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Directors or any other officer or officers of the Company to give effect to the above resolutions.”

## **2. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Kerala and Lakshadweep, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of Directors) is authorised to accept, as it may deem fit, the consent of the Members of the Company be and is hereby accorded to amend the object clause of the Memorandum of Association of the Company by substituting the existing Clause III (A) “Main Objects” with the following:

### **III (A): THE OBJECTS TO BE PURSUED BY THE COMPANY ARE:**

- 1. To do financing of all types of motor vehicles, machinery, etc. and to lend money on security of movable or immovable property or properties and to undertake and carry out and in particular the financing of*

*Hire Purchase contracts or agreements relating to property or assets of any description whether fixed or movable and to give unsecured loans and also to act as agents or intermediaries of any activity which a Non-Banking Financial Company is permitted by law from time to time.*

2. *To carry on the business of leasing and to finance lease operations of all kinds, purchasing, selling, hiring or letting on hire all kinds of plant, machinery and equipment that the Company may think fit to assist in financing of all and every kind and description of Hire Purchase or Deferred Payment or similar transactions and to subsidize finance or assist in subsidizing or financing the same and maintenance of any goods or articles or commodities of all and every kind and description upon any terms whatsoever and to purchase or otherwise deal in all forms of movable and immovable property including plant and machinery, equipment, automobiles, computer, all consumer, commercial and industrial items, lands and buildings and to lease or otherwise deal with them in any manner whatsoever including resale thereof regardless of whether the property purchased and leased be new and or used and from India or from any part of the world and to provide leasing advisory counselling services.*
3. *To carry on the business of Merchant Banking, Issue Management, Portfolio Management Discretionary Portfolio Management, Dealers and agents of motor cars, to act as Registrars to an Issue, Share Transfer Agents, Underwriters, Stock Broker of any stock exchange/(s), Sub-broker to any stockbroker, custodian, Bankers to the issue, Collecting Agents, Debenture Trustee, Investment Advisors, Financial Advisors, Equity and Debt Market Researchers, Full-fledged Money changers, Authorised Dealers in Foreign Exchange, Venture Capitalist, Dealer for Wholesale Debt Instruments, and Dealer for Equity Instrument to execute Bought out Deals, and such other services which are directly or indirectly related to the Capital Market, Money Market and Financial Service Operations.*
4. *To act as an operator in any manner or category under the Payment and Settlement Systems Act, 2007 including pre-paid payment instruments, card schemes, cross-border in-bound money transfers, Automated Teller Machine (ATM) networks and centralized clearing arrangements, as may be generally or specifically permitted by the Reserve Bank of India from time to time.*
5. *To carry on the business of generating, storing and distributing of all types of renewable and non-renewable energy, including from sources such as wind, solar, hydro, etc. and also to finance whether by way of lease or hire purchase or under any other mode of financing, any undertaking for setting up of the business of generation, storing and distribution of all types of renewable and non-renewable energy.*

**RESOLVED FURTHER THAT** the “Other Objects” clause of the Memorandum of Association of the Company be removed completely by deleting the Clause III (C) existing before the present amendments to the Memorandum of Association.

**RESOLVED FURTHER THAT** the title of Clause III (B) be replaced with “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:”

**RESOLVED FURTHER THAT** the words “Companies Act, 1956” be and is hereby replaced with the words “Companies Act, 2013” wherever applicable.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the

Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.”

### **3. ALTERATION OF LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013 (the “Act”) and other applicable provisions, if any, of the Act read with the Companies (Incorporation) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the necessary registrations, approvals, consents, permissions and sanctions, if any, by the Registrar of Companies, Kerala and Lakshadweep, and/or any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authority(ies), which the Board of Directors (hereinafter referred to as “the Board”, which includes any of duly constituted Committee of Directors) is authorised to accept, as it may deem fit, the consent of the Members of the Company be and is hereby accorded to amend the Liability Clause of the Memorandum of Association of the Company by substituting the existing Clause IV “Liability Clause” with the following:

*IV. The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.”*

**By Order of the Board of Directors**

**Sd/-**

**Syam Kumar R.**

**Company Secretary & Head - Governance**

**Kochi**

**09<sup>th</sup> September, 2017**

#### **NOTES**

1. The statement pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 setting out the material facts concerning the Special Resolutions and the reasons thereof is annexed for your consideration.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/Statements of beneficial ownership maintained by the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on the close of business hours on Friday, 01<sup>st</sup> September, 2017 (cut-off date). Members who are not members as on the cut-off date shall treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
4. The Postal Ballot Notice is uploaded on the website of the Company, i.e., [www.muthootcap.com](http://www.muthootcap.com) and on the website of CDSL, i.e., [www.evotingindia.com](http://www.evotingindia.com).

5. In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to all its Members as an alternate mode to exercise their right to vote. The Company has entered into an agreement with CDSL for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.
6. Members can opt for only one mode of voting, i.e., either by Ballot Form or remote e-voting. However, in case Members cast their vote by Ballot Form and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Ballot Form will be treated as invalid.
7. In case a Member is desirous of obtaining Ballot Form in printed form, the Member may write to [mail@muthootcap.com](mailto:mail@muthootcap.com). The Company will forward the same along with self-addressed pre-paid postage Business Reply Envelope upon receipt of a request from the Member.
8. The Company has appointed Mr. Nikhil George Pinto, Company Secretary (C.P No. 16059) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
9. Upon completion of the scrutiny of Ballot Forms and electronic responses, the Scrutinizer will submit his report to the Chairman of the Company. The results of the Postal Ballot will be declared by the Chairman or Managing Director on or before 5.00 p.m. on Wednesday, 18<sup>th</sup> October, 2017 at the Registered Office of the Company at Kochi. The said results along with the Scrutinizer's Report will be posted on the website of the Company, i.e., [www.muthootcap.com](http://www.muthootcap.com) and will be intimated to the Stock Exchanges where the shares of the Company are listed.
10. The decision of the Scrutinizer on the validity of the Ballot Forms and any other related matter shall be final.
11. The date of the declaration of the results of the postal ballot shall be the date on which the said Special Resolutions will be deemed to have been passed, if approved by the requisite majority as provided under the relevant provisions of the Companies Act, 2013 and the rules made thereunder.
12. All documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.
13. Members are requested to carefully read the instructions printed on the Postal Ballot Form enclosed herewith and return the Ballot form duly completed in the attached postage pre-paid self-addressed Business Reply Envelope (BRE) so as to reach the Scrutinizer at Mr. Nikhil George Pinto., ACS, Partner - CaesarPintoJohn & Associates LLP, Company Secretaries, Scrutinizer, C/o Muthoot Capital Services Limited, Door No. 39/3523, Flat No. 2, Ground Floor, Kausthubham, Manikkath Road, Raviduram, Kochi - 682 016, Kerala not later than 5.00 p.m. on Sunday, 15<sup>th</sup> October, 2017.
14. **INSTRUCTIONS FOR E-VOTING:**
  - a) The remote e-voting period commences at 9.00 a.m. on Sunday, 17<sup>th</sup> September, 2017 and ends at 5.00 p.m. Sunday, 15<sup>th</sup> October, 2017 (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 01<sup>st</sup> September, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 15<sup>th</sup> October, 2017 and remote e-voting shall not be allowed beyond

the said time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

- b) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- c) Click on the tab “SHAREHOLDERS”.
- d) Now Enter your User ID:
  - i. For CDSL: 16 digits beneficiary ID,
  - ii. For NSDL: 8 character DP ID followed by 8 digits Client ID,
  - iii. Members holding shares in physical form should enter folio number registered with the Company.
- e) Enter the image verification as displayed and click on “LOGIN”.
- f) 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.
- g) If you are a first time user follow the steps given below:

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

- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- k) Click on the EVSN <MUTHOOT CAPITAL SERVICES LIMITED> on which you choose to vote.
- l) 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.
- m) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the Resolution, 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.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “CLICK HERE TO PRINT” option on the Voting page.
- q) If demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.
- r) **Note for Non - Individual Shareholders and Custodians**
- i. Non - Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ii. 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).
  - iii. 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.
  - iv. The list of accounts 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.
  - v. 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.
- s) 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 official designated to address the grievances in this regard will be Mr. Rakesh Dalvi, Deputy Manager and can be contacted at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or at 18002005533.

**Kochi**  
**09<sup>th</sup> September, 2017**

**By Order of the Board of Directors**  
**Sd/-**  
**Syam Kumar R.**  
**Company Secretary & Head - Governance**

## ANNEXURE TO THE NOTICE

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### **Item No 1:**

Your Company anticipates immense growth in the coming years and is preparing to grow at a much higher rate than the market. For achieving the anticipated growth levels, the Company intends to increase the equity capital base which shall provide funds at low cost for the financing business activities as well as enabling it to maintain the statutory capital adequacy ratio comfortably in the coming years. It is proposed to raise the funds through Qualified Institutions Placement (QIP).

The special resolution under this item pertains to authorization to the Board to create, issue, offer and allot Equity Shares for an amount not exceeding in aggregate of Rs. 200.00 crores by way of QIP in accordance with Chapter VIII of SEBI (ICDR) Regulations, 2009 in one or more tranches.

As the proposal will result in issue of Equity Shares of the Company to the investors other than the existing shareholders of the Company, consent of the members is being sought pursuant to the applicable provisions of the Companies Act, 2013, SEBI (ICDR) Regulations and any other law for the time being in force and being applicable. All the documents pertaining to the issue are available for inspection by the Members at the Registered Office of the Company between 10:00 a.m. to 5:00 p.m. on any working day up to the date of declaration of results of the Postal Ballot.

The Board confirms that the proposed QIP is in the best interests of the Company and, therefore, recommends the special resolution of the accompanying Notice for your kind approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

#### **Item No 2 and 3:**

The Company intends to undertake the business of Pre-Paid Payment Instruments (PPIs) and hence propose the alteration of Object clause of the Memorandum of Association (MOA) of the Company. The new object mentioned can be carried out with the existing business of the Company and the Company continues to be a Loan Company.

As per Section 13 of the Companies Act, 2013 and Rules made thereunder, the alteration in object clause of the MOA of the Company requires approval of shareholders by way of Special Resolution through Postal Ballot. According to Section 6 (b) of the Companies Act, 2013, any provisions in the Memorandum, Articles, agreement or resolution which is contradictory/inconsistent with the Companies Act, 2013 shall be void. The provisions under the old Memorandum/Articles may be contradictory/inconsistent with the Companies Act, 2013. Hence, while altering the Object clause, your Board propose that the whole MOA of the Company is to be altered in line with the Companies Act, 2013 which includes the amendment to the Liability Clause also. Your Company being an NBFC, the alteration of object clause of the MOA requires prior approval/NOC of RBI which was obtained.

The MOA and the NOC from RBI are available at the registered office of the Company and for inspection of the members. The Board confirms that the proposed amendment to MOA is in the best interests of the Company and, therefore, recommends the special resolution in item no. 2 and 3 of the accompanying Notice for your kind approval.

None of the Directors or Key Managerial Personnel of the Company including their relatives are interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

**Kochi**  
**09<sup>th</sup> September, 2017**

**By Order of the Board of Directors**  
**Sd/-**  
**Syam Kumar R.**  
**Company Secretary & Head - Governance**



**MUTHOOT CAPITAL SERVICES LIMITED**

(CIN: L67120KL1994PLC007726)

Regd. Office: 3<sup>rd</sup> Floor, Muthoot Towers, M.G. Road, Kochi - 682 035

Tel: +91 - 484 - 6619600/6613450, Fax: +91 - 484 - 2381261

Web: [www.muthootcap.com](http://www.muthootcap.com), Email: [mail@muthootcap.com](mailto:mail@muthootcap.com)

**POSTAL BALLOT FORM**

1. Postal Ballot No. :
2. Name & Address of the Sole/First Holder :
3. Name of the Joint Holders, if any :
4. Registered Folio No. / DP ID / Client ID :
5. No. of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the special business set out in the Postal Ballot Notice of the Company dated 09<sup>th</sup> September, 2017, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Sl. No.	Description	No. of Shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	FURTHER ISSUE OF SECURITIES THROUGH QUALIFIED INSTITUTIONS PLACEMENT			
2.	ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			
3.	ALTERATION OF LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY			

Place:

Date:

\_\_\_\_\_  
Signature of the Shareholder

**Note:** Please read the instructions given overleaf carefully before exercising your vote.

### **Instructions for filling Postal Ballot Form**

1. A Member desirous of exercising his/her vote by Postal Ballot should complete and sign this Postal Ballot Form and sent it to the Scrutinizer, CS Nikhil George Pinto, Partner, M/s. CaesarPintoJohn & Associates LLP, Company Secretaries, in the attached postage pre-paid self-addressed Business Reply Envelope. Postage charges will be borne and paid by the Company. Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick (✓) mark in the appropriate box in the Postal Ballot Form. The assent or dissent received in any other physical form shall be considered invalid.
3. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Registrar and Transfer Agent (RTA)/Depository Participant. In case of joint-holding, this Form should be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. In case of Equity Shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution/appropriate authorization with the specimen signature(s) of the authorized signatory(ies) duly certified/attested. A Power of Attorney (“POA”) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Sunday, 15<sup>th</sup> October, 2017. Any Postal Ballot Form received after this date will be considered invalid.
6. Incomplete, unsigned, incorrect, defaced or mutilated Postal Ballot Forms will be treated as invalid. The Ballot Forms received in any other form or photocopy thereof will also be treated as invalid. The Scrutinizer's decision on the validity of a Postal Ballot Form will be final and binding.
7. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self- addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be considered and would be destroyed by the Scrutinizer.
8. The Company is also offering remote e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice.
9. For every Folio No./DP ID/Client ID, there will be only one Postal Ballot Form/e-voting irrespective of the number of joint-holder(s). Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
10. The voting rights of the Members shall be in proportion to their Equity Shares in the total paid-up equity share capital of the Company as on 01<sup>st</sup> September, 2017.
11. Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
12. In case of non-receipt of the Postal Ballot Form or for any query relating thereto, the Members may contact the Company’s RTA, Integrated Registry Management Services Private Limited, 2<sup>nd</sup> Floor, Kences Towers, No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai - 600 017, Phone No: (044) 28140801 - 803, Fax : 044 - 28142479, email: [csdstd@integratedindia.in](mailto:csdstd@integratedindia.in), or send an e-mail at [mail@muthootcap.com](mailto:mail@muthootcap.com)