



**Muthoot Finance**  
**Muthoot Finance.Ltd**

Reg. & Corporate Office: Muthoot Chambers', 2nd Floor, Opposite Saritha Theatre Complex, Kochi, Kerala, India 682018  
(T): +91-484-2394712, Fax: +91-484-12396506; Email: csmuthoot@muthootgroup.com  
www.muthootfinance.com, CIN: L65910KL1997PLC011300

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the 18th 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 Wednesday, 30th September 2015 at 10.30 a.m. to conduct the following business:

**ORDINARY BUSINESS:**

- To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- To declare final dividend of Rs. 2/- per equity share and confirm the interim dividend(s) of Rs. 4/- per equity share already paid, for the financial year ended 31st March 2015.
- To re-appoint M/s. Rangamani & Co., Chartered Accountants (Firm Registration No: 0030505) as statutory auditors of the Company and fix their remuneration and to pass the following resolution thereof:  
"RESOLVED THAT M/s. Rangamani & Co., Chartered Accountants, (Firm Registration No: 0030505) , be and is hereby appointed as Auditors of the Company, to hold office for a period of two year from the conclusion of 18th Annual General Meeting till the conclusion of 20th Annual General Meeting subject to ratification of their appointment at the 19th Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."
- 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 reappointment.

**SPECIAL BUSINESS:**

- To appoint Ms. Pamela Anna Mathew (holding DIN: 00742735) as Independent Director and in this regard to consider and if thought fit, to pass, 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, Ms. Pamela Anna Mathew (holding DIN 00742735), and in respect of whom the Company has received a notice in writing from a member proposing her 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 the date of appointment.
- To appoint Mr Alexander M George (holding DIN: 00938073) as a Whole Time Director and in this regard to consider and if thought fit, to pass, 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 Alexander M George (DIN: 00938073) as a Whole Time Director of the Company, for a period of 5 (five) years from date of appointment, liable to retire by rotation, on the terms and conditions specified herein:

S. No.	Category	Description
<b>Remuneration</b>		
1	Basic Salary	Rs. 2,00,000.00 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. 2,00,000.00 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. 1,200,000.00 per annum or 0.25% 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	Annual performance incentive	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 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."

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

"RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable provisions of Companies Act, 1956 to the extent applicable and Reserve Bank 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 authorize the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement basis, on such terms and conditions as the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall also include any committee thereof) may, from time to time, determine and consider proper and most beneficial to the Company including as to the timing of the issue, issue size, utilization of the issue proceeds and all matters connected with or incidental thereto etc for the period commencing from the date of this meeting hereof until the conclusion of the 19th 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 Directors, and/or Director(s) or officer(s) of the Company, to give effect to the resolutions."

By Order of Board of Directors

Sd/-

Maxin James

Company Secretary

Place: Kochi

Date: 22.07.2015

NOTES:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a Member of the Company. However only such members (including members represented by their proxies) who have not exercised their vote by electronic means as described herein will be permitted to vote at the meeting.
2. A person can act as proxy on behalf of Members up to and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or Member. No Proxies will be entertained in respect of those members who cast their votes by electronic means. However, such members can attend the AGM in person.
3. The instrument appointing proxy should be deposited at the Registered Office of the company not less than forty eight hours before the commencement of the Meeting.
4. Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto.
5. Members/Proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
6. In case of Joint holders attending the Meeting, only such joint holder who is the first in order of names will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) along with other requirements in order to attend and vote (if not voted earlier) on behalf of such members at the Annual General Meeting.
8. All required documents are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2014 to 30.09.2014, (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 23.09.2014 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 25, 2014 (date of last Annual General Meeting) on the website of the Company ([www.muthootfinance.com](http://www.muthootfinance.com)), as also on the website of the Ministry of Corporate Affairs. Members may please note that there is a facility for nomination, in the prescribed form, available at request from Company or Registrar and Transfer Agent of the Company, of any person to whom shares in the Company held by such Member shall vest in the event of his / her death.
11. Members should notify the changes in their address immediately to the Registrar and Transfer Agent of the Company / Depository Participants as the case may be. Members who are holding shares in DEMAT are requested to keep their Bank Account Details including IFSC and/or MICR updated with their respective DPs (Depository Participant) and those members who are holding shares in physical form by sending a request to Registrar and Transfer Agent by quoting their Folio No., PAN along with cancelled Cheque or other acceptable Bank Account proof.
12. Members who have not registered their e-mail addresses so far are requested to update their e-mail address with their DP for members holding shares in DEMAT and those members who are holding physical shares with Registrar of the Company i.e. M/s Link Intime India Pvt. Ltd, Surya 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road Coimbatore – 641028, Email: [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in), for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. A brief profile of the Directors, who are appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, are provided as annexure to this notice.
14. In compliance with the provisions of Section 108 of the Act, read with Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer the facility of voting through electronic means, to all its Members to enable them to cast their votes electronically. Members who have not voted through electronic means or members who have no access to electronic voting can vote at the Annual General Meeting. The cut-off date for recognizing voting rights of members to vote by electronic means as well as at the General Meeting is September 24th, 2015 in terms of Companies (Management and Administration) Amendment Rules, 2015 (cut-off date).
15. The facility for voting will also be made available at the AGM and the members who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM. Members who already cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
16. Any person who acquires shares of the company and becomes its member after the dispatch of the notice for the annual general meeting and continues to hold the shares of the company as on the cut-off date may obtain login id and password by sending a request to [coimbatore@linkintime.co.in](mailto:coimbatore@linkintime.co.in) or [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com)
17. The Results declared along with Scrutinizer's Report(s) will be available on the website of the Company ([www.muthootfinance.com](http://www.muthootfinance.com)) within two (2) days of completion of voting if any at the Annual General Meeting and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.
18. The Annual Report of the Company circulated to the members of the Company, will be made available on the website of the Company ([www.muthootfinance.com](http://www.muthootfinance.com)). The physical copies of the aforesaid Annual Report will be made available on request. The Annual Report for the Financial Year 2014-15 will be sent to the members separately.
19. The Company is providing E-voting facility through Central Depository Services (India) Limited (CDSL) for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 18th Annual General Meeting dated September 30, 2015 the AGM Notice). The Company has appointed Mr. C.V.Madhusudhanan, B.Sc., B.L., FCS., Company Secretary in Practice as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The E-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on cut-off date.
20. The instructions for members for voting electronically are as under:-
  - (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - (ii) Click on "Shareholders" tab.
  - (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• 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.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Muthoot Finance Limited> on which you choose to vote.

- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) 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.
- (xvii) 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](mailto: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](mailto: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.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)  
 The following person shall be responsible to address grievances concerned with facility for remote e-voting:  
 Name: Mr. Wenceslaus Futardo  
 Designation: Deputy Manager  
 Address: Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001.  
 email id: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com), Phone number: 18002005533

The voting period begins on 26.09.2014 at 9.00 AM and ends on 29.09.2014 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 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

### **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. 5:**

Ms Pamela Anna Mathew was appointed as Additional Director on Board of Directors on November 5, 2014 and she being additional director is retiring at 18th General Meeting of the Company. The present appointment is for her appointment as Independent Director in terms of requirement of Section 149, 150, 152 read with Schedule IV of Companies Act, 2013 and Clause 49 of Listing Agreement.

Pursuant to provisions section 149(10) of the Companies Act, 2013, the present appointment of Independent Director 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 have reviewed the declaration made by Ms. Pamela Anna Mathew that she meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013, and the Board is of opinion that she fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder and is independent of the management. Her 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 Ms. Pamela Anna Mathew as Independent Director in term of Section 149 of Companies Act, 2013 at the ensuing Annual General Meeting.

In view of the above provisions, the proposal for her appointment as Independent Director, not liable to retire by rotation, for a period of two 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 her 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 Ms. Pamela Anna Mathew being appointee, none of the Directors nor Key Managerial Personnel or relatives thereof are in any way, concerned or interested in the above Resolutions.

#### **Item No. 6:**

Mr. Alexander M. George was appointed as Additional Director on 05.11.2014 and he being Additional Director is retiring at 18th Annual General Meeting.

Mr. Alexander M George is a Senior Managerial Person of Company and is a Key Contributor in Management of the Company. His vast experience in Company and his association would be of immense benefit to the Company and it is desirable to continue to avail his services as Whole-time Director. The Board of Directors considers that his appointment as Whole Time Director will be beneficial to the company and recommends the resolution for the approval of the members as an Ordinary Resolution.

Except Mr Alexander M George, being appointee, Mr. M. G. George Muthoot, Mr. George Thomas Muthoot, Mr. George Jacob Muthoot and Mr. George Alexander Muthoot being relatives 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. 7:**

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.

**ADDITIONAL INFORMATION OF DIRECTORS PURSUANT TO CLAUSE 49 of LISTING AGREEMENTS**

Name of Director	Alexander M George
Date of Birth	07 August 1980
Nationality	Indian
Qualifications	MBA Graduate from Thunderbird University (USA), and an advanced diploma holder in Business Administration from Florida International University, Miami (USA)
Brief Profile	Currently heads the Marketing, Operations of the Company in Northern, Eastern & Western India. Under his dynamic leadership and keen vision, the company has enhanced its brand visibility through innovative marketing strategies, expanded its branch network, and implemented various IT initiatives that have benefited both customers and employees.
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. Nerur Rubber &amp; Plantations Private Limited</li> <li>2. Tarkali Rubber &amp; Plantations Private Limited</li> <li>3. Patgaon Plantations Private Limited</li> <li>4. Muthoot Precious Metals Limited</li> <li>5. Geo Bros Muthoot Funds India Limited</li> <li>6. Muthoot M George Permanent Fund Ltd</li> <li>7. Unisom Rubber And Plantations Private Limited</li> <li>8. Muthoot Systems And Technologies Private Limited</li> </ol>
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	Nil
No. Of Shares held	47385132 equity shares

