



Muthoot Finance

Muthoot Finance Ltd.

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CIN: L65910KL1997PLC011300

NOTICE TO SHAREHOLDERS

Notice is hereby given that the 17th 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, 25th September 2014 at 10.30 a.m. to conduct the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Financial Statements including the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To declare final dividend of Rs. 1/- per equity share and confirm the two interim dividends aggregating to Rs. 5/- per equity share already paid, for the financial year ended 31st March 2014.
- To appoint 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 next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.
- 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.
- To appoint a Director in place of Mr George Jacob Muthoot (holding DIN: 00018235) , who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

- To appoint Mr. George Joseph (holding DIN 00253754) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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) and 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 two consecutive years continuing till the second Annual General meeting from date of appointment”.
- To appoint Mr K. George John (holding DIN 00951332) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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 K. George John(holding DIN 00951332) and 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 two consecutive years continuing till the second Annual General meeting from date of appointment.”
- To appoint Mr John K. Paul (holding DIN 00016513) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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 K. Paul (holding DIN 00016513) and 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 two consecutive years continuing till the second Annual General meeting from date of appointment.”
- To appoint Justice K. John Mathew (holding DIN 00371128) as Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary 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, Justice K. John Mathew (holding DIN 00371128) and 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 two consecutive years continuing till the second Annual General meeting from date of appointment.”
- To appoint Mr George Alexander Muthoot (holding DIN: 00016787) as Managing Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr George Alexander Muthoot (DIN: 00016787) as Managing Director of the Company, for a period of 5 (five) years with effect from April 1, 2015 on the terms and conditions specified herein:

S. No.	Category	Description
Remuneration		
1.	Basic salary	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Special allowance as stated above.

3.	Annual performance incentive	Rs. 18,000,000.00 per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within the limit as stated above.
Perquisites		
1.	Residential accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites, not exceeding the basic salary, such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to Managing Director as per the rules of the Company subject to approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution."

11. To appoint Mr M G George Muthoot (holding DIN: 00018201) as a Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr M G George Muthoot (DIN: 00018201) as a Whole-time Director, for a period of 5 (five) years with effect from April 1, 2015 on the terms and conditions specified herein:

S. No.	Category	Description
Remuneration		
1.	Basic salary	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Special allowance as stated above.
3.	Annual performance incentive	Rs. 18,000,000.00 per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1.	Residential accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites, not exceeding the basic salary such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to the whole time director as per the rules of the Company subject to approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution."

12. To appoint Mr George Jacob Muthoot (holding DIN: 00018235) as a Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the re-appointment of Mr George Jacob Muthoot (holding DIN: 00018235) as a Whole-time Director, for a period of 5 (five) years with effect from April 1, 2015 on the terms and conditions specified herein:

S. No.	Category	Description
Remuneration		
1.	Basic salary	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Special allowance as stated above.
3.	Annual performance incentive	Rs. 18,000,000.00 per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1.	Residential accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites, not exceeding the basic salary such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to the whole time director as per the rules of the Company subject to approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution."

13. To appoint Mr George Thomas Muthoot (holding DIN: 00018281) as a Whole-time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of members of the Company be and is hereby accorded to the appointment of Mr George Thomas Muthoot (holding DIN: 00018281) as a Whole-time Director, for a period of 5 (five) years with effect from April 1, 2015 on the terms and conditions specified herein:

S. No.	Category	Description
Remuneration		
1.	Basic salary	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Basic Salary as stated above.
2.	Special allowance	Rs. 1,000,000.00 per month with such increments as may be decided by the Board from time to time, subject to a ceiling of 25% per annum of original Special allowance as stated above.
3.	Annual performance incentive	Rs. 18,000,000.00 per annum or 1% of profit before tax before charging annual performance incentive whichever is higher, payable quarterly or at other intervals, subject to a maximum amount as may be decided by the Board from time to time within limit as stated above.
Perquisites		
1.	Residential accommodation	Company's owned / hired / leased accommodation or house rent allowance at 50% of the basic salary in lieu of Company provided accommodation.
2.	Expenses relating to residential accommodation	Reimbursement of expenses on actuals not exceeding the basic salary, pertaining to gas, fuel, water, electricity and telephones as also reasonable reimbursement of upkeep and maintenance expenses in respect of residential accommodation.
3.	Others	Other perquisites, not exceeding the basic salary such as furnishing of residential accommodation, security guards at residence, attendants at home, reimbursement of medical expenses for self and family, travelling expenses, leave travel allowance for self and family, club fees, personal accident insurance, provident fund contribution and superannuation fund, gratuity contribution, encashment of earned/privilege leave, cars and conveyance facilities, provision for driver or driver's salary and other policies and benefits that may be introduced from time to time by the Company shall be provided to the whole time director as per the rules of the Company subject to approval of the Board.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary for giving effect to the resolution.”

14. To approve the payment of remuneration to non-executive directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the non-executive directors of the Company be paid, remuneration (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine) not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

15. 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, with or without modification(s), 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, Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 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 the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include any Committee thereof) to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement basis, within the overall borrowing limits of the company on such terms and conditions as the Board of Directors of the Company 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 18th 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 this resolution and to delegate all or any of the powers herein conferred to any director(s) or officer(s) of the Company, to give effect to the resolution.”

16. To obtain consent of the members on limit of borrowing power to be exercised by the Board of Directors of the company in terms of the provisions of Section 180 (1) (c) and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby accorded in terms of the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee thereof) to borrow monies, for the business of the Company, whether unsecured or secured by mortgage, charge, hypothecation or lien or pledge or otherwise on the company's assets and properties whether movable or immovable, in Indian or Foreign Currency or by way of issue of debentures/bonds or any other security(ies), from time to time, from any Bank(s)/Financial Institutions or any other Institution(s), firms, body corporate(s) or other person(s), in India or abroad, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, provided that money already borrowed together with money to be borrowed under this resolution and remaining outstanding at any time shall not exceed the aggregate of Rs. 50,000 Crores (Rupees Fifty Thousand Crores) in excess of the paid up capital and free reserves of the Company for the time being.

RESOLVED FURTHER THAT the Board of Directors or any person(s) authorised by the Board, be and is/are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

By Order of the Board of Directors

Sd/-

Maxin James

Company Secretary

Place: Kochi

Date: 11.08.2014

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 or by means of ballot as described herein will be permitted to vote at the meeting, should there be a poll 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 either by electronic means or by ballot prior to the AGM. 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 documents relevant to the resolutions proposed in this Notice 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 12.09.2014 to 25.09.2014, (both days inclusive). Dividend, if declared, will be paid to those members whose names appear in the Register of Members on closing of business hours on 11.09.2014 and to beneficial owners whose names appear in the Register of Beneficial Owners as provided by depositories for this purpose. 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 27, 2013 (date of last Annual General Meeting) on the website of the Company (www.muthootfinance.com), and 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, 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 Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided as annexure to this notice.
14. Members have the option to vote either through e-voting or through ballot form. If a member has opted for e-voting, then he/she should not vote through the ballot form also and vice-a-versa. However, in case of members who have cast their votes both via ballot and also through e-voting, then the votes cast through e-voting shall prevail and the voting done through the ballot shall be treated as invalid.
15. Pursuant to provisions of Clause 35 B of the Listing Agreement with Stock Exchange(s), e-voting facility/Ballot has been provided to the members. Those members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Ballot Form attached with this Notice in the enclosed self-addressed postage pre-paid envelope so as to reach Mr. C.V.Madhusudhanan, B.Sc., B.L., FCS., Scrutinizer, [Unit: Muthoot Finance Limited] KSR & Co Company Secretaries LLP, "Indus Chambers", #101, Government Arts College Road, Coimbatore – 641 018., on or before 6.00 pm on September 22, 2014. Any Ballot Form received after this date will be treated as if the reply from the Members has not been received.
16. 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.
17. 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 2013-14 will be sent to the members separately.
18. The Company is providing E-voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 17th Annual General Meeting dated September 25, 2014 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. This E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 15.08.2014.

Instructions for e-voting:

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- (vi) 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"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or folio in dd/mm/yyyy format.
Dividend Details#	Bank Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant "Muthoot Finance Limited" on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Members holding shares either in demat or physical mode who is in receipt of notice in physical form may cast their votes either by e-voting or using the Ballot form enclosed to this notice.
- (B) Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote, if you are opting to vote by e-voting.
- (C) The voting period begins on 20.09.2014 at 9.00 AM and ends on 22.09.2014 at 6.00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 15.08.2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (D) As regards voting through ballot, the same should reach the Scrutinizer on or before 22nd September, 2014. Any Ballot Form received after this date will be treated as if the reply from the Members has not been received.

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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

Statement of material facts as required under Section 102(1) of the Companies Act, 2013 annexed to and forming part of the Notice:

Item No. 6, 7, 8 and 9:

The present composition of the Board of Directors of the Company consists of four Independent Directors pursuant to the requirement of Clause 49 of Listing Agreement with Stock Exchange(s). They were appointed in accordance with the provisions of Section 255 of the Companies Act 1956 as retiring directors whose period of office is liable to be determined by "retirement of directors by rotation". The proposed resolution is for their appointment as Independent Directors in terms of requirement of Section 149, 150, 152 read with Schedule IV of Companies Act, 2013, pursuant to which their period of office is not liable to "retirement of directors by rotation".

Pursuant to provisions of section 149(10) of the Companies Act, 2013, the present appointment of Independent Directors is to hold office for a term of two consecutive years continuing till the second Annual General meeting from date of appointment.

In terms of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Board of Directors has reviewed the declaration made by Mr. George Joseph, Justice K. John Mathew, Mr. John K. Paul and Mr. K. George John that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. The Board is of opinion that they fulfil the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Their particulars as required under Clause 49 of Listing Agreement with Stock Exchanges are annexed to the notice.

Notice has been received from a member intimating the member's intention to propose the appointment of Mr. George Joseph, Justice K. John Mathew, Mr. John K Paul and Mr. K. George John as Independent Directors in terms of Section 149 of Companies Act, 2013 at the ensuing Annual General Meeting.

In view of the above provisions, the proposal for their appointment as Independent Director, not liable to retire by rotation, for a period of 2 years i.e., from the ensuing Annual General Meeting for a period of two years continuing till the second Annual General Meeting from the date of appointment is placed for the approval of shareholders by means of an Ordinary Resolution.

The Board of Directors considers that their appointment as Independent Directors will be beneficial to the company. The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Except Mr. George Joseph, Mr. John K. Paul, Justice K. John Mathew and Mr. K. George John, being appointees, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolutions.

Item No. 10:

Mr George Alexander Muthoot was appointed as Managing Director for a period of 5 years with effect from 01.04.2010 and his present term is expiring on March 31, 2015.

Mr. George Alexander Muthoot is also Managing Director of Muthoot Vehicles and Asset Finance Limited. Pursuant to the requirement of Companies Act, 2013, Board of Directors of Muthoot Vehicles and Asset Finance Limited has given unanimous consent stating their no objection, if appointed, as Managing Director of the Muthoot Finance Limited.

Mr. George Alexander Muthoot is a Key contributor in overall Management of the Company. His vast experience and his association would be of immense benefit to the Company and it is desirable to continue to avail his services as Managing Director.

The Board of Directors considers that his re-appointment as Managing Director will be beneficial to the company. The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Except Mr George Alexander Muthoot, being an appointee, Mr. M. G. George Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot, being relatives of appointee, none of the Directors and other Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution.

Item No. 11, 12 & 13:

Mr. M. G. George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob Muthoot were appointed as Whole Time Directors for a period of 5 years with effect from 01.04.2010 and their present term is expiring on March 31, 2015.

Mr. M. G. George Muthoot, Mr. George Thomas Muthoot and Mr. George Jacob Muthoot are Key contributors in overall Management of the Company. Their vast experience and their association would be of immense benefit to the Company and it is desirable to continue to avail their services as Whole-time Director.

The Board of Directors considers that their appointment as Whole Time Directors will be beneficial to the company. The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Except Mr. M. G. George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob Muthoot being appointee and Mr. George Alexander Muthoot being relative of appointee none of the Directors and other Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No. 14:

In Companies Act, 2013 the non-executive and more specifically the independent directors have been entrusted with wider responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the non-executive Directors by the Company should be commensurate with their role, responsibilities and duties.

Under Provisions of Companies Act, 2013, payment of remuneration to directors who are neither managing directors nor whole-time directors (i.e non-executive directors) shall not exceed 1% of the net profits of the Company.

The resolution seeks approval of members authorising the Board of Directors to approve payment of remuneration to Non-Executive Directors not exceeding in aggregate one percent of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013.

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof. Save as otherwise provided in Section 149 of Companies Act, 2013 no other remuneration is payable to Independent Directors of the Company.

The Board recommends the resolution for the approval of the members as an Ordinary Resolution.

Except Independent Directors, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolutions.

Item No. 15:

Section 42 of the Companies Act, 2013 Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment resources for lending, repayment/refinance of existing debt, working capital requirement, purchase of assets, investments, general corporate purposes etc, the Company may invite subscription for secured / unsecured redeemable non-convertible debentures (NCDs), in one or more series / tranches on private placement basis. The NCDs are proposed to be issued at face value and the issue price is justifiable as the interest / redemption amount is paid on the basis of interest rate/ effective yield, determined based on market situation at the time of the issue, on the face value of NCDs. The NCDs are not proposed to be issued at premium.

Company being a Non-Banking Financial Company, issue of secured/ unsecured redeemable non-convertible debentures on private placement basis are also in accordance with Non- Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 and Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 as amended from time to time.

The Company's directors, key managerial personnel, or their Relatives may be deemed to be concerned or interested in the passing of resolution only to the extent of securities issued/allotted to them or to the companies or firms in which they are directors or members or partners as the case may be.

Save as aforesaid, none of the Company's directors, key managerial personnel, or their Relatives has any concern or interest, financial or otherwise, in this resolution.

The Board recommends the resolution for the approval of the members as a Special Resolution.

Item No. 16:

Section 180(1)(c) of the Companies Act, 2013, provides that the Board of Directors of a public company shall not except with the consent of the Company in General Meeting borrow monies in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business). The members of the Company had earlier approved the subject matter of the resolution in accordance with requirement of Companies Act, 1956 as ordinary resolution for limit of Rs. 50,000 Crores. In terms of Section 180(1)(c) of Companies Act, 2013 the resolution is required to be passed as Special Resolution by the members.

The resolution, if passed, will have the effect of allowing the Board of Directors of the Company to exercise borrowing power upto Rs. 50,000 Crores, in excess of the Company's paid up share capital and free reserves (apart from temporary loans obtained and/or to be obtained from the Company's bankers in the ordinary course of business), from various sources and persons as stated in resolution and these may or may not include borrowings from directors or relatives of any of the directors on terms and conditions as may be approved by Board of Directors in this regard subject to compliance of various regulatory requirements including guidelines as issued by Reserve Bank of India from time to time.

The Board recommends the resolution for the approval of the members as a Special Resolution.

Save as aforesaid, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the resolution.

ADDITIONAL INFORMATION OF DIRECTORS FOR APPOINTMENT/REAPPOINTMENT AS REQUIRED UNDER CLAUSE 49 OF LISTING AGREEMENT WITH STOCK EXCHANGE(S)

Name of Director	M G George Muthoot	George Alexander Muthoot
Date of Birth	02 November 1949	16 September 1955
Nationality	Indian	Indian
Date of Appointment	01 April, 2010	01 April, 2010
Qualifications	B Tech	B.Com., FCA
Brief Profile	M.G. George Muthoot is a graduate in engineering from Manipal University, and is a businessman by profession. He is the National Executive Committee Member of the Federation of Indian Chamber of Commerce and Industry ("FICCI") and the current Chairman of FICCI - Kerala State Council. He was conferred the Mahatma Gandhi National Award for social service for the year 2001 by the Mahatma Gandhi National Foundation. He was conferred with the Golden Peacock Award, 2012 for business leadership. He is conferred with 'Emerging Business Leader of the Year' title at the fifth edition of AIMA Managing India Awards 2014. He has over three decades of experience and expertise in managing businesses operating in the field of financial services.	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 customized Financial 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 and is currently its Vice Chairman. He has over 32 years of experience in managing businesses operating in the field of financial services.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. M.G.M Muthoot Medical Centre Private Limited 2. Muthoot Farms India Private Limited 3. Muthoot Vehicle & Asset Finance Limited 4. Muthoot Broadcasting Private Limited 5. Emgee Board and Paper Mills Private Limited 6. Muthoot M George Chits (India) Limited 7. Marari Beach Resorts Private Limited 8. Muthoot Securities Limited 9. Muthoot Commodities Limited 10. Muthoot M George Institute of Technology 11. Dukanvadi Plantations Private Limited 12. Kunkeshwar Plantations Private Limited 13. Muthoot Homefin (India) Limited 14. Muthoot Precious Metals Limited 15. Muthoot Health Care Private Limited 16. Muthoot Synergy Fund Limited 17. Geobros Muthoot Funds India Limited 18. Muthoot Anchor House Hotels Private Limited 19. Geobros Properties and Realtors Private Limited 20. Adams Properties Private Limited 	<ol style="list-style-type: none"> 1. Muthoot Infotech 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. Muthoot Systems and Technologies Private Limited 8. Muthoot M George Chits (India) Limited 9. Marari Beach Resorts Private Limited 10. Adams Properties Private Limited 11. Rangana Rubber and Plantations Private Limited 12. Maneri Rubber and Plantations Private Limited 13. Amboli Rubber and Plantations Private Limited 14. Unix Properties Private Limited 15. Oxbow Properties Private Limited 16. Muthoot Developers Private Limited 17. Venus Diagnostics Limited 18. Muthoot Securities Limited 19. Muthoot Commodities Limited 20. Sawanthavadi Rubber And Plantation Private Limited 21. Muthoot Marketing Services Private Limited 22. Muthoot M George Institute of Technology 23. Moroshi Plantations Private Limited 24. Varavade Plantations Private Limited 25. Muthoot Homefin (India) Limited 26. Muthoot Precious Metals Limited 27. Muthoot Anchor House Hotels Private Limited 28. Muthoot Health Care Private Limited 29. Muthoot Synergy Fund Limited 30. Geobros Properties and Realtors Private Limited 31. Finance Companies Association (India)
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	Nil	<ol style="list-style-type: none"> 1. Muthoot Vehicles and Asset Finance Ltd. 2. Muthoot Securities Limited 3. Muthoot Forex Limited
No. Of Shares held	47385132 equity shares	44464400 equity shares

Name of Directors	George Jacob Muthoot	George Thomas Muthoot
Date of Birth	21 September 1952	25 December 1950
Nationality	Indian	Indian
Date of Appointment	01 April, 2010	01 April, 2010
Qualifications	B Tech	Undergraduate
Brief Profile	George Jacob Muthoot has a degree in civil engineering from Manipal University and is a businessman by profession. He is a member of the Trivandrum Management Association, the Confederation of Real Estate Developers Association of India (Trivandrum) and the Trivandrum Agenda Task Force. He is also a member of the Rotary Club, Trivandrum (South), governing body member of the Charitable and Educational Society of Trivandrum Orthodox Diocese, Ulloor, Trivandrum, Finance Committee Member, Mar Diocese College of Pharmacy, Althara, Trivandrum and Mar Gregorious Orthodox Christian Mercy Fellowship, Trivandrum. He has over thirty years of experience in managing businesses operating in the field of financial service.	George Thomas Muthoot is a businessman by profession. He is an undergraduate. He has over 30 years of experience in managing business operating in the field of financial services.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Muthoot Leisure and Hospitality Services Private Limited 2. Muthoot Infotech Private Limited 3. Muthoot Insurance Brokers Private Limited 4. Muthoot Forex Limited 5. M.G.M Muthoot Medical Centre Private Limited 6. Muthoot Holiday Homes and Resorts Private Limited 	<ol style="list-style-type: none"> 1. Muthoot Leisure and Hospitality Services Private Limited 2. M.G.M Muthoot Medical Centre Private Limited 3. Muthoot Holiday Homes and Resorts Private Limited 4. Muthoot Vehicle & Asset Finance Limited 5. Unisom Rubber and Plantations Private Limited 6. Muthoot Broadcasting Private Limited

	<ol style="list-style-type: none"> 7. Muthoot Marketing Services Private Limited 8. Muthoot Vehicle & Asset Finance Limited 9. Muthoot Broadcasting Private Limited 10. Muthoot Systems and Technologies Private Limited 11. Emgee Board and Paper Mills Private Limited 12. Muthoot M George Chits (India) Limited 13. Marari Beach Resorts Private Limited 14. Muthoot Developers Private Limited 15. Udeli Rubber and Plantations Private Limited 16. Venus Diagnostics Limited 17. Muthoot Securities Limited 18. Muthoot Commodities Limited 19. Adams Properties Private Limited 20. Oxbow Properties Private Limited 21. Muthoot M George Institute of Technology 22. Kanedi Plantations Private Limited 23. Kharepaten Plantations Private Limited 24. Muthoot Homefin (India) Limited 25. Muthoot Precious Metals Limited 26. Muthoot Anchor House Hotels Private Limited 27. Emgee Muthoot Benefit Fund (India) Limited 28. Muthoot M George Permanent Fund Limited 29. Geobros Properties and Realtors Private Limited 30. Muthoot Health Care Private Limited 	<ol style="list-style-type: none"> 7. Muthoot M George Chits (India) Limited 8. Muthoot Holidays Private Limited 9. Muthoot Investment Advisory Services Private Limited 10. Marari Beach Resorts Private Limited 11. Venus Diagnostics Limited 12. Adams Properties Private Limited 13. Muthoot M George Institute of Technology 14. Avalegaon Plantations Private Limited 15. Juyathi Plantations Private Limited 16. Muthoot Homefin (India) Limited 17. Muthoot Precious Metals Limited 18. Muthoot M George Permanent Fund Limited 19. Muthoot Anchor House Hotels Private Limited 20. Geobros Properties and Realtors Private Limited 21. Muthoot Synergy Fund Limited 22. Muthoot Health Care Private Limited
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	<ol style="list-style-type: none"> 1. Muthoot Vehicles and Asset Finance Ltd. 2. Muthoot Securities Limited. 	1. Muthoot Vehicles and Asset Finance Limited
No. Of Shares held	44464400 equity shares	44464400 equity shares

Name of Director	John K Paul	George Joseph
Date of Birth	28 March 1953	26 April 1949
Nationality	Indian	Indian
Date of Appointment	21 July 2010	21 July 2010
Qualifications	B Tech	B Com CAIIB
Brief Profile	John K Paul is a graduate in engineering from the Regional Engineering College, Kozhikode and a businessman by profession. He is a director of Popular Vehicles and Services Limited. He is trustee of the Kuttukaran Institute for HRD, which is a institution offering professional courses. He was the president of the Kerala Chamber of Commerce and Industry from 2005 to 2006. He was also the president of both the Kerala Hockey Association from 2005 onwards and the Ernakulam District Hockey Association from 2004 onwards.	George Joseph is a first rank holder commerce graduate from Kerala University. He is also a certified associate of the Indian Institute of Banking and Finance. He is the former chairman and managing director of Syndicate Bank. He joined Syndicate Bank as an executive director on April 01, 2006 and was elevated to the post of Chairman and Managing Director on August 02, 2008 and subsequently retired from office on April 30, 2009. Before joining the Syndicate Bank, George Joseph was employed with Canara Bank for over 36 years.
Directorship in other Indian Companies	<ol style="list-style-type: none"> 1. Popular Vehicles and Services Limited 2. Popular Kuttukaran Cars Private Limited 3. Popular Auto Dealers Private Limited 4. Popular Auto Spares Private Limited 5. Popular Autoworks Private Limited 6. Kerala Chamber of Commerce and Industry 7. Federation of Automobile Dealers Association Limited 8. Keracon Equipments Private Limited 9. Prabal Motors Private Limited 10. Foundation for Entrepreneurial Development (Kerala) 	1. Wonderla Holidays Limited
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	Nil	1. Wonderla Holidays Limited
No. Of Shares held	469 equity shares	1134 equity shares

Name of Director	K George John	K John Mathew
Date of Birth	22 August 1946	09 May 1932
Nationality	Indian	Indian
Date of Appointment	27 September 2013	23 January 2008
Qualifications	M Sc	LLB
Brief Profile	K George John is a post graduate in mathematical statistics and has retired as Chairman and Managing Director of TBWA India, a part of Omnicorn Group. He previously managed Ulka Advertising (now FCB-Ulka). Thereafter he founded Anthem Communications Pvt Ltd, which later on went on to merge with TBWA Worldwide under a joint venture.	K. John Mathew is a graduate in law from the Government Law College, Ernakulam and is a retired judge of the High Court of Kerala. He has served as the Chairman of the Cochin Stock Exchange and was a SEBI nominee director of the Cochin Stock Exchange from 2002 to 2007. He is currently the President of the Peoples Council for Social Justice, Kerala.
Directorship in other Indian Companies	1. Munnar Ridgetree Residencies Private Limited	Nil
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	Nil	Nil
No. Of Shares held	Nil	Nil