Name of Director	Pamela Anna Mathew
Date of Birth	24 February 1950
Nationality	Indian
Date of Appointment	5 November 2014
Qualifications	Post graduate degree in Economics from Kerala University and in Business Administration from Cochin University
Brief Profile	<ul style="list-style-type: none"> <li>• A leading industrialist in Kerala, and a well- known business leader with a remarkable career spanning over 40 years of Managing Business.</li> <li>• Currently serving as the Managing Director of O/E/N India Limited</li> </ul>
Directorship in other Indian Companies	<ol style="list-style-type: none"> <li>1. O E N INDIA LTD</li> <li>2. PATSPIN INDIA LTD</li> <li>3. GTN TEXTILES LIMITED</li> <li>4. INKEL-KSIDC PROJECTS LIMITED</li> <li>5. INKEL LIMITED</li> <li>6. GEOMATHS STOCKS AND SHARES TRADING PRIVATE LIMITED</li> </ol>
Chairmanship/Membership of Committees of the Board of Directors of other Indian Companies of which he is a Director	Member in 1 Committee of Board of Directors of other Indian Company
No. Of Shares held	Nil

**PROXY FORM**

Form No. MGT -11

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

**Muthoot Finance Limited**

Regd. Office: 2nd Floor Muthoot Chambers, Opp. Saritha Theatre Complex, Banerji Road, Kochi-18,  
Tel: +91-484-2396478 Fax: 91-484-2396506

mail: csmuthoot@muthootgroup.com, www.muthootfinance.com, CIN: L65910KL1997PLC0011300

Name of the member (s) :

Registered Address :

Folio No/DP ID and Client Id :

E-mail ID :

I/We, .....being the member(s), holding .....

Shares of the above named company, hereby appoint:

**1.**Name : .....

Address.....

E-mail Id : .....Signature:....., or failing him/her;

**2.**Name : .....

Address.....

E-mail Id : .....Signature:....., or failing him/her;

As my/our proxy to attend and vote for me/us on my/our behalf at the Eighteenth Annual General Meeting of the Company to be held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682 016, at 10.30a.m. on 30th September 2015 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Optional*	
		Assent	Dessent
1	To adopt Financial Results for the year ended 31st March, 2015		
2	To declare a dividend		
3	To appoint M/s Rangamani & Co., as statutory Auditors and fixing their remuneration.		
4	To reappoint Mr George Jacob Muthoot who retires by rotation and being eligible offers himself for reappointment		
5	To appoint Ms. Pamela Anna Mathew as Independent Director		
6	To appoint Mr. Alexander M George as Whole Time Director		
7	To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement basis		

Signed this ..... day..... of 2015

Affix  
Re. 1 Revenue  
Stamp

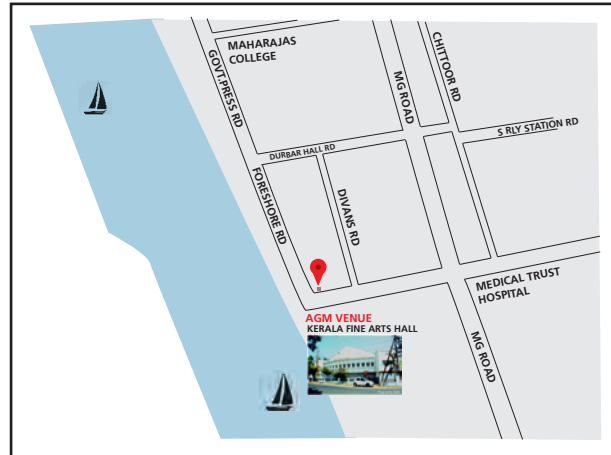
Signature of Shareholder

Signature of Proxy holder(s)

Notes:

- Please put a X in the Box in the appropriate column against the respective resolutions. If you leave the 'Assent' or 'Dissent" column blank against any or all the resolutions, your Proxy will be entitled to vote in manner as he/she thinks appropriate.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Route map to AGM venue



**Muthoot Finance Limited**

Regd. Office: Muthoot Chambers, Opp. Saritha theatre complex, BANERJI ROAD, KOCHI-18

**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the member :

Folio No./ DEMAT A/c No. :

I/We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company to be held at Kerala Fine Arts Society Hall, Fine Arts Avenue, Fore Shore Road, Kochi, Kerala – 682 016 , at 10.30 a.m. on 30th September 2015.

Signature of the member or proxy